



February 5, 2013

The Philippine Stock Exchange, Inc.
3rd Floor, PSE Plaza, Ayala Triangle
Ayala Avenue, Makati City, 1226 Philippines

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

Gentlemen:

Attached is the Company's Report on Number of Shareholders as of January 31, 2013.

We trust the foregoing meets your requirements.

Very truly yours,


TERESA CECILIA H. REYES
Vice President – Finance



February 01, 2013

PHILIPPINE STOCK EXCHANGE, INC.

PSE Center, Exchange Road,
Ortigas Complex, Pasig City

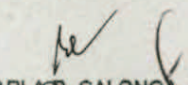
Attention : **MS. JANET A. ENCARNACION**
Head, Disclosure Dept.

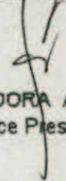
Gentlemen:

In compliance with PSE Disclosure Rules Section 17.B requiring monthly reporting on the number of shareholders owning at least one board lot each, we submit to you the board lot of SM PRIME HOLDINGS, INC. as of January 31, 2013:

| Date | Issuer | Board Lot | No. of Shareholders Owning At Least 1 Board Lot | Total Number of Shareholders |
|------------------|--------|------------|---|------------------------------|
| January 31, 2013 | SMPH | 100 Shares | 2,446 | 2,491 |

Very truly yours,


CARLA B. SALONGA
Asst. Vice President


ADORA A. YANGA
Vice President