



February 5, 2013

**The Philippine Stock Exchange, Inc.**  
3<sup>rd</sup> Floor, PSE Plaza, Ayala Triangle  
Ayala Avenue, Makati City, 1226 Philippines

**Attention of Ms. Janet A. Encarnacion**  
Head, Disclosure Department


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Gentlemen:

Attached is the Company's Certification on compliance with Manual on Corporate Governance.

We trust the foregoing meets your requirements.

Very truly yours,

  
**TERESA CECILIA H. REYES**  
Vice President – Finance



101222013001081



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

### Barcode Page

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Company Information

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SEC Registration No. AS94000088  
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Industry Classification  
Company Type Stock Corporation

Document Information

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S.E.C. Registration Number

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

(Company's Full Name)

M A L L O F A S I A A R E N A , A N N E X B L D G .  
1 0 F C O R A L W A Y C O R . J . W . D I O K N O  
B L V D . M O A , P A S A Y C I T Y 1 3 0 0

(Business Address: No. Street City / Town / Province)

Emmanuel C. Paras

Contact Person

817-9811

Company Telephone Number

### Certification on Corporate Gov. Manual

Month Day Year

Fiscal Year

FORM TYPE

Month Day Year

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total no. of Stockholders

### Total Amount of Borrowings

Domestic

Foreign

### To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER

1. January 22, 2013  
Date of Report (Date of earliest event reported)
2. SEC Identification No. **94000088**
3. BIR Tax Identification No. **003-058-789-000**
4. **SM PRIME HOLDINGS, INC.**  
Exact name of issuer as specified in its charter
5. Philippines
6.  (SEC Use Only)  
Province, country or other jurisdiction of incorporation      Industry Classification Code:
7. Mall of Asia Arena, Annex Building, 10/F Coral Way cor. J.W. Diokno Blvd. MOA, Pasay City  
Address of principal office      Postal Code
8. (632) 831-1000  
Issuer's telephone number, including area code
9. L.V. Locsin Building, Ayala Avenue, Makati City  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA.

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<b>COMMON Shares</b>	<b>17,373,677,760</b>

11. Indicate the item numbers reported herein: Other Matters, Item 9b.

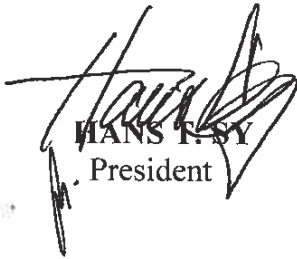
# CERTIFICATION


Pursuant to the provisions of our Corporate Governance Manual ("Manual") required under Securities and Exchange Commission Memorandum Circular No. 2 dated April 5, 2002, we hereby certify that:

1. Compliance with SEC Memorandum Circular No. 2 dated April 5, 2002, as well as all relevant Circulars on Corporate Governance has been monitored;
2. **SM PRIME HOLDINGS, INC.**, its directors, officers and employees complied with all the leading practices and principles on good corporate governance as embodied in the company's Manual;
3. **SM PRIME HOLDINGS, INC.** also complied with the appropriate performance self-rating assessment and performance evaluation system to determine and measure compliance with the Manual; and
4. All members of the Board of Directors as well as Senior Management officers completed and were duly certified to have attended the special seminar on Corporate Governance.

This Certification is being issued in compliance with the SEC requirement.

Sign on this \_\_\_<sup>th</sup> day of JAN 21 2013 2013 at Makati City.

  
**HANS T. SY**  
President

  
**EMMANUEL C. PARAS**  
Alternate Compliance Officer/  
Corporate Secretary

REPUBLIC OF THE PHILIPPINES )  
MAKATI CITY ) S.S.

Before me, a notary public in and for the city named above, personally appeared:

<u>Name</u>	<u>TIN No.</u>
Hans T. Sy	139-339-978
Emmanuel C. Paras	106-198-170

who are personally known to me to be the same persons who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this \_\_\_\_\_ day of JAN 21 2013, 2013.

Doc. No. 192 ;  
Page No. 40 ;  
Book No. 1 ;  
Series of 2013

*Leanne Herschel C. Que*  
**LEANNE HERSCHEL C. QUE**  
 Notary Public for Makati City  
 Appointment No. M-543 until Dec. 31, 2013  
 Roll of Attorney No. 61065  
 PTO No. 3610439MC; 01/02/13; Makati City  
 IBF 11018 Lifetime Member, Makati Chapter  
 Sy. Center, 105 Paseo de Roxas  
 Makati City, 1226 Metro Manila  
 Philippines