

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A, AS AMENDED

ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SECTION 141 OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended
Dec 31, 2022
2. SEC Identification Number
22401
3. BIR Tax Identification No.
000-491-007
4. Exact name of issuer as specified in its charter
PRIME MEDIA HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation or organization
METRO MANILA, PHILIPPINES
6. Industry Classification Code(SEC Use Only)
[REDACTED]
7. Address of principal office
16TH FLOOR BDO TOWERS VALERO (FORMERLY CITIBANK TOWER), 8741 PASEO
DE ROXAS MAKATI CITY
Postal Code
1227
8. Issuer's telephone number, including area code
(632) 8831-4479
9. Former name or former address, and former fiscal year, 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	700,298,616
PREFERRED	14,366,260

11. Are any or all of registrant's securities listed on a Stock Exchange?

Yes No

If yes, state the name of such stock exchange and the classes of securities listed therein:
Philippine Stock Exchange
12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports)

Yes No

(b) has been subject to such filing requirements for the past ninety (90) days

Yes No

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within sixty (60) days prior to the date of filing. If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided the assumptions are set forth in this Form

PHP 331,884,022

**APPLICABLE ONLY TO ISSUERS INVOLVED IN
INSOLVENCY SUSPENSION OF PAYMENTS PROCEEDINGS
DURING THE PRECEDING FIVE YEARS**

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

Yes No

DOCUMENTS INCORPORATED BY REFERENCE

15. If any of the following documents are incorporated by reference, briefly describe them and identify the part of SEC Form 17-A into which the document is incorporated:

(a) Any annual report to security holders

-

(b) Any information statement filed pursuant to SRC Rule 20

-

(c) Any prospectus filed pursuant to SRC Rule 8.1

-

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Prime Media Holdings, Inc.

PRIM

PSE Disclosure Form 17-1 - Annual Report
References: SRC Rule 17 and
Section 17.2 and 17.8 of the Revised Disclosure Rules

For the fiscal year ended	Dec 31, 2022
Currency	PHP

Balance Sheet

	Year Ending	Previous Year Ending
	Dec 31, 2022	Dec 31, 2021
Current Assets	41,524,749	46,743,192
Total Assets	45,460,812	48,749,680
Current Liabilities	195,266,091	193,899,582
Total Liabilities	195,266,091	193,899,582
Retained Earnings/(Deficit)	-867,570,155	-861,364,778
Stockholders' Equity	-149,805,279	-145,149,902
Stockholders' Equity - Parent	-	-
Book Value Per Share	-0.23	-0.23

Income Statement

	Year Ending	Previous Year Ending
	Dec 31, 2022	Dec 31, 2021
Gross Revenue	53,511	7,257
Gross Expense	6,258,458	10,792,886
Non-Operating Income	-	9,168,852
Non-Operating Expense	-	-
Income/(Loss) Before Tax	-6,204,947	-1,616,777
Income Tax Expense	430	91,689
Net Income/(Loss) After Tax	-6,205,377	-1,708,466
Net Income/(Loss) Attributable to Parent Equity Holder	-	-
Earnings/(Loss) Per Share (Basic)	-0.01	-0
Earnings/(Loss) Per Share (Diluted)	-0.01	-0

Financial Ratios

	Formula	Fiscal Year Ended	Previous Fiscal Year
		Dec 31, 2022	Dec 31, 2021
Liquidity Analysis Ratios:			
Current Ratio or Working Capital Ratio	Current Assets / Current Liabilities	0.21	0.24
Quick Ratio	(Current Assets - Inventory - Prepayments) / Current Liabilities	0.17	0.07
Solvency Ratio	Total Assets / Total Liabilities	0.23	0.25
Financial Leverage Ratios			
Debt Ratio	Total Debt/Total Assets	4.3	3.98
Debt-to-Equity Ratio	Total Debt/Total Stockholders' Equity	-1.3	-1.34
Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	-	-
Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	-0.31	-0.34
Profitability Ratios			
Gross Profit Margin	Sales - Cost of Goods Sold or Cost of Service / Sales	-	-
Net Profit Margin	Net Profit / Sales	-	-
Return on Assets	Net Income / Total Assets	-0.13	-0.03
Return on Equity	Net Income / Total Stockholders' Equity	-0.04	-0.01
Price/Earnings Ratio	Price Per Share / Earnings Per Common Share	-187	-249

Other Relevant Information

NONE

Filed on behalf by:

Name	Joanna Manzano
Designation	Junior Compliance Officer

COVER SHEET

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S.E.C. Registration Number

P	R	I	M	E		M	E	D	I	A		H	O	L	D	I	N	G	S	,		I	N	C	.		
(f	o	r	m	e	r	l	y		F	i	r	s	t		e	-	B	a	n	k		C	o	r	p	.)

(Company's Full Name)

1	6	t	h		F	l	o	o	r		B	D	O		T	o	w	e	r	s						
V	a	l	e	r	o		(f	o	r	m	e	r	l	y		C	i	t	i	b	a	n	k		
T	o	w	e	r	)		8	7	4	1		P	a	s	e	o		d	e		R	o	x	a	s
M	a	k	a	t	i		C	i	t	y																

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

DIANE MADELYN C. CHING

Contact Person

8831-4479

Company Telephone Number

1	2	3	1
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Month Day
Fiscal Year

SEC FORM 17-A

FORM TYPE

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Month Day
Annual Meeting

N/A

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

Total Amount of Borrowings

1,588

Total No. of Stockholders

nil

Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

_____ Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

**ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE
AND SECTION 141 OF THE CORPORATION CODE OF THE PHILIPPINES**

1. For the fiscal year ended **December 31, 2022**
2. SEC Identification Number **22401**
3. BIR Tax Identification No. **000-491-007**
4. Exact name of issuer as specified in its charter **PRIME MEDIA HOLDINGS, INC. (Formerly: First e-Bank Corporation)**
5. **Metro Manila**
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **16th Floor BDO Towers Valero (Formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City 1227**
Address of principal office Postal Code
8. **(632) 8831-4479**
Issuer's telephone number, including area code
9. **Not applicable**
Former name, former address, and former fiscal year, if changed since last report.
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Preferred stock, PHP 1.00 par value	14,366,260
Common Stock, Php 1.00 par value	700,298,616

11. Are any or all of these securities listed on a Stock Exchange?
 Yes [] No []

 Philippine Stock Exchange
12. Check whether the issuer:
 - (a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);
 Yes [] No []
 - (b) Has been subject to such filing requirements for the past ninety (90) days.
 Yes [] No []
13. The aggregate market value of the voting stock held by non-affiliates is ₱331,884,022 computed on the basis of 159,559,626 representing 22.78% of the outstanding common shares at the closing price as of December 31, 2022 of Pesos ₱2.08 per share.

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PART I - BUSINESS AND GENERAL INFORMATION

(A) Description of Business

Item 1. Business Development

Prime Media Holdings, Inc. (PRIM or the Company) was originally incorporated on February 6, 1963 as Private Development Corporation of the Philippines and then changed to PDCP Development Bank, Inc. that same year. On June 6, 2000, the Company changed its name to First e-Bank Corporation and then eventually shifted to its current name on October 20, 2003.

Through a Memorandum of Agreement (MOA) executed in 2002, Banco de Oro Unibank, Inc. assumed the servicing of PRIM's deposit liabilities and other banking functions. On December 6, 2002, the Board of Directors of PRIM (BOD) approved the amendment of its Articles of Incorporation (AOI) to change its primary purpose from that of a development bank to a holding company, which would hold investments in the media industry.

On January 26, 2013, the BOD approved the amendment of its AOI extending the corporate life of PRIM by another 50 years or until February 6, 2063. The stockholders of the Company approved and ratified the amendment in a special stockholders' meeting on February 4, 2013. On February 5, 2013, the Company filed the amended AOI with the Securities and Exchange Commission (SEC), which approved such amendment of the AOI on March 4, 2013. However, in accordance with the Revised Corporation Code of the Philippines, which took effect on February 23, 2019, the Company was automatically accorded perpetual existence.

On March 2, 2015, the SEC approved the Corporation's change of principal office address from 3 San Antonio Street, Barrio Kapitolyo, Pasig City to 16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City.

The Company's current activities comprise mainly of compliance with the Memorandum of Agreement (MOA) by transferring certain assets related to its previous banking operations, to BDO and PDIC. In view of its very minimal operations, the Company gradually retired all its employees by 2010 and instead engages consultants/service providers to service its requirements.

Item 2. Properties

Practically all of the Company's properties, which consisted of bank premises (land, buildings and leasehold rights) and real estate acquired through dacion and foreclosure while it was still a bank, were conveyed to BDO/PDIC pursuant to the MOA. The investment properties with market value of ₱69.88 million in 2017 was sold last September 21, 2018 for ₱51.82 million, inclusive of VAT, in order to use the funds to pay the Company's liabilities and defray its expenses. Please refer to Note 7 of the 2020 Audited Financial Statements (AFS).

Item 3. Legal Proceedings

The Company is a party to certain lawsuits or claims arising from its previous bank operations in the ordinary course of business. However, the Company's management and legal counsel believe that eventual liabilities under these lawsuits or claims, if any, will not have a material effect on the Company's financial status and general corporate standing.

Please see Note 15 of the attached 2020 AFS.

Item 4. Submission of Matters to a Vote of Security Holders

During the Annual Shareholders' Meeting held last 23 September 2022, the following were submitted for approval of the shareholders:

1. Call to Order;
2. Proof of Notice and Certification of Quorum;
3. Approval of Minutes of Previous Stockholders' Meeting;
4. Approval of the Annual Report and the Audited Financial Statements for the year ending December 31, 2021;
5. Amendment of the Articles of Incorporation (AOI) to reduce the par value of all Series A Preferred Shares from Php1.00 to PhP0.04 per share;
6. Amendment of the AOI to convert all Series A Preferred Shares into Common Shares at the conversion rate of 25:1;
7. Amendment of the AOI to create a new class of Preferred Shares which shall be referred to as Series C Preferred Shares and to authorize the conversion of the remaining foreign-owned shares to Series C Preferred Shares subsequent to the conversion of all Series A Preferred Shares, with said foreign-owned shares approximately numbering Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) based from records as of 30 July 2022;
8. Amendment of the AOI to reclassify all Series B Preferred Shares into Common Shares;
9. Approval to redeem all Series C Preferred Shares with redemption price set at its par value per share and payable in cash;
10. Amendment of the AOI to reclassify Series A and Series C shares into Common Shares;
11. Approval of the amended Memorandum of Agreement with Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as "Golden Peregrine Shareholders") for issuance of One Billion Six Hundred Seventy-Nine Million Nine Hundred Sixty Six Thousand Four Hundred (1,679,966,400) Common Shares to be issued out of the proposed increase in authorized capital stock for Three Hundred Forty Nine Thousand Nine Hundred Ninety Three (349,993) shares of stock of Golden Peregrine;
12. Amendment of the Articles of Incorporation to increase the authorized capital stock up to Seven Billion Pesos (Php 7,000,000,000.00);
13. Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rule;
14. Ratification of Management Acts;
15. Election of Board of Directors;
16. Appointment of External Auditor;
17. Other Matters;
18. Adjournment.

