



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 Certification on attendance of members of Board of Directors for the year 2012.

We trust the foregoing meets your requirements.

Very truly yours,


TERESA CECILIA H. REYES
Vice President – Finance



101172013000637



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
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Company Information

SEC Registration No. AS94000088

Company Name SM MEGA HOLDINGS INC.

Industry Classification

Company Type Stock Corporation

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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

Month Day Year

Fiscal Year

Certificate of Record of Attendance 2012

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 17, 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
COMMON Shares	17,373,677,760

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

CERTIFICATION OF RECORD OF ATTENDANCE

I, **EMMANUEL C. PARAS**, Filipino, of legal age and with office address at the 4th Floor, SyCipLaw Center, 105 Paseo de Roxas, Makati City, being the Corporate Secretary of **SM PRIME HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines, with office address at the 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, do hereby certify that the following is the record of attendance of the directors of the Corporation in the board of directors' meetings held for the fiscal year period January 1, 2012 to December 31, 2012:

Date of Meetings	02/17/12 Regular Board	04/24/12 Regular & Organizational Board	06/11/12 Regular Board	7/30/2012 Regular Board	10/29/12 Regular Board	12/10/2012 Regular Board
Directors' Name						
Henry Sy, Sr.	√	√	√	√	√	√
Jose L. Cuisia, Jr.	√	√	√	√	√	√
Henry T. Sy, Jr.	√	√	√	√	√	√
Hans T. Sy	√	√	√	√	√	√
Herbert T. Sy	√	√	√	√	√	√
Senen T. Mendiola	√	X	√	√	√	N/A
Gregorio U. Kilayco	√	√	√	√	√	√
Joselito H. Sibayan	√	√	√	√	√	√

Mr. Senen T. Mendiola passed away on November 26, 2012.

As per the record of the minutes of the meetings of the board of directors of the Corporation, no director has absented himself for more than fifty percent (50%) from all meetings of the Board of Directors, during his/her incumbency or any twelve (12) month period during said incumbency.

This certification is submitted to comply with the requirement of SEC Memorandum Circular No. 2, Series of 2002, otherwise known as the SEC Code of Corporate Governance.

IN WITNESS WHEREOF, this Certificate has been signed on this _____ day of _____, 2013 in Makati City, Philippines.


EMMANUEL C. PARAS
 Corporate Secretary

Attested by:




HENRY SY, SR.
Chairman of the Board

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

Before me, a notary public in and for the city named above, personally appeared Mr. Emmanuel C. Paras with TIN No. 106-198-170, who is personally known to me to be the same person 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 16 2013, 2013.

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Page No. 33 ;
Book No. 1 ;
Series of 2013


DIANNE CAROLINE V. DUCEPEC
Notary Public for Makati City
Appointment No. M-541 until Dec. 31, 2013
Roll of Attorney No. 60940
PTR No. 3670347MC; 01/02/13; Makati City
IBP No. 911723; 01/02/13; Quezon City Chapter
SyCipLaw Center, 105 Paseo de Roxas
Makati City, 1226 Metro Manila
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