



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. April 23, 2019  
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      Industry Classification Code:  
incorporation
  
7. 10th Floor Mall of Asia Arena Annex Building, Coral Way cor. J.W. Diokno Blvd., Mall of  
Asia Complex, Brgy. 76, Zone 10, CBP-1A, Pasay City, Philippines      1300  
Address of principal office      Postal Code
  
8. (632) 831-1000  
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<br>Outstanding and Amount of Debt Outstanding |
|-----------------------------------|--|
| <b>COMMON STOCK, P1 PAR VALUE</b> | <b>28,879,231,694</b>  |
| .....                             |  |
| .....                             |  |
| .....                             |  |

11. Indicate the item numbers reported herein: ITEM # 9, LETTER B.

I. At the **regular meeting of the board of directors** of SM Prime Holdings, Inc. (Corporation) held on April 23, 2019, the Board approved the declaration of a regular cash dividend of PHP0.35 per share amounting to PHP10.11 billion to all stockholders of record as of May 8, 2019 and payable on May 22, 2019. This is equivalent to a 34% payout of last year's net income.

II. At the **annual stockholders' meeting** of the Corporation held on April 23, 2019:

- A. The stockholders approved the minutes of the annual meeting held last April 24, 2018;
- B. The stockholders approved the 2018 Annual Report;
- C. The stockholders ratified all acts of the board of directors and the management from the date of the last annual stockholders' meeting (April 24, 2018) up to today's annual stockholders' meeting (April 23, 2019);
- D. The following stockholders were elected as directors of the Corporation to serve for the period 2019-2020 and until their successors shall have been duly elected and qualified, to wit:

HENRY T. SY, JR. – Chairman  
JOSE L. CUISIA, JR. – Vice-Chairman and Lead Independent Director  
GREGORIO U. KILAYKO – Independent Director  
JOSELITO H. SIBAYAN – Independent Director  
HANS T. SY – Member  
HERBERT T. SY – Member  
JORGE T. MENDIOLA – Member  
JEFFREY C. LIM – Member  
TERESITA T. SY – Adviser to the Board  
ELIZABETH T. SY – Adviser to the Board

- E. The stockholders re-appointed Sycip Gorres Velayo & Co. as external auditor of the Corporation for the period 2019-2020.

III. At the **organizational meeting of the board of directors** of the Corporation held on April 23, 2019:

- A. The following persons were elected officers of the Corporation for the year 2019-2020 to serve as such and until their successors shall have been duly elected and qualified:

|                         |   |
|-------------------------|---|
| HENRY T. SY, JR.        | - Chairman                                    |
| JOSE L. CUISIA, JR.     | - Vice Chairman and Lead Independent Director |
| JEFFREY C. LIM          | - President                                   |
| JOHN NAI PENG C. ONG    | - Chief Finance Officer                       |
| MARVIN PERRIN L. PE     | - Chief Risk Officer                          |
| CHRISTOPHER S. BAUTISTA | - Vice President-Internal Audit               |
| ANNA MARIA S. GARCIA    | - President, Malls                            |
| STEVEN T. TAN           | - EVP and Chief Operating Officer, Malls      |
| JOSE MARI H. BANZON     | - EVP, Residential (Primary)                  |
| SHIRLEY C. ONG          | - EVP, Residential (Leisure)                  |
| RUSSEL T. SY            | - VP, Commercial                              |
| MA. LUISA E. ANGELES    | - EVP, Hotels and Convention Centers          |

- B. The following persons were elected members of the Corporate Governance Committee of the Corporation for the year 2019-2020 to serve as such and until their successors shall have been duly elected and qualified:

JOSELITO H. SIBAYAN - Chairman (Independent Director)  
GREGORIO U. KILAYKO - Member (Independent Director)  
JOSE L. CUISIA, JR. - Member (Independent Director)


- C. The following persons were elected members of the Audit Committee of the Corporation for the year 2019-2020 to serve as such and until their successors shall have been duly elected and qualified:
- JOSE L. CUISIA, JR. - Chairman (Independent Director)  
JOSELITO H. SIBAYAN - Member (Independent Director)  
JORGE T. MENDIOLA - Member  
JOSE T. SIO - Adviser  
SERAFIN U. SALVADOR - Adviser
- D. The following persons were elected members of the Risk Oversight Committee of the Corporation for the year 2019-2020 to serve as such and until their successors shall have been duly elected and qualified:
- GREGORIO U. KILAYKO - Chairman (Independent Director)  
JOSE L. CUISIA, JR. - Member (Independent Director)  
JORGE T. MENDIOLA - Member  
JOSE T. SIO - Adviser  
SERAFIN U. SALVADOR - Adviser
- E. The following persons were elected members of the Related Party Transactions Committee of the Corporation for the year 2019-2020 to serve as such and until their successors shall have been duly elected and qualified:
- JOSELITO H. SIBAYAN - Chairman (Independent Director)  
GREGORIO U. KILAYKO - Member (Independent Director)  
JORGE T. MENDIOLA - Member
- F. The following persons were elected members of the Executive Committee of the Corporation for the year 2019-2020 to serve as such and until their successors shall have been duly elected and qualified:
- HANS T. SY - Chairman  
HENRY T. SY, JR. - Member  
ELIZABETH T. SY - Member  
HERBERT T. SY - Member  
JEFFREY C. LIM - Member  
JOHN NAI PENG C. ONG – Member
- G. Ms. Teresa Cecilia H. Reyes was appointed as Corporate Information Officer.
- JOHN NAI PENG C. ONG - Alternate  
ARTHUR A. SY - Alternate
- H. Mr. John Nai Peng C. Ong was re-appointed as Compliance Officer.
- ELMER B. SERRANO - Alternate  
TERESA CECILIA H. REYES - Alternate
- I. Atty. Elmer B. Serrano and Atty. Arthur A. Sy were re-appointed as Corporate Secretary and Assistant Corporate Secretary, respectively.

**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: April 23, 2019

  
**JOHN NAI PENG C. ONG**  
Chief Finance Officer