PART II - OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Issuer's Common Equity and Related Stockholder Matters

(1) Market information

The total number of outstanding shares of record as of December 31, 2022 is 700,298,616 of which 663,713,458 is actively being traded in the Philippine Stock Exchange. The high and low stock prices in pesos for each quarter within the last three fiscal years 2020 to 2022 are given below:

Year	Quarter	High	Low
2020	1 st	1.29	0.68

Year	Quarter	High	Low
	2 nd	0.98	0.69
	3 rd	0.96	0.68
	4 th	1.00	0.76
2021	1 st	4.25	0.81
	2 nd	3.55	2.53
	3 rd	3.10	1.76
	4 th	1.89	1.10
2022	1 st	1.88	1.10
	2 nd	3.48	1.21
	3 rd	3.03	1.50
	4 th	2.28	1.46

(2) Holders of Securities

Common Shareholders

The number of common shareholders on record as of December 31, 2022 is 1,588. The list of the top twenty common shareholders as of December 31, 2022 is provided below:

	Name of Stockholders	No. of shares	%age of ownership
1	PCD Nominee Corporation (Filipino)	672,150,424	95.98
2	First Producers Holdings, Corp. FAO Ray Burton Dev't Corporation	6,175,789	0.88
3	First Producers Holdings, Corp. FAO Producers Properties, Inc.	4,903,852	0.70
4	Ray Burton Development Corporation	3,213,293	0.46
5	Producers Properties, Inc.	3,013,701	0.43
6	Mercantile Investment Company, Inc.	1,585,989	0.23
7	Albert Del Rosario ITF Anthony Salim	1,289,279	0.18
8	Lucio W. Yan &/or Clara Yan	600,000	0.09
9	Joel B. Vargas	534,876	0.08
10	PCD Nominee Corporation (Foreign)	285,001	0.04
11	Merlene So &/or So Peng Kee	239,000	0.03
12	Maria T. Uy	211,200	0.03
13	Jose Yu Go, Jr.	210,000	0.03
14	Solar Securities, Inc.	200,000	0.03
15	Jovy Lim Go	150,000	0.02
16	Ponciano V. Cruz, Jr.	150,000	0.02
17	Qeu Lu Kiong	150,000	0.02
18	Rufino H. Abad	142,011	0.02
19	Luciano H. Tan	139,600	0.02
20	Leonardo Navalta	132,294	0.02

Preferred Shareholders

The number of preferred shareholders of record as of December 31, 2022 was 267. Preferred shares outstanding as of December 31, 2022 were 14,366,260. The top twenty shareholders are as follows:

No.	Name of Stockholders	No. of shares	%age of ownership
1	Florentino L. Martinez	907,340	6.32%
2	Carlos Torres	800,000	5.57%
3	MDI Employees Retirement Plan	610,450	4.25%
4	Metrolab Employees Retirement Plan	545,040	3.79%
5	Helena Llereza	529,810	3.69%
6	Virginia U. Ng	527,600	3.67%
7	HPPI Employees Retirement Plan	500,000	3.48%
8	E. Chua Chiacco Sec., Inc.	449,640	3.13%
9	Citi Securities Inc.	403,000	2.81%
10	Wealth Securities, Inc.	402,000	2.80%
11	PNB Securities Inc.	300,280	2.09%
12	Tato A. Johan	300,000	2.09%
13	BDO Trust Banking Group Fao Miriam College Foundation Inc. Employees	280,000	1.95%
14	Antonio R. Samson	250,000	1.74%
15	Segundo Seangio	244,000	1.70%
16	Diversified Sec., Inc.	218,080	1.52%
17	Antonio Alipio	218,000	1.52%
18	Teresita C. Cometa	210,000	1.46%
19	Eastern Securities Devt. Corp.	196,340	1.37%
20	Juan B. Umipig Jr.	180,000	1.25%

(3) Dividends

There were no dividends declared.

Item 6. Management's Discussion and Analysis or Plan of Operation.

The Company has not been actively operating since its primary purpose was changed from a development bank to a holding company in December 2002 other than the continuing activities described in Part I A (1). There are no known trends, events or material commitments that are expected to have a material favorable or unfavorable impact on the financial condition or on income from continuing operations. The Company also signed subscription agreements with its major stockholders for total proceeds of ₱179.00 million, of which ₱70.00 million was received in April 2013 and the balance of ₱109.00 million was collected in May and June 2014. This further bring down the capital deficit and will be the major source of funding for the expenses related to the transfer of the remaining assets to PDIC and BSP. Aside from the transfer of assets to PDIC and BSP, the Company continues to pursue the clean-up of its books and the settlement of its remaining obligations to facilitate possible additional capital infusion from third party investors.

While the Company is still non-operational, it is looking to close an acquisition. Its current activities comprise mainly of transferring asset related to its development bank operation to BDO & PDIC. Thus, the company has continued to incur losses resulting to a capital

deficiency of ₱149.81 million and ₱145.15 million as at December 31, 2022 and 2021, respectively. The Stockholders, however, have continued to provide the necessary financial support to sustain company operations. The stockholders converted their preferred stock of ₱48.60 million into common stock in 2016 and converted their advances of ₱600.50 million to additional capital in 2014 and infused capital aggregate ₱119.00 million in 2014 and 2013 to reduce capital deficiency.

The Company undergone an equity restructuring to reduce capital deficiency.

The Company entered into a Memorandum of Agreement (2022 MOA) with the majority stockholders of Golden Peregrine (GP) to acquire a mass media entity, Philippine Collective Media Corporation (“PCMC Shareholders”). In the 2022 MOA (as amended), the GP Shareholders shall jointly subscribe to 1,645,000,000 common shares of the Company to be paid in the form of GP shares in order to obtain the business, assets and ownership of PCMC. After the transaction, the PCMC Shareholders will jointly gain control and majority ownership of approximately 70% of outstanding capital stock of the Company. The parties are currently pursuing actions to meet the closing conditions under the 2022 MOA (as amended). With PCMC’s national franchise, the Company may use this as leverage to provide other content providers an avenue to broadcast their contents regionally and nationwide for profit.

Explanations for the material changes in the Company’s accounts between 2022 and 2021 are as follows:

Statement of Financial Position

	Audited		Increase (Decrease)	
	2022	2021	Amount	%
	<i>(in PhP Millions)</i>			
Assets	₱45.46	₱48.75	(₱3.29)	(6.75%)
Liabilities	195.27	193.90	1.37	0.70%
Capital Deficiency	(149.81)	(145.15)	4.66	3.21%

The Company’s total Assets of ₱45.46 million declined by ₱3.29 million or 6.75% compared with the same period last year. The movement in total Assets is attributable to the following:

- Cash balance of ₱33.84 million is higher by ₱26.73 million compared with the same period last year. The significant increase is mainly attributable to collection of the Company’s loan receivable from Marcventures Mining and Development (MMDC), a related party under common control, amounting to ₱26.0 million.
- The increase in Investment in a club share is mainly due to recognition of the fair value changes amounting to ₱1.55 million during the year.
- Decrease in equipment of ₱0.38 million is attributed to the depreciation recognized for the year. No addition and/or disposal was made during the year.

The Company’s total Liabilities of ₱195.27 million rise by ₱1.37 million or 0.70% compared with the same period last year. The movement in total Liabilities is attributable to the following:

- Due to related parties increased by ₱0.64 million compared with same period last year, which was consequently used by the Company to pay for its general and administrative expenses.
- Cash receipts during the year totaling ₱2.00 million from Bulaong Enterprises, Inc. pursuant to the compromise agreement for a legal case. This represents partial settlement out of the ₱17.0 million settlement fee (exclusive of ₱1.62 million interest), as indicated in the agreement. As the subject property involved in the compromise agreement is included in the list of properties for transfer to PDIC pursuant to the 12 September 2002 Memorandum of Agreement among the Company, PDIC and BDO, collections were accounted for as liability.
- Accrual of legal fees of Ocampo & Manalo Law Firm and audit fee of Reyes Tacandong & Co. amounting to ₱0.07 million and ₱0.45 million, respectively, were recognized.

Capital deficiency is higher by ₱4.66 million compared with same period last year. The Company incurred a net loss of ₱6.21 million and recognized ₱1.55 million gain on fair value changes on its investment in a club share, which net movement resulted to the increase in capital deficiency.

Results of Operations

	Audited		Increase (Decrease)	
	2022	2021	Amount	%
	<i>(in PhP Millions)</i>			
Income	₱0.05	₱9.18	(₱9.12)	(99.42%)
Expenses	6.23	10.79	4.53	(42.01%)

The Company's operating results reflected a net loss of ₱6.21 million and ₱1.71 million in 2022 and 2021, respectively. Comparing with the same period last year, there is a huge decline of ₱4.50 million or 263.21%. The significant changes were mainly due to the following:

- Reversal of long-outstanding payables last year that will no longer be settled amounting to ₱9.17 million resulted to the decrease in income this year.
- Provision of impairment loss recognized last year related to the waiver of interest receivable on loans from MMDC amounting to ₱5.14 million.
- Depreciation decreased by ₱0.24 million or equivalent to 72.50 is due to the sold transportation equipment to MMDC during the year.

Explanations for the material changes in the Company's accounts between 2021 and 2020 are as follows:

Statement of Financial Position

	Audited		Increase (Decrease)	
	2021	2020	Amount	%
	<i>(in PhP Millions)</i>			
Assets	₱48.75	₱54.87	(₱6.12)	(11.15%)
Liabilities	193.90	199.06	(5.16)	(2.59%)

Capital Deficiency	(145.15)	(144.19)	(0.96)	(0.66%)
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The Company's total Assets of ₱48.75 million declined by ₱6.12 million or 11.15% compared with the same period last year. The movement in total Assets is attributable to the following:

- Cash balance of ₱7.11 million is lower by ₱1.12 million compared with the same period last year. The significant decrease is mainly attributable to payments of the Company's general and administrative expenses.
- Waiver of interest receivable on loans from Marcventures Mining and Development Corporation (MMDC), an affiliated company, amounting to ₱5.14 million during the year, resulted to the decrease in receivables by ₱5.52 million. The loan agreement bears an interest of 10% per annum.
- The increase in Investment in a club share is mainly due to recognition of the fair value changes amounting to ₱0.75 million during the year.
- Decrease in equipment of ₱0.33 million is attributed to the depreciation recognized for the year. No addition and/or disposal was made during the year.

The Company's total Liabilities of ₱193.90 million declined by ₱5.16 million or 2.59% compared with the same period last year. The movement in total Liabilities is attributable to the following:

- Reversal of long-outstanding payables amounting to ₱9.17 million during the year. These payables were assessed that will no longer be settled.
- Cash receipts during the year totaling ₱2.40 million from Bulaong Enterprises, Inc. pursuant to the compromise agreement for a legal case. This represents partial settlement out of the ₱17.0 million settlement fee (exclusive of ₱1.62 million interest), as indicated in the agreement. As the subject property involved in the compromise agreement is included in the list of properties for transfer to PDIC pursuant to the 12 September 2002 Memorandum of Agreement among the Company, PDIC and BDO, collections were accounted for as liability.
- Accrual and subsequent billings from Ocampo & Manalo Law Firm and Andres Padernal & Paras Law Firm amounting to ₱1.53 million and ₱0.01 million, respectively, were recognized.

