

COVER SHEET

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SEC Registration Number

S	M		P	R	I	M	E		H	O	L	D	I	N	G	S	,		I	N	C	.		A	N	D		S	U
B	S	I	D	I	A	R	I	E	S																				

(Company's Full Name)

7	/	F		M	O	A		S	q	u	a	r	e	,		S	e	a	s	h	e	l		L	a	n	e		
c	o	r	.		C	o	r	a	l		W	a	y	,		M	a	l		o	f		A	s	i	a		C	
o	m	p	l	e	x	,		B	r	g	y	.		7	6		Z	o	n	e		1	0	,		C	B	P	
1	-	A	,		P	a	s	a	y		C	i	t	y	,		M	e	t	r	o		M	a	n	i	l	a	,
P	h	i	l	i	p	p	i	n	e	s																			

Mr. John Nai Peng C. Ong

(Contact Person)

8831-1000

(Company Telephone Number)

1	2	1	8
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Month Day
(Calendar Period)

1	7	-	C	
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(Form Type)

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Month Day
(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document ID

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE (SRC)
AND SRC RULE 17(a)-1(b)(3) THEREUNDER

1. **December 18, 2025**
Date of Report
2. SEC Identification Number **AS094-000088**
3. BIR Tax Identification No. **003-058-789**
4. **SM PRIME HOLDINGS, INC.**
Exact name of registrant as specified in its charter
5. **PHILIPPINES** 6. (SEC Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. **7/F MOA Square, Seashell Lane cor. Coral Way, Mall of Asia Complex, Brgy. 76 Zone 10, CBP 1-A, Pasay City, Metro Manila, Philippines** **1300**
Address of principal office Postal Code
8. **(632) 8831-1000**
Registrant's telephone number, including area code
9. **N/A**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON STOCK, P1 PAR VALUE	28,824,641,994
DEBT SECURITIES – RETAIL BOND	140,396,480,000
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11. Indicate the item numbers reported herein: **ITEM # 9, LETTER B.**

Subject of the Disclosure
Buyback of SMPH shares
Background/Description of the Disclosure
Please be informed that the Company purchased 965,000 common shares. This is pursuant to the Company's share buyback program approved by the Board last December 9, 2024.

Type of Securities

- ☒ Common
- ☐ Preferred-
- ☐ Others-

Details of Share Buy-Back Transaction(s)					
Date of Transaction		Number of Shares Purchased		Price Per Share	
December 18, 2025		300,000		22.4500	
December 18, 2025		665,000		22.5000	
		965,000			
Effects on Number of Shares					
		Before		After	
Outstanding Shares		28,824,641,994	28,823,676,994		
Treasury Shares		4,341,658,081	4,342,623,081		
Cumulative Number of Shares Purchased to Date ¹	55,554,700				
Total Amount Appropriated for the Buy-Back Program	PHP5 to 10 Billion				
Total Amount of Shares Repurchased	PHP1,179,606,859				
Other Relevant Information					
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¹ From the date when the share buy-back program commenced.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SM PRIME HOLDINGS, INC.

Registrant

Date: December 18, 2025

A handwritten signature in black ink, appearing to read "John Nai Peng Ong", written over a horizontal line.

JOHN NAI PENG ONG

Chief Finance Officer & Corporate Information Officer