



January 3, 2012

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 December 31, 2011.

We trust the foregoing meets your requirements.

Very truly yours,


TERESA CECILIA H. REYES
Vice President – Finance



January 03, 2012

**Philippine Stock Exchange, Inc.
4th Floor Philippine Stock Exchange Centre
Ortigas Center, Pasig City**

**Attention: Ms. Janet A. Encarnacion
Head, Disclosure Dept.**

Gentlemen:

In compliance with PSE Disclosure Rules Section 17.6, we are pleased to submit this report on the number of shareholders owning at least one board lot of SM Prime Holdings, Inc. as of December 31, 2011, to wit:

| Date | Issuer | Board Lot | No. of Shareholders Owning At Least 1 Board Lot | Total Number of Shareholders |
|-------------------|---------------|------------------|--|-------------------------------------|
| December 31, 2011 | SMPH | 100 Shares | 2,521 | 2,567 |

Certified by:

STOCK TRANSFER SERVICE, INC.


ANTONIO M. LAVIÑA
General Manager