Capital deficiency is higher by ₱0.96 million compared with same period last year. The Company incurred a net loss of ₱1.71 million and recognized ₱0.75 million gain on fair value changes on its investment in a club share, which net movement resulted to the increase in capital deficiency.

Results of Operations

	Audited		Increase (Decrease)	
	2021	2020	Amount	%
	<i>(in PhP Millions)</i>			
Income	₱9.18	₱2.67	₱6.51	244.30%
Expenses	10.79	5.59	5.20	93.12%

The Company's operating results reflected a net loss of ₱1.71 million and ₱2.98 million in 2021 and 2020, respectively. Comparing with the same period last year, there is a huge jump of ₱1.27 million or 42.60%. The significant changes were mainly due to the following:

- Reversal of long-outstanding payables that will no longer be settled amounting to ₱9.17 million resulted to the increase in income.
- Provision of impairment loss recognized during the year related to the waiver of interest receivable on loans from MMDC amounting to ₱5.14 million.
- Professional fee decreased by ₱0.61 million or equivalent to 17.67%, primarily due to decrease in payments of legal fees.
- Taxes and licenses for the year amounting to ₱0.17 million is lower by ₱0.10 million compared with same period last year.
- Director's fees increased by ₱0.55 million or 100.00% due to the board meetings held during the year.

Decrease in Outside services by ₱0.16 million is due to the postponement of the publication of Annual Stockholder's Meeting.

Explanations for the material changes in the Company's accounts between 2020 and 2019 are as follows:

Statement of Financial Position

	Audited		Increase (Decrease)	
	2020	2019	Amount	%
	<i>(in PhP Millions)</i>			
Assets	₱54.87	₱54.17	₱0.70	1.29%
Liabilities	199.06	195.48	3.58	1.83%
Stockholders' Equity	(144.19)	(141.31)	(2.88)	2.04%

The Company's total Assets of ₱54.87 million increased by ₱0.70 million or 1.29% compared with the same period last year. The movement in total Assets is attributable to the following:

- Cash balance of ₱8.23 million is lower by ₱1.80 million compared with the same period last year. The significant decrease is mainly attributable to payments of the Company's general and administrative expenses.
- Accrual of interest income from an outstanding loans receivable from MMDC, an affiliated company, amounting to ₱2.60 million during the year, resulted to the increase in receivables by ₱2.61 million. The loan agreement bears an interest of 10% per annum.
- The increase in Investment in a club share is mainly due to recognition of the fair value changes amounting to ₱0.10 million during the year.
- Decrease in equipment of ₱0.33 million is attributed to the depreciation recognized for the year. No addition and/or disposal was made during the year.

Cash receipts during the year totaling ₱10.80 million from Bulaong Enterprises, Inc. pursuant to the compromise agreement for a legal case, resulted to the increase in Liabilities. This

represents partial settlement out of the ₱17.0 million settlement fee (exclusive of ₱1.62 million interest), as indicated in the agreement. As the subject property involved in the compromise agreement is included in the list of properties for transfer to PDIC pursuant to the 12 September 2002 Memorandum of Agreement among the Company, PDIC and BDO, collections were accounted for as liability.

Capital deficiency is higher by ₱2.88 million compared with same period last year. The Company incurred a net loss of ₱2.98 million and recognized ₱0.10 million gain on fair value changes on its investment in a club share, which net movement resulted to the increase in capital deficiency.

Results of Operations

	Audited		Increase (Decrease)	
	2020	2019	Amount	%
	<i>(in PhP Millions)</i>			
Income	₱2.67	₱3.58	(₱0.91)	(25.50%)
Expenses	5.59	4.50	1.09	24.25%

The Company's operating results reflected a net loss of ₱2.98 million and ₱0.99 million in 2020 and 2019, respectively. Comparing with the same period last year, there is a huge jump of ₱1.99 million or 200.03%. The significant changes were mainly due to the following:

- The Company's lease agreement with MMDC for transportation equipment, had expired last October 2019, which resulted to the decline in rental income by ₱0.91 million.
- Professional fee decreased by ₱1.41 million or equivalent to 70.22%, primarily due to increase in payments of legal fees.
- Taxes and licenses for the year amounting to ₱0.10 million is lower by ₱0.33 million compared with same period last year.
- Lower insurance expense for the year by ₱0.28 million or 38.51% compared with same period of last year.
- Increase in Outside services by ₱0.44 million is due to the postponement of the publication of Annual Stockholder's Meeting.

Performance Indicators

Key Performance Indicators (KPI's)

Comparative figures of the key performance indicators (KPI) for the fiscal years ended December 31, 2022 and December 31, 2021:

	2022	2021
Net Loss	(₱6,205,377)	(₱1,708,466)
Current assets	41,524,749	46,743,192
Total assets	45,460,812	48,749,680
Current liabilities	195,266,091	193,899,582
Total liabilities	195,266,091	193,899,582
Stockholders' Equity	(149,805,279)	(145,149,902)

	2022	2021
No. of common shares outstanding	700,298,616	700,298,616
	2022	2021
Current ratio ¹	0.21	0.24
Book value per share ²	(0.23)	(0.23)
Debt ratio ³	(1.30)	(1.34)
Loss per share ⁴	(0.009)	(0.002)
Return on assets ⁵	(0.13)	(0.03)

Note:

1. Current assets / current liabilities
2. Stockholder's Equity / Total outstanding number of shares
3. Total Liabilities / Stockholder's Equity
4. Net Income (Loss) / Total outstanding number of shares
5. Net income (Loss) / average total assets

Item 7. Financial Statements

The 2022 Audited Financial Statements and schedules are filed as part of Form 17-A.

Item 8. Information on Independent Accountant and other Related Matters

External Audit Fees and Services

	Year Ended December 31	
	2022	2021
Audit Fees	₱450,000	₱410,000

Audit Fees. Represent professional fees of the external auditor for the audit services rendered on Company's Annual Financial Statements for the year 2022 and 2021.

Audit services provided to the Company by external auditor have been pre-approved by the Audit Committee. The Audit Committee has reviewed the magnitude and nature of these services to ensure that they are compatible with maintaining the independence of the external auditor.

Changes in and disagreements with Accountants on Accounting and financial Disclosure

There was no event in the past years where the external auditor and the Company had any disagreements with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

PART III - CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Issuer

Directors

The following are the names, ages, citizenship and periods of service of the past and the

incumbent directors/independent directors of the Company:

Name	Age	Citizenship	Period during which individual has served as such
Manolito A. Manalo	54	Filipino	May 28, 2013 to present
Bernadeth A. Lim	42	Filipino	May 28, 2013 to present
Michelle F. Ayangco	51	Filipino	October 13, 2021 to present
Hermogene H. Real	67	Filipino	October 13, 2021 to present
Rolando S. Santos	72	Filipino	January 06, 2017 to present
Johnny Y. Aruego Jr. (independent director)	53	Filipino	May 28, 2013 to present
Francisco L. Layug III (independent director)	68	Filipino	December 21, 2017 to present

Officers

The following are the names, ages, positions, citizenship and periods of service of the past and incumbent officers and advisors of the Company:

Name	Age	Position	Citizenship	Period during which individual has served as such
Manolito A. Manalo	54	President & CEO	Filipino	May 2013 to present
Bernadeth A. Lim	42	Vice President	Filipino	May 2013 to present
Rolando S. Santos	72	Treasurer	Filipino	January 06, 2017 to present
Reuben Carlo O. General <i>(resigned effective January 3, 2023)</i>	37	Corporate Secretary/Compliance Officer/Data Privacy Officer and Corporate Information Officer	Filipino	October 2020 to October 13, 2021 as Co-Asst. Corporate Secretary; October 13, 2021 to present as Corporate Secretary/ Compliance Officer/ Data Privacy Officer
Christopher Sam S. Salvador <i>(resigned effective June 14, 2022)</i>	40	Asst. Corporate Secretary/Co-Compliance Officer/Corporate Information Officer	Filipino	December 2014 to June 2022
Dale A. Tongco	58	Risk Management Officer	Filipino	October 13 2021 to present

Business Experience and Other Directorships

Directors

The business experience of each of the past and incumbent directors of the Company for the last five (5) years is as follows.

Directors

Manolito A. Manalo was elected as President and Director in May 2013. He is a co-founder and the Managing Partner of Ocampo and Manalo Law Firm. He is a Director and the President of Panalpina World Transport (Phils.), Inc. He also sits as Director in Kajima Philippines Inc. He began his law practice as an Associate in Leovillo C. Agustin Law Offices from 1995 to 1996 and Britanico Consunji and Sarmiento from 1996 to 1997. He later headed the Legal Division of Air Philippines from 1997 to 1999.

Bernadeth A. Lim was elected as Vice President and Director in May 2013. She is a Junior Partner of Ocampo and Manalo Law Firm. She is a Director and the Corporate Secretary of Kajima Philippines Incorporated, Ripple Mobile Technology Solutions Inc., Anawhan Realty Inc. and Bryaric Holdings Corp. She also sits as a Director in Veripay Mobile Systems Inc.

Michelle F. Ayangco was elected as Director in October 2021. She graduated from Rizal Technological University with a degree in BS Accountancy. She is the current President and Chairman of Sequioa Business Management Corporation and Nieva Realty and Development Corporation. She is also a Director and Corporate Secretary of Trans Middle East Philippine Equities Inc. She operates her own business as a proprietor of BZPEP Launderette Shop.

Hermogene H. Real was elected as Director in October 2021. She graduated from the University of the Philippines with a degree in Bachelor of Laws. She was admitted to the Philippine Bar in 1998. She is the President of Mairete Asset Holdings Inc. and Southern Estates Integrated Park Inc. She serves as Director of Bright Kindle Resources and Investments Inc., Brightgreen Resources Corp., Southern Alluvial Minerals and Alumina Resources Inc., Benguetcorp. Laboratories Inc. She holds the position of Corporate Secretary in Benguet Corporation, and Benguetcorp. Nickel Mines Inc. She is likewise the Assistant Corporate Secretary of Doña Remedios Trinidad Romualdez Medical Foundation Inc. She is a practicing lawyer and an associate of D.S. Tantuico and Associates.

Johnny Y. Aruego, Jr. was elected as an Independent Director in May 2013. He is a Partner in Aruego Bite and Associates. He is a Director of Excel Unified Land Resources Corporation. He is the Corporate Secretary and Legal Counsel for Agility, Inc. and A. V. Ocampo-ATR Kimeng Insurance Broker, Inc. He is a Legal Consultant of Loranzana Food Corporation, National Steel Corporation, and Margarita Land and Management Co., Inc. He is the assistant rehabilitation receiver for Pacific Activated Carbon, Inc., Pet Plans, Inc., Bacnotan Steel Industries, Inc. and All Asia Capital and Trust Corporation. He is an assistant liquidator of East Asia Capital Corporation, and Reynolds Philippines Corporation.

Francisco L. Layug III was elected as an Independent Director in December 2017. He is the President of Rotary Club of Pasay. He served as President of University of the Philippines Electronics and Electrical Engineering Alumni Association, Inc. (UPEEEAAI) from 2010-2011. He was also a Vice President of Alay-Lakad Foundation from 2009-2010.

Other Officers

The business experience of each of the incumbent officers of the Company for the last five

(5) years is as follows:

Rolando S. Santos was elected as Treasurer in October 2013 and Director in August 22, 2017. He serves as Vice President and Treasurer of Bright Kindle Resources & Investments Inc. and as Treasurer of Marcventures Holdings Inc. and Marcventures Mining and Development Corp. He was previously the Branch Head/ Cluster Head for Makati Branches of Equitable PCI Bank which was eventually acquired by BDO from 2001 to 2013.

Reuben Carlo O. General was elected Co-Assistant Corporate Secretary in December 2020 and appointed as Corporate Secretary, Compliance Officer and Data Privacy Officer in October 2021. He served as a Senior Legal Counsel of Marcventures Mining and Development Corporation until his resignation on June 3, 2023. He has almost ten (10) years of accumulated experience as a general legal practitioner cultivated from law firm and in-house settings including Bernas Law Offices, Ocampo & Manalo Law Firm, and a local subsidiary of Korea Electric Power Corporation (KEPCO).

Christopher Sam S. Salvador was re-elected as Co-Corporate Information Officer in December 2017 and resigned on June 14, 2022. He is a Junior Partner of Ocampo & Manalo Law Firm. He is a Director and the Treasurer of Pureholdings, Inc., Corporate Secretary of Timebound Trading Inc., and Associate Corporate Secretary for Island Travoyager, Inc. and Bacuit Airholdings, Inc.

Dale A. Tongco was elected Risk Management Officer in October 2021. He was also appointed as the Vice-President for Risk Management / Chief Risk Officer of Bright Kindle Resources & Investments Inc. in October 2020. He concurrently serves as Vice President for Controllership of Marcventures Holdings, Inc. He is a Certified Public Accountant with extensive experience in Public Accounting Firms as External Auditor and with Corporations as an Internal Auditor and Risk Management Officer specifically in the areas of Fraud Management; ISO 9001 and 14001 Audit and Management; Process and Control Review; Policies and Procedures Documentation; Corporate Governance; and Finance and Treasury. His professional experience over 13 years includes stints in KPMG, Deloitte, Phil-Am-AIA, CP de Guzman & Co.-CPAs and Benguet Corporation.

Item 10. Executive Compensation

The aggregate compensation paid in 2019 and 2020 and estimated to be paid in 2021, to the officers of the Company is set out below:

Names	Position	Year	Salary	Bonus	Others
Manolito A. Manalo	Chairman & President				
Bernadeth A. Lim	Vice President				
Reuben Carlo O. General	Corporate Secretary				
Rolando S. Santos	Treasurer				
Aggregate for above named officers		2020 2021 2022 (Est.)			₱27,000 25,000 35,000
All Directors and Officers as a group unnamed		2020 2021 2022 (Est.)			₱45,000 40,000 40,000

Item 11. Security Ownership of Certain Beneficial Owners and Management

Security Ownership of Record and Beneficial Owners of at least 5% of the Company's Securities as of 31 December 2022:

Type of Class	Name and address of record owner and relationship with Issuer	Citizenship	Name of Beneficial Owner & Relationship with Record Owner	No. of Shares Held	Percent of class
Common Shares	PCD Nominee	Filipino	RYM Business Management Corp./ Client	463,555,085	66.19%
Common Shares	PCD Nominee	Filipino	Mairete Asset Holdings, Inc.	77,178,901	11.00%

On December 18, 2015, the Company disclosed that it received information from RYM Business Management Corp. that the latter acquired through foreclosure sale 93,685,410 and 218,099,360 common shares owned by NOHI and MTLCI, respectively, resulting to 87.38% ownership in the Company.

Other than the abovementioned transaction, the Company has no knowledge of any person who, as of December 31, 2020, was directly or indirectly the beneficial owner of, or who has voting power or investment power (pursuant to a voting trust or other similar agreement) with respect to, shares comprising more than five percent (5%) of the Company's outstanding common shares of stock.

Security Ownership of Management as of December 31, 2022

Type of Class	Name and Address of Owner	Amount and nature of Beneficial ownership	Citizenship	Percent of class
Common	Manolito Manalo	1	Filipino	0.0%
Common	Bernadeth A. Lim	1	Filipino	0.0%
Common	Rolando S. Santos	1,000	Filipino	0.0%
Common	Hermogene H. Real	2,000	Filipino	0.0%
Common	Michelle F. Ayangco	2,000	Filipino	0.0%
Common	Johnny Y. Aruego Jr.	1	Filipino	0.0%
Common	Francisco L. Layug III	1	Filipino	0.0%
TOTAL		5,004		

Changes in Control

The Company is not aware of any voting trust agreements or any other similar agreements which may result in a change in control of the Company. As reported to the SEC and PSE, on December 18, 2015, RYM Business Management Corp. acquired through foreclosure sale 93,685,410 and 218,099,360 common shares owned by NOHI and MTLCI, respectively, resulting to 87.38% ownership in the Company.

Item 12. Certain Relationships and Related Transactions

Part IV-Corporate Governance

Item 13. Corporate Governance

This portion has been deleted pursuant to SEC Memorandum Circular No. 05 Series of 2013.

Part V – Exhibits and Schedules

Item 14. Exhibits and Reports on SEC Form 17-C

(a) Exhibits

See accompanying Index to Exhibits.

The following exhibits are filed as a separate section of this report.

(b) Reports on SEC Form 17-C

Items reported under SEC Form 17-C during the last six months covered by this report:

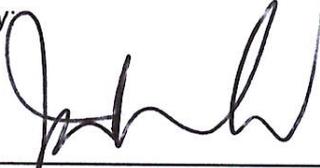
Date of Disclosure	Subject
August 25, 2022	<ul style="list-style-type: none">• Notice of Annual Stockholders' Meeting• Results of the Board Meeting held on August 15, 2022• Termination of Memorandum of Understanding dated 17 March 2021 (“MOU”) between Prime Media Holdings, Inc (the “Company”), RYM Business Management Corporation (“RYM”) and New Era Empire Realty Corp. (“New Era”)• Amendment and Restatement to the Memorandum of Agreement
September 1, 2022	<ul style="list-style-type: none">• Amended Results of the Board Meeting held on August 15, 2022• Amended Notice of Annual Stockholders' Meeting
September 2, 2022	<ul style="list-style-type: none">• Termination of Memorandum of Understanding dated 17 March 2021 (“MOU”) between Prime Media Holdings, Inc (the “Company”), RYM Business Management Corporation (“RYM”) and New Era Empire Realty Corp. (“New Era”) <p>-Amended to update the SEC form 17C attachment</p> <ul style="list-style-type: none">• Amendment and Restatement to the Memorandum of Agreement <p>-Amended to update the SEC form 17C attachment</p>
September 5, 2022	Amendments of the Articles of Incorporation
September 6, 2022	Amended Amendments of the Articles of Incorporation
September 15, 2022	Board Approval of Quasi-reorganization through Equity Restructuring
September 23, 2022	<ul style="list-style-type: none">• Results of the Annual Stockholders' Meeting held on 23 September 2022• Results of Organizational Meeting of the Board of Directors held on 23 September 2022• Update in Designation of Atty. Reuben Carlo O. General

	<ul style="list-style-type: none">• Update on the Amendments of the Articles of Incorporation
November 22, 2022	Amended Amendments of the Articles of Incorporation
December 2, 2022	Signing of the Amended Memorandum of Agreement

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of MAKATI CITY on MAY 02, 2023.

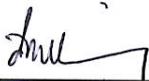
By:



MANOLITO A. MANALO
President



ROLANDO S. SANTOS
Treasurer



DIANE MADELYN C. CHING
Corporate Secretary

MAY 02 2023

SUBSCRIBED AND SWORN to before me this _____ day of _____ 2023 affiant(s) exhibiting to me their IDs, as follows:

NAMES	IDs Presented	Expiry date
Manolito A. Manalo	195-562-309	
Rolando S. Santos	127-551-054	
Diane Madelyn C. Ching	201-507-466	

Notary Public



ATTY. JOEL FLORES
NOTARY PUBLIC
UNITE

1107 DELBATA W. ST., CORDALUPENUEVO, MAKATI CITY

Doc. No. 139
Page No. 29
Book No. 7
Series of 2023.



Jordan Bajamonde <jordan.bajamonde@marcventures.com.ph>

Your BIR AFS eSubmission uploads were received

eafs@bir.gov.ph <eafs@bir.gov.ph>
To: JOANNA.MANZANO@marcventures.com.ph
Cc: JACKY.VALENZUELA@marcventures.com.ph

Mon, Apr 17, 2023 at 10:25 PM

Hi PRIME MEDIA HOLDINGS, INC.,

Valid files

- EAFS000491007OTHTY122022.pdf
- EAFS000491007RPTTY122022.pdf
- EAFS000491007AFSTY122022.pdf
- EAFS000491007ITRTY122022.pdf

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- <None>

Transaction Code: **AFS-0-PY3WSYNS0B6EH9HA9NMMWXTMR0ADFCJ7A**
Submission Date/Time: **Apr 17, 2023 10:25 PM**
Company TIN: **000-491-007**

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- The submitted forms, documents and attachments are complete, truthful and correct based on the personal knowledge and the same are from authentic records;
- The submission is without prejudice to the right of the BIR to require additional document, if any, for completion and verification purposes;
- The hard copies of the documents submitted through this facility shall be submitted when required by the BIR in the event of audit/investigation and/or for any other legal purpose.

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**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

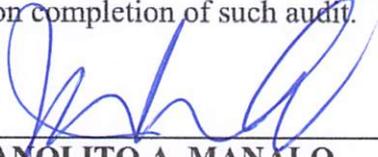
The Management of **Prime Media Holdings, Inc.** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein for the years ended **December 31, 2022 and 2021**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible in overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein, and submits the same to the stockholders or members.

Reyes Tacandong & Co., the independent auditor appointed by the stockholders for the years ended **December 31, 2022 and 2021**, has audited the financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders or members, has expressed its opinion on the fairness of presentation upon completion of such audit.



MANOLITO A. MANALO
Chairman and President



ROLANDO S. SANTOS
Treasurer

Signed this 13th day of April 2023



APR 13 2023

SUBSCRIBED AND SWORN to before me this _____ day of _____
affiant(s) exhibiting to their evidence of identity, as follows:

NAMES	Competent Evidence of Identity (TIN)	DATE OF ISSUE	PLACE OF ISSUE
Manolito A. Manalo	195-562-309		
Rolando S. Santos	127-551-054		

Notary Public

Doc. No. 18;
Page No. 27;
Book No. 7;
Series of 2023.

ATTY. JOSE FERER FLORES
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023 (2023-2024)
APPOINTMENT NO. M-115
ROLL NO. 77376 / MCLE (EXEMPT)
PTR NO. 9563564 / JAN. 03, 2023 / MAKATI CITY
IBP NO. 261994 / JAN. 03, 2023 / PASIG CITY
1107 D. BATAAN ST., GUADALUPE NUEVO, MAKATI CITY



INDEPENDENT AUDITORS' REPORT

The Stockholders and the Board of Directors
Prime Media Holdings, Inc.
16th Floor, BDO Towers Valero
8741 Paseo de Roxas
Makati City

Opinion

We have audited the accompanying financial statements of Prime Media Holdings, Inc. (the Company), a subsidiary of RYM Business Management Corp., which comprise the statements of financial position as at December 31, 2022 and 2021, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the years ended December 31, 2022, 2021 and 2020, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years ended December 31, 2022, 2021 and 2020 in accordance with Philippine Financial Reporting Standards (PFRS).

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to the audit of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the Company's current activities comprise mainly of complying with the Memorandum of Agreement (MOA) by transferring assets related to its previous development banking operations to Banco de Oro Unibank, Inc. (BDO) and Philippine Deposit Insurance Corporation (PDIC) in accordance with the MOA among the parties. Thus, the Company continuously incurs losses resulting to a capital deficiency amounting to ₱149.8 million and ₱145.1 million as at December 31, 2022 and 2021, respectively. These events indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. To revitalize the Company, revert to an operating status, and reduce its capital deficiency, the Company carried on with its efforts to pursue prospective transactions. Moreover, the Company's majority stockholder continues to provide the necessary financial support to sustain the Company's operations. These actions being taken by the Company to address its ability to continue as a going concern are discussed in Note 1 to the financial statements.

Our opinion is not modified in respect of this matter.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements as at and for the year ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the *Material Uncertainty Related to Going Concern* section, we have determined the matter described below to be the key audit matter to be communicated in our report.

Estimating Liabilities

As discussed in Note 9 to the financial statements, the Company has estimated liabilities amounting to ₱166.3 million as at December 31, 2022, primarily related to its previous development banking operations. This matter is of significance to our audit because it involves the use of estimates. We have reviewed the reasonableness of management's estimates by performing independent calculations of the estimated costs to be incurred in the future based on the related terms of the MOA. Further, we reviewed the adequacy of required disclosures presented in Note 9 to the financial statements.

Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A (Annual Report) and Annual Report distributed to stockholders for the year ended December 31, 2022, but does not include the financial statements and our auditors' report thereon. The SEC Form 20-IS, SEC Form 17-A and Annual Report distributed to stockholders for the year ended December 31, 2022 are expected to be made available to us after the date of this auditors' report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of the financial statements in accordance with PFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.



Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, these could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with PSA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Pamela Ann P. Escudro.

REYES TACANDONG & Co.

Pamela Ann P. Escudro
PAMELA ANN P. ESCUADRO

Partner

CPA Certificate No. 128829

Tax Identification No. 216-321-918-000

BOA Accreditation No. 4782; Valid until April 13, 2024

SEC Accreditation No. 128829-SEC Group A

Issued March 23, 2021

Valid for Financial Periods 2020 to 2024

BIR Accreditation No. 08-005144-013-2023

Valid until January 24, 2026

PTR No. 9564568

Issued January 3, 2023, Makati City

April 11, 2023

Makati City, Metro Manila

PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

STATEMENTS OF FINANCIAL POSITION

	Note	December 31 2022	2021
ASSETS			
Current Assets			
Cash	4	P33,839,166	P7,110,931
Receivables	5	258,200	27,252,360
Due from related parties	12	2,317,555	7,681,904
Other current assets	6	5,109,828	4,697,997
Total Current Assets		41,524,749	46,743,192
Noncurrent Assets			
Investment in a club share	7	3,300,000	1,750,000
Property and equipment	8	636,063	256,488
Total Noncurrent Assets		3,936,063	2,006,488
		P45,460,812	P48,749,680
LIABILITIES AND EQUITY			
Current Liabilities			
Accrued expenses and other current liabilities	9	P180,749,347	P180,019,582
Due to related parties	12	14,516,744	13,880,000
Total Current Liabilities		195,266,091	193,899,582
EQUITY			
Capital stock	10	714,664,876	714,664,876
Deficit		(867,570,155)	(861,364,778)
Cumulative fair value changes on investment in a club share	7	3,100,000	1,550,000
Total Equity		(149,805,279)	(145,149,902)
		P45,460,812	P48,749,680

See accompanying Notes to Financial Statements.

PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

STATEMENTS OF COMPREHENSIVE INCOME

		Years Ended December 31		
	Note	2022	2021	2020
INCOME				
Gain on disposal of equipment	8	P43,046	P-	P-
Interest income	4	10,465	7,257	2,615,187
Reversal of long-outstanding payables	9	-	9,168,852	-
Recovery of accounts written-off	5	-	-	50,000
		53,511	9,176,109	2,665,187
EXPENSES				
Professional fees		2,849,961	2,820,853	3,426,238
Outside services		1,028,995	874,759	1,038,872
Penalties		962,999	379,500	-
Insurance		426,087	442,300	445,910
Directors' fees		250,000	110,000	55,000
Taxes and licenses		160,135	117,276	100,704
Depreciation	8	89,725	326,275	331,995
Transportation and travel		74,818	6,199	3,519
Association dues		58,891	58,985	74,407
Membership fees		53,892	29,245	42,556
Impairment loss on receivables	5	-	5,541,667	-
Others		302,955	85,827	69,610
		6,258,458	10,792,886	5,588,811
LOSS BEFORE INCOME TAX		(6,204,947)	(1,616,777)	(2,923,624)
PROVISION FOR CURRENT INCOME TAX	11	430	91,689	53,000
NET LOSS		(6,205,377)	(1,708,466)	(2,976,624)
OTHER COMPREHENSIVE INCOME				
<i>Item that will not be reclassified to profit or loss</i>				
Unrealized fair value change on investment in a club share	7	1,550,000	750,000	100,000
TOTAL COMPREHENSIVE LOSS		(P4,655,377)	(P958,466)	(P2,876,624)
Basic/Diluted Loss Per Share	14	(P0.011)	(P0.005)	(P0.007)

See accompanying Notes to Financial Statements.

PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

STATEMENTS OF CHANGES IN EQUITY

	Note	Years Ended December 31		
		2022	2021	2020
CAPITAL STOCK				
	10			
Preferred stock - ₱1 par value		₱14,366,260	₱14,366,260	₱14,366,260
Common stock - ₱1 par value		700,298,616	700,298,616	700,298,616
		714,664,876	714,664,876	714,664,876
DEFICIT				
Balance at beginning of year		(861,364,778)	(859,656,312)	(856,679,688)
Net loss		(6,205,377)	(1,708,466)	(2,976,624)
Balance at end of year		(867,570,155)	(861,364,778)	(859,656,312)
CUMULATIVE FAIR VALUE CHANGES ON INVESTMENT IN A CLUB SHARE				
	7			
Balance at beginning of year		1,550,000	800,000	700,000
Unrealized fair value gain		1,550,000	750,000	100,000
Balance at end of year		3,100,000	1,550,000	800,000
		(₱149,805,279)	(₱145,149,902)	(₱144,191,436)

See accompanying Notes to Financial Statements.

PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

STATEMENTS OF CASH FLOWS

		Years Ended December 31		
	Note	2022	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss before income tax		(P6,204,947)	(P1,616,777)	(P2,923,624)
Adjustments for:				
Depreciation	8	89,725	326,275	331,995
Gain on sale of equipment	8	(43,046)	-	-
Interest income	4	(10,465)	(7,257)	(2,615,187)
Reversal of long-outstanding payables	9	-	(9,168,852)	-
Impairment loss on receivables	5	-	5,541,667	-
Recovery of receivables written-off	5	-	-	(50,000)
Operating loss before working capital changes		(6,168,733)	(4,924,944)	(5,256,816)
Decrease (increase) in:				
Receivables		26,994,160	(20,460)	41,000
Due from related parties		5,364,349	91,724	395,744
Other current assets		(411,831)	(195,159)	(508,100)
Increase in:				
Accrued expenses and other current liabilities		729,765	4,011,098	3,576,056
Due to related parties		636,744	-	-
Net cash generated from (used for) operations		27,144,454	(1,037,741)	(1,752,116)
Interest received		10,465	7,257	15,187
Income tax paid		(430)	(91,689)	(53,000)
Net cash provided by (used in) operating activities		27,154,489	(1,122,173)	(1,789,929)
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to property and equipment	8	(627,000)	-	-
Proceeds from sale of transportation equipment	8	200,746	-	-
Net cash used in investing activities		(426,254)	-	-
NET INCREASE (DECREASE) IN CASH		26,728,235	(1,122,173)	(1,789,929)
CASH AT BEGINNING OF YEAR		7,110,931	8,233,104	10,023,033
CASH AT END OF YEAR	4	P33,839,166	P7,110,931	P8,233,104

See accompanying Notes to Financial Statements.

PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

NOTES TO FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2022 AND 2021 AND
FOR THE YEARS ENDED DECEMBER 31, 2022, 2021 AND 2020

1. Corporate Information

Prime Media Holdings, Inc. (the Company) was originally incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on February 6, 1963 as Private Development Corporation of the Philippines. In October 2003, the SEC approved the amendment of the Company's Articles of incorporation, changing its primary purpose from a development bank to a holding company. On March 4, 2013, the SEC approved the extension of the Company's corporate life for another 50 years. However, in accordance with the Revised Corporation Code of the Philippines, effective February 23, 2019, the Company was automatically accorded perpetual existence.

On July 9, 1964, the Philippine Stock Exchange, Inc. (PSE) approved the public listing of the Company's shares of stock. As at December 31, 2022, there are 672,435,425 Company shares that are publicly listed.

The Company is a subsidiary of RYM Business Management Corp. (RYM or the Parent Company), a holding company registered and domiciled in the Philippines.

The Company's registered office and principal place of business is at 16th Floor, BDO Towers Valero, 8741 Paseo de Roxas, Makati City.

Amendments in the Articles of Incorporation (AOI)

The series of amendments of the Company's AOI approved by the Board of Directors (BOD) and stockholders follows:

Amendments Approved by the SEC

On November 24, 2021 the SEC approved the amendment of the Company's AOI covering the following:

- Deletion of all provisions relating to banking operations; and
- Inclusion of a provision prohibiting foreign ownership.

Application for Amendments Submitted to the SEC

Additional amendments to the Company's AOI were also approved and/or confirmed by the Board of Directors (BOD) and stockholders in their meetings held respectively on August 15, 2022 and September 23, 2022. The applications therefore with the SEC will be taken successively and by parts as shown below:

Part A.

- i. Reduction of the par value of all Series A Preferred Shares from ₱1.00 to ₱0.04 per share and conversion to Common Shares at a rate of 25:1.

Part B.

- i. Reclassification of all Series B Preferred Shares into Common Shares.
- ii. Reclassification of the equivalent Common Shares to create Series C Redeemable Preferred Shares at a par value of One Peso (₱1.00) per share equivalent to the number of foreign-held Common Shares after the conversion of the outstanding parred down Series A Preferred Shares approximately at Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) based from records as of September 30, 2022.
- iii. Issuance and conversion of the foreign-held Common Shares approximately at 340,664 to Series C Preferred Shares.

Part C.

- i. Reclassification of Series A and C Preferred Shares to Common Shares after the Redemption of Series C Preferred Shares.
- ii. Deletion of all provisions relating to Series A, B, and C Preferred Shares.

Part D.

- i. Increase of the authorized capital stock to up to ₱7 billion, divided into 7,000,000,000 Common Shares with ₱1.00 par value per share.

Status of Operations

On September 12, 2002, the Company agreed to transfer its assets and liabilities arising from its development banking operations to Banco de Oro Unibank, Inc. (BDO) and Philippine Deposit Insurance Corporation (PDIC) under a Memorandum of Agreement (MOA). As at December 31, 2022 and 2021, the Company has liabilities amounting to ₱166.3 million and ₱164.3 million, respectively, arising from the MOA which includes estimated transfer taxes and registration fees related to the transfer of assets to BDO and PDIC and other related liabilities (see Note 9).

The Company's current activities comprise mainly of complying with the MOA by transferring assets related to its previous development banking operations to BDO and PDIC. Thus, the Company continued to incur losses resulting in a capital deficiency of ₱149.8 million and ₱145.1 million as at December 31, 2022 and 2021, respectively.

RYM, the Company's majority stockholder, continues to provide the necessary financial support to sustain the Company's operations. In order to reduce capital deficiency, the Company allowed certain stockholders to (i) convert preferred stock amounting to ₱34.2 million into common stock in 2016, (ii) convert advances amounting to ₱600.5 million to additional capital in 2014, and (iii) infuse capital aggregating ₱179.0 million in 2014 and 2013. The Company implemented an equity restructuring to offset additional paid-in capital (APIC) of ₱2,114.9 million against deficit which was approved by the SEC on March 23, 2018.

In 2022, the Company carried on with its efforts to pursue prospective transactions that could revitalize the Company, revert to an operating status, and reduce its capital deficiency.

Transaction with New Era Empire Realty Corp.

On March 17, 2021, the Company initially signed a Memorandum of Understanding (MOU) with New Era Empire Realty Corp. (New Era) with the objective of working together to revitalize the Company by engaging in new businesses that may include: (a) commercial and residential real estate, hospitality; (b) media and entertainment, (c) gaming, Philippine Offshore Gaming Operators (POGO) allied services, and Fintech.

On July 28, 2021, the parties eventually decided to amend the MOU to proceed with a more definite memorandum of agreement to jointly explore businesses in gaming and real estate development. However, due to unfavorable worldwide market conditions which impacted the real estate property business, the Company, together with RYM have agreed to mutually terminate the MOU with New Era effective as at August 15, 2022.

Transaction with Philippine CollectiveMedia Corporation (PCMC)

On July 30, 2021, the Company entered into a MOA with the majority stockholders of a mass media entity, Philippine CollectiveMedia Corporation ("PCMC Shareholders"), wherein the PCMC Shareholders shall jointly subscribe to 1,679,966,400 common shares of the Company to be paid in the form of PCMC shares in order to obtain the business, assets and ownership of PCMC. Upon the execution of the transaction, the PCMC Shareholders will jointly gain control and majority ownership of approximately 70% of the Company's outstanding capital stock.

With PCMC's national franchise, the Company may use this as a leverage to provide other content providers an avenue to broadcast their contents, regionally and nationwide, for profit. Aside from venturing into the active business of mass media, the Company likewise intends to sell its remaining assets in order to address the Company's capital deficiency and negative equity, and non-operation status.

On October 13, 2021, the stockholders approved the subscriptions by the major stockholders of PCMC to 1,679,966,400 common shares to be issued out of the proposed increase in authorized capital stock of the Company, in consideration of the assignment and transfer of PCMC shares representing 99.9% of the outstanding capital stock of PCMC.

The BOD and stockholders, during their meetings respectively held on August 15, 2022 and September 23, 2022, approved to amend the PCMC MOA to take into account the subsequent acquisition of PCMC by Golden Peregrine Holdings, Inc. (GPHI) which is also owned 100% by the PCMC Shareholders. In the same meetings, the BOD and stockholders approved the subscription by certain shareholders of GPHI and in view of the amendment of the PCMC MOA, to 1,679,966,400 common shares to be issued out of the proposed increase in authorized capital stock of the Company.

Management believes that with these actions taken, the Company can continue as a going concern. Accordingly, the financial statements were prepared on a going concern basis.

Approval of the Financial Statements

The financial statements of the Company as at December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020 were approved and authorized for issuance by the BOD on April 11, 2023 as endorsed by the Audit Committee on March 30, 2023.

2. Summary of Significant Accounting Policies

Basis of Preparation

The financial statements have been prepared in compliance with the Philippine Financial Reporting Standards (PFRS) issued by the Philippine Financial and Sustainability Reporting Standards Council (formerly Financial Reporting Standards Council) and adopted by the SEC, including SEC pronouncements. This financial reporting framework includes PFRS, Philippine Accounting Standards (PAS) and Philippine Interpretations from International Financial Reporting Interpretations Committee (IFRIC).

The accounting policies adopted are consistent with those of the previous financial year.

Measurement Bases

The financial statements are presented in Philippine Peso (Peso), which is also the Company's functional currency. All amounts are rounded to the nearest Peso, unless otherwise stated.

The financial statements have been prepared on a historical cost basis, except for investment in a club share which was classified and measured as financial asset at fair value through other comprehensive income (FVOCI). Historical cost is generally based on the fair value of the consideration given in exchange for an asset and the fair value of the consideration received in exchange for incurring liability.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the transaction date. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Company uses observable market data to a possible extent when measuring the fair value of an asset or a liability. Fair values are categorized into different levels in a fair value hierarchy based on inputs used in the valuation techniques as follows:

- Level 1 - Quoted (unadjusted) market prices in active market for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Further information about the assumptions made in measuring fair values is included in Notes 7 and 15.

Adoption of Amended PFRS

The accounting policies adopted are consistent with those of the previous financial year, except for the adoption of the following amended PFRS:

Effective for annual periods beginning on or after January 1, 2022:

- Amendments to PFRS 3, *Business Combinations - Reference to Conceptual Framework* – The amendments replaced the reference of PFRS 3 from the 1989 Framework to the current 2018 Conceptual Framework. The amendments include an exception that specifies that, for some types of liabilities and contingent liabilities, an entity applying PFRS 3 should refer to PAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, or IFRIC 21, *Levies*, instead of the Conceptual Framework. The requirement ensures that the liabilities recognized in a business combination will remain the same as those recognized applying the current requirements in PFRS 3. The amendments also clarify that an acquirer shall not recognize contingent assets acquired in a business combination.
- Amendments to PAS 16, *Property, Plant and Equipment - Proceeds Before Intended Use* – The amendments prohibit deducting from the cost of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for its intended use. Instead, the proceeds and related costs from such items shall be recognized in profit or loss. There is no transition relief for first-time adopters.
- Amendments to PAS 37, *Onerous Contracts - Cost of Fulfilling a Contract* – The amendments specify which costs shall be included when assessing whether a contract is onerous or loss-making. The ‘costs of fulfilling’ a contract comprise the ‘costs that relate directly to the contract’. These costs can either be incremental (e.g., the costs of direct labor and materials) or can be an allocation of costs directly related to fulfilling a contract (e.g., depreciation of fixed assets). At the date of initial application, the cumulative effect of applying the amendments is recognized as an opening balance adjustment to retained earnings or other component of equity, as applicable. Accordingly, the comparatives are not restated.
- Annual Improvements to PFRS 2018 to 2020 Cycle:
 - Amendments to PFRS 9, *Financial Instruments - Fees in the ‘10 per cent’ Test for Derecognition of Financial Liabilities* – The amendment clarifies which fees an entity shall include when it applies the ‘10 per cent’ test in assessing whether to derecognize a financial liability (i.e. whether the terms of a new or modified financial liability is substantially different from the terms of the original financial liability). These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or the lender on the other’s behalf. The amendment applies to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applied the amendments. Earlier application is permitted.

The adoption of the amended PFRS did not materially affect the financial statements of the Company. Additional disclosures were included in the financial statements, as applicable.

Amended PFRS Issued But Not Yet Effective

Relevant amended PFRS which are not yet effective as at December 31, 2022 are summarized below:

Effective for annual periods beginning on or after January 1, 2023:

- Amendments to PAS 1, *Presentation of Financial Statements*, and PFRS Practice Statement 2, *Making Materiality Judgments - Disclosure Initiative - Accounting Policies* – The amendments require an entity to disclose its material accounting policies, instead of its significant accounting policies and provide guidance on how an entity applies the concept of materiality in making decisions about accounting policy disclosures. In assessing the materiality of accounting policy information, entities need to consider both the size of the transactions, other events or conditions and its nature. The amendments clarify (1) that accounting policy information may be material because of its nature, even if the related amounts are immaterial, (2) that accounting policy information is material if users of an entity’s financial statements would need it to understand other material information in the financial statements, and (3) if an entity discloses immaterial accounting policy information, such information should not obscure material accounting policy information. In addition, PFRS Practice Statement 2 is amended by adding guidance and examples to explain and demonstrate the application of the ‘four-step materiality process’ to accounting policy information. The amendments should be applied prospectively. Earlier application is permitted.
- Amendments to PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Accounting Estimates* – The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies, and the correction of errors. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. An entity develops an accounting estimate if an accounting policy requires an item in the financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not a correction of an error, and that the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors. A change in an accounting estimate may affect only the profit or loss in the current period, or the profit or loss of both the current and future periods. Earlier application is permitted.
- Amendments to PAS 12, *Income Taxes - Deferred Tax Related Assets and Liabilities from a Single Transaction* – The amendments require companies to recognize deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. The amendments should be applied on a modified retrospective basis. Earlier application is permitted.

Effective for annual periods beginning on or after January 1, 2024:

- Amendments to PAS 1, *Presentation of Financial Statements - Classification of Liabilities as Current or Noncurrent* – The amendments clarify the requirements for an entity to have the right to defer settlement of the liability for at least 12 months after the reporting period. The amendments also specify and clarify the following: (i) an entity’s right to defer settlement must exist at the end of the reporting period, (ii) the classification is unaffected by management’s intentions or expectations about whether the entity will exercise its right to

defer settlement, (iii) how lending conditions affect classification, and (iv) requirements for classifying liabilities where an entity will or may settle by issuing its own equity instruments. The amendments must be applied retrospectively. Earlier application is permitted. If applied in earlier period, the Company shall also apply Amendments to PAS 1 - *Noncurrent Liabilities with Covenants* for that period.

Under prevailing circumstances, the adoption of the foregoing amended PFRS is not expected to have any material effect on the financial statements of the Company. Additional disclosures will be included in the financial statements, as applicable.

Financial Assets and Liabilities

Date of Recognition. The Company recognizes a financial asset or a financial liability in the statements of financial position when it becomes a party to the contractual provisions of a financial instrument. In the case of a regular way purchase or sale of financial assets, recognition and derecognition, as applicable is done using settlement date accounting.

Initial Recognition and Measurement. Financial instruments are recognized initially at fair value, which is the fair value of the consideration given (in case of an asset) or received (in case of a liability). The initial measurement of financial instruments, except for those designated at fair value through profit or loss (FVPL), includes transaction cost.

“Day 1” Difference. Where the transaction price in a non-active market is different from the fair value of other observable current market transactions in the same instrument or based on a valuation technique whose variables include only data from observable market, the Company recognizes the difference between the transaction price and fair value (a “Day 1” difference) in profit or loss. In cases where there is no observable data on inception, the Company deems the transaction price as the best estimate of fair value and recognizes “Day 1” difference in profit or loss when the inputs become observable or when the instrument is derecognized. For each transaction, the Company determines the appropriate method of recognizing the “Day 1” difference.

Classification. The Company classifies its financial assets at initial recognition under the following categories: (a) financial assets at FVPL, (b) financial assets at amortized cost, and (c) financial assets at FVOCI. Financial liabilities, on the other hand, are classified as either financial liabilities at FVPL or other financial liabilities at amortized cost. The classification of a financial instrument largely depends on the Company’s business model.

As at December 31, 2022 and 2021, the Company does not have financial assets and liabilities at FVPL.

Financial Assets at Amortized Cost. A financial asset shall be measured at amortized cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, financial assets at amortized cost are subsequently measured at amortized cost using the effective interest method, less allowance for impairment, if any. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees that are an integral part of the effective interest rate. Gains and losses are recognized in profit or loss when the financial assets are derecognized and through amortization process. Financial assets at amortized cost are included under current assets if realizability or collectability is within 12 months after the reporting period. Otherwise, these are classified as noncurrent assets.

As at December 31, 2022 and 2021, the Company's cash, receivables (excluding advances to officers, employees and service providers) and due from related parties are classified under this category.

Financial Assets at FVOCI. Equity securities which are not held for trading may be irrevocably designated at initial recognition under the FVOCI category.

Financial assets at FVOCI are initially measured at fair value plus transaction costs. After initial recognition, financial assets at FVOCI are measured at fair value with unrealized gains or losses recognized in other comprehensive income (OCI) and are included under "Other comprehensive income" account in the equity section of the statements of financial position. These fair value changes are recognized in equity and are not reclassified to profit or loss in subsequent periods. On disposal of these equity securities, any cumulative unrealized valuation gains will be reclassified to retained earnings.

As at December 31, 2022 and 2021, the Company's investment in a club share of Valley Golf & Country Club is classified under this category.

Financial Liabilities at Amortized Cost. Financial liabilities are categorized as financial liabilities at amortized cost when the substance of the contractual arrangement results in the Company having an obligation either to deliver cash or another financial asset to the holder, or to settle the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

These financial liabilities are initially recognized at fair value less any directly attributable transaction costs. After initial recognition, these financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any discount or premium on the issue and fees that are an integral part of the effective interest rate.

As at December 31, 2022 and 2021, the Company's accrued expenses and other current liabilities (excluding statutory payable) and amounts due to related parties are classified under this category.

Reclassification of Financial Assets

The Company reclassifies its financial assets when, and only when, it changes its business model for managing those financial assets. The reclassification is applied prospectively from the first day of the first reporting period following the change in the business model (reclassification date).

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVPL, any gain or loss arising from the difference between the previous amortized cost of the financial asset and fair value is recognized in profit or loss.

For a financial asset reclassified out of the financial assets at amortized cost category to financial assets at FVOCI, any gain or loss arising from the difference between the previous amortized cost of the financial asset and fair value is recognized in OCI.

For a financial asset reclassified out of the financial assets at FVOCI category to financial assets at amortized cost, any gain or loss previously recognized in OCI, and any difference between the new amortized cost and maturity amount, are amortized to profit or loss over the remaining life of the investment using the effective interest method. If the financial asset is subsequently impaired, any gain or loss that has been recognized in OCI is reclassified from equity to profit or loss.

For a financial asset reclassified out of the financial assets at FVOCI category to financial assets at FVPL, the financial asset continues to be measured at fair value.

Impairment of Financial Assets at Amortized Cost

The Company records an allowance for expected credit loss (ECL) based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The difference is then discounted at an approximation to the asset's original effective interest rate.

Derecognition of Financial Assets and Liabilities

Financial Assets. A financial asset (or where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized by the Company when:

- the right to receive cash flows from the asset has expired;
- the Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a "pass-through" arrangement; or
- the Company has transferred its right to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the assets, or (b) has neither transferred nor retained substantially all the risk and rewards of the assets, but has transferred control over the asset.

When the Company has transferred its right to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognized to the extent of the Company's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset, if any, is measured at the lower of original carrying amount of the asset and the maximum amount of consideration that the Company could be required to pay.

Financial Liabilities. A financial liability is derecognized when the obligation under the liability is discharged, or cancelled or has expired. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of the new liability, and the difference in the respective carrying amount is recognized in profit or loss.

Offsetting Financial Assets and Liabilities

Financial assets and liabilities are offset and the net amount is reported in the statements of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously. This is not generally the case with master netting agreements, and the related assets and liabilities are presented gross in the statements of financial position.

Classification of Financial Instrument between Liability and Equity

A financial instrument is classified as liability if it provides for a contractual obligation to:

- Deliver cash or another financial asset to another entity;
- Exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Company; or
- Satisfy the obligation other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of own equity shares.

If the Company does not have an unconditional right to avoid delivering cash or another financial asset to settle its contractual obligation, the obligation meets the definition of a financial liability.

Other Current Assets

This account mainly consists of creditable withholding taxes (CWT), input value-added tax (VAT) and prepayments.

CWT. CWT represents the amount withheld by the Company's customers in relation to its income. CWT can be utilized as payment for income taxes provided that these are properly supported by certificates of creditable tax withheld at source subject to the rules on Philippine income taxation. CWT is stated at estimated net realizable value.

VAT. Revenues, expenses and assets are generally recognized net of the amount of VAT, except:

- where the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the tax is recognized as part of the cost of acquisition of the asset or as part of the expense item, as applicable; and
- receivables and payables that are stated with the amount of tax included.

The net amount of VAT recoverable from the taxation authority is included as part of "Other current assets" account in the statements of financial position.

Prepayments. Prepayments are expenses not yet incurred but paid in advance. Prepayments are apportioned over the period covered by the payment and charged to the appropriate account in profit or loss when incurred. Prepayments that are expected to be realized for no more than 12 months after the reporting period are classified as current asset. Otherwise, these are classified as noncurrent asset.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and impairment in value, if any.

The initial cost of equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditures incurred after the property and equipment have been put into operation, such as repairs, maintenance and overhaul costs, are normally charged to operations in the year the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have resulted in an increase in the future economic benefits expected to be obtained from the use of an item of

property and equipment beyond its originally assessed standard of performance, the expenditures are capitalized as additional costs of property and equipment. The cost of replacing a component of an item of property and equipment is recognized if it is probable that the future economic benefits embodied within the component will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced component is derecognized.

Depreciation is calculated on a straight-line basis over the estimated useful life of five (5) years for computer and transportation equipment.

The estimated useful life and method for depreciation are reviewed periodically to ensure that the periods and method of depreciation are consistent with the expected pattern of economic benefits from items of equipment.

When assets are retired or otherwise disposed of, the cost and the related accumulated depreciation and any impairment in value are removed from the accounts. Any resulting gain or loss is credited to or charged against current operations.

Impairment of Nonfinancial Assets

The Company assesses at each reporting date whether there is an indication that nonfinancial assets may be impaired when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If any such indication exists and if the carrying amount exceeds the estimated recoverable amount, nonfinancial assets are written down to its recoverable amount, which is the greater of fair value less cost to sell and value in use. The fair value less cost to sell is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable and willing parties less cost of disposal. In assessing value in use, the estimated future cash flows are discounted to present value using a pretax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. In such instance, the carrying amount of the asset is increased to its recoverable amount. However, that increased amount cannot exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss.

Equity

Capital Stock. Capital stock is measured at par value for all shares issued and outstanding.

Deficit. Deficit represents the cumulative balance of the Company's results of operations.

Cumulative Fair Value Changes on Investment in a Club Share. The account comprises of unrealized fair value changes that is not recognized in profit or loss for the year in accordance with PFRS.

Revenue Recognition

Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the amount of revenue can be measured reliably.

Revenue from contract with customers is recognized when the performance obligation in the contract has been satisfied at a point in time or over time.

The Company also assesses its revenue arrangements to determine if it is acting as a principal or as an agent. The Company has assessed that it acts as a principal in all of its revenue source.

The following specific recognition criteria must also be met before revenue is recognized.

Interest Income. Interest income is recognized in profit or loss as it accrues, taking into account the effective yield on the asset.

Recovery of Accounts Written-off. Income from recovery of accounts written-off is recognized when the amount previously written off is collected and actually received.

Rent. Rent income is recognized using the straight-line method over the term of the lease.

Reversal of Long-outstanding Payables. Reversal of payables recognized in the statement of comprehensive income pertain to financial obligations arising from transactions that are not expected to be settled as the same is either discharged by the creditor or discontinued or cancelled.

Expense Recognition

Expenses constitute cost of administering the business. These costs are expensed upon receipt of goods, utilization of services, or when the expense is incurred.

Income Taxes

Current Tax. Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount is the one that has been enacted or substantively enacted at the reporting date.

Deferred Tax. Deferred tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, carryforward benefits of any unused tax credits from the excess of minimum corporate income tax (MCIT) over the regular corporate income tax (RCIT) and any unused net operating loss carryover (NOLCO), to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carryforward benefits of unused excess MCIT over RCIT and unused NOLCO can be utilized. Deferred tax, however, is not recognized when it arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items directly recognized in equity as OCI.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates and tax laws that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rate that has been enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset, if a legally enforceable right exists to offset current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Basic and Diluted Loss per Share

The Company computes its basic loss per share by dividing net loss for the period attributable to ordinary equity holders of the Company by the weighted average number of common shares outstanding during the period.

Diluted loss per share amounts are computed in the same manner, adjusted for the dilutive effect of any potential common shares. There is no such information in 2022, 2021 and 2020 because the Company has no dilutive potential common shares and is in a net loss position.

Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to the transactions with any of the Company's other components. The Company has only one segment which is as a holding company.

Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

Related party transactions are considered material and/or significant if these transactions amount to 10% or higher of the Company's total assets or if there are several transactions or a series of transactions over a twelve-month period with the same related party amounting to 10% or higher of the Company's total assets.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provisions are made using the best estimates of the amount required to settle the obligation and are discounted to present values using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. Changes in estimates are reflected in profit or loss in the period these arise.

Contingencies

Contingent liabilities are not recognized in the financial statements. They are disclosed in the notes to financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent assets are not recognized in the financial statements but are disclosed when an inflow of economic benefits is probable.

Events after the Reporting Date

Post year-end events that provide additional information about the Company's financial position at the end of reporting period (adjusting events) are reflected in the financial statements. Post year-end events that are non-adjusting are disclosed in the notes to financial statements when material.

3. Significant Judgment, Accounting Estimates and Assumptions

The preparation of financial statements in accordance with PFRS requires management to exercise judgment, make estimates and assumptions that affect the amounts reported in the financial statements. The judgment and estimates used in the financial statements are based on management's evaluation of relevant facts and circumstances as at the reporting date. While the Company believes that the assumptions are reasonable and appropriate, significant differences in the actual experience or significant changes in the assumptions may materially affect the estimated amounts. Actual results could differ from such estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Judgment

In the process of applying the Company's accounting policies, management has made the following judgment, apart from those involving estimates, which have the most significant effect on the amounts recognized in the financial statements.

Assessing the Company's Ability to Continue as a Going Concern. The Company has incurred continuous losses resulting to capital deficiency amounting to ₱149.8 million and ₱145.1 million as at December 31, 2022 and 2021, respectively. As discussed in Note 1, the stockholders provide continuing financial support as the Company continues to pursue prospective transactions that could revitalize the Company, revert to an operating status, and reduce its capital deficiency. Accordingly, the financial statements are prepared on a going concern basis of accounting.

Classifying the Financial Instruments. The Company exercises judgment in classifying a financial instrument on initial recognition either as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement and the definitions of a financial asset, a financial liability or an equity instrument. The substance of a financial instrument, rather than its legal form, governs its classification in the statements of financial position.

The Company classified its investment in a club share as financial asset at FVOCI (see Note 7).

Evaluating the Contingencies. The Company is a party to certain lawsuits or claims arising from the ordinary course of business. However, the Company's management and legal counsel believe that eventual liabilities under these lawsuits or claims, if any, will not have a material effect on the Company's financial statements.

Estimates and Assumptions

The key estimates concerning the future and other key sources of estimation uncertainty at the reporting date, that has a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Estimating the Liabilities related to Previous Development Bank Operations. The estimated liabilities related to previous development bank operations of the Company is based on the management's best estimate of the amount expected to be incurred to settle the obligation.

Liabilities arising from the MOA amounted to ₱166.3 million and ₱164.3 million as at December 31, 2022 and 2021, respectively (see Note 9).

Assessing the ECL on Financial Assets at Amortized Cost. The Company applies the simplified approach on its receivables and the general approach on all its other financial assets at amortized cost in measuring the ECL. The Company estimates the ECL on its receivables using a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Company assessed that cash in banks are deposited with reputable counterparty banks that possess good credit ratings. For related party transactions and other receivables, the Company considered the available liquid assets of the related parties and letter of guarantee from the stockholders.

The Company assesses that a financial asset is considered credit impaired when one or more events that have a detrimental effect on the estimated future cash flows of the asset have occurred such as significant financial difficulty and cessation of operations of the debtor.

Impairment loss amounted to nil in 2022 and ₱5.5 million in 2021. In 2022, the Company has written-off receivables amounting to ₱5.5 million (see Note 5).

The aggregate carrying amount of cash in banks, receivables (excluding advances to officers, employees and service providers) and due from related parties amounted to ₱36.2 million and ₱42.0 million as at December 31, 2022 and 2021, respectively (see Note 4, 5 and 12).

Assessing the Impairment of Nonfinancial Assets. The Company assesses impairment on nonfinancial assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The factors that the Company considers important which could trigger an impairment review include the following:

- significant underperformance relative to expected historical or projected future operating results;
- significant changes in the manner of use of the acquired assets or the strategy for overall business;
or
- significant negative industry or economic trends.

No impairment losses were recognized in 2022, 2021 and 2020.

The carrying amounts of the Company's nonfinancial assets are as follows:

	Note	2022	2021
Advances to officers, employees and service providers	5	₱258,200	₱69,160
Other current assets	6	5,109,828	4,697,997
Equipment	8	636,063	256,488

Assessing the Realizability of Deferred Tax Assets. The Company reviews its deferred tax assets at each reporting date and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized in the future. The amount of deferred income tax assets that are recognized is based upon the likely timing and level of future taxable profits together with future tax planning strategies to which the deferred income tax assets can be utilized.

The Company's unrecognized deferred tax assets amounted to ₱14.3 million and ₱13.3 million as at December 31, 2022 and 2021, respectively. Management believes that there will be no sufficient future taxable profits against which these deferred tax assets can be utilized (see Note 11).

4. Cash

This account consists of:

	2022	2021
Cash on hand	₱5,000	₱4,759
Cash in banks	33,834,166	7,106,172
	₱33,839,166	₱7,110,931

Cash in banks earn interest at prevailing bank deposit rates.

The sources of interest income are as follows:

	Note	2022	2021	2020
Cash in banks		₱10,465	₱7,257	₱15,187
Loans receivable	12	–	–	2,600,000
		₱10,465	₱7,257	₱2,615,187

5. Receivables

This account consists of:

	Note	2022	2021
Loans receivable:			
Third parties		₱62,277,740	₱62,277,740
Related party	12	–	26,000,000
Advances to officers, employees and service providers		2,384,535	2,195,495
Rent receivables:			
Third parties		237,932	261,932
Related party	12	–	1,159,200
Interest receivable	12	–	5,541,667
		64,900,207	97,436,034
Less allowance for impairment losses		64,642,007	70,183,674
		₱258,200	₱27,252,360

Loans receivable from third parties are related to the Company's previous bank operations and are fully provided with allowance for impairment loss.

Loan receivable from a related party is covered by a loan agreement executed in 2018 with Marcventures Mining and Development Corporation (MMDC), a related party under common control, bears fixed interest of 10% per annum and is due and demandable. Management has assessed that the outstanding interest receivable was impaired in 2021, thus the Company recognized an impairment loss amounting to ₱5.5 million in the statement of comprehensive income. Further, interest from loan receivable was waived for 2021 and no interest income was recognized for the year. The Company's BOD subsequently approved the waiving of the interest from loan receivable from MMDC on April 12, 2022.

In 2022, the Company fully collected the outstanding loan receivable (see Note 12).

Advances to officers, employees and service providers represent unliquidated, noninterest-bearing advances for processing the transfer of title of properties to BDO and PDIC. These are liquidated upon the accomplishment of the purposes for which the advances were granted.

Breakdown of allowance for impairment losses as at December 31, 2022 and 2021 are as follows:

	Note	2022	2021
Loans receivable		₱62,277,740	₱62,277,740
Advances to officers, employees and service providers		2,126,335	2,126,335
Rent receivables		237,932	237,932
Interest receivable	12	–	5,541,667
		₱64,642,007	₱70,183,674

On April 11, 2023, the BOD approved to write-off its interest receivable amounting to ₱5.5 million (see Note 12).

Movements of allowance for impairment loss in 2022 and 2021 are as follows:

	Note	2022	2021
Balance at beginning of year		₱70,183,674	₱64,642,007
Write-off		(5,541,667)	–
Impairment	12	–	5,541,667
Balance at end of year		₱64,642,007	₱70,183,674

The Company recovered some accounts written-off in prior years amounting to ₱50,000 in 2020. There are no recovery of accounts written off in 2022 and 2021.

6. Other Current Assets

This account consists of:

	2022	2021
CWT and excess tax credits	₱3,159,222	₱3,159,652
Input VAT	1,608,549	1,210,773
Prepayments	342,057	327,572
	₱5,109,828	₱4,697,997

Prepayments mainly pertain to prepaid insurance.

7. Investment in a Club Share

The Company's investment consists of a club share in Valley Golf & Country Club. The fair value of the club share is determined by reference to published price quotations in an active market.

Movements in this account are as follows:

	2022	2021
Cost	₱200,000	₱200,000
Cumulative unrealized gains on fair value changes		
Balance at beginning of year	1,550,000	800,000
Fair value changes	1,550,000	750,000
Balance at end of year	3,100,000	1,550,000
	₱3,300,000	₱1,750,000

The fair value of the investment in a club share falls under Level 1 of the fair value hierarchy.

8. Property and Equipment

Movements in this account are as follows:

	2022		Total
	Computer Equipment	Transportation Equipment	
Cost			
Balance at beginning of year	₱85,800	₱1,631,375	₱1,717,175
Additions	627,000	–	627,000
Disposal	–	(1,577,000)	(1,577,000)
Balance at end of year	712,800	54,375	767,175
Accumulated Depreciation			
Balance at beginning of year	85,800	1,374,887	1,460,687
Depreciation	–	89,725	89,725
Disposal	–	(1,419,300)	(1,419,300)
Balance at end of year	85,800	45,312	131,112
Carrying Amount	₱627,000	₱9,063	₱636,063

	2021		Total
	Computer Equipment	Transportation Equipment	
Cost			
Balance at beginning and end of year	₱85,800	₱1,631,375	₱1,717,175
Accumulated Depreciation			
Balance at beginning of year	85,800	1,048,612	1,134,412
Depreciation	–	326,275	326,275
Balance at end of year	85,800	1,374,887	1,460,687
Carrying Amount	₱–	₱256,488	₱256,488

In 2022, the Company sold its transportation equipment to a related party with carrying amount of ₱157,700 for ₱200,746. Gain on disposal of transportation equipment amounted to ₱43,046.

9. Accrued Expenses and Other Current Liabilities

This account consists of:

	2022	2021
Liabilities arising from the MOA	₱166,304,972	₱164,304,972
Dividends payable	10,985,443	10,985,443
Accrued expenses	3,379,895	4,713,640
Statutory payables	79,037	15,527
	₱180,749,347	₱180,019,582

Liabilities arising from the MOA pertain mainly to the estimated transfer taxes and registration fees related to the transfer of assets from the Company's previous development bank operations to BDO and PDIC and other related liabilities, primarily from unremitted collection of assigned receivables and sale of foreclosed properties for the account of PDIC (see Note 1). Additions to the liabilities arising from the MOA in 2022 and 2021 amounted to ₱2.0 million and ₱2.4 million, respectively.

Dividends payable pertain to the Company's dividend for cumulative, nonparticipating, nonvoting, redeemable and convertible preferred stock that were declared prior to the Company's incurrence of deficit.

Accrued expenses pertain to accrual of outside services, professional fees and association dues, among others. These are normally settled in the next financial year.

Statutory payable is normally settled within the following month.

In 2021, the Company reversed long-outstanding payables as at December 31, 2020 aggregating to ₱9.2 million related to rental deposits not claimed by the Company from previous tenants and other payables as subsequently approved by the Company's BOD on April 12, 2022.

10. Equity

Capital Stock

Details of capital stock as at December 31, 2022 and 2021 account are as follows:

	Number of Shares	Amount
Authorized:		
Preferred stock Series A - ₱1 par value	1,000,000,000	₱1,000,000,000
Preferred stock Series B - ₱1 par value	1,000,000,000	1,000,000,000
Common stock - ₱1 par value	3,000,000,000	3,000,000,000
	<u>5,000,000,000</u>	<u>₱5,000,000,000</u>

	Number of Shares	Amount
Issued and outstanding:		
Preferred stock Series A	14,366,260	₱14,366,260
Common stock	700,298,616	700,298,616
	<u>714,664,876</u>	<u>₱714,664,876</u>

The preferred stock Series A and B has the following salient features:

- a. Cumulative, nonparticipating, nonvoting, redeemable and convertible at the option of the Company.
- b. Cash dividend rate initially at 4.50% per annum based on par value, which shall be automatically adjusted to 11.00% per annum upon full payment of the subscription price.
- c. The Company may, at any time at its option, wholly or partially redeem the outstanding preferred stock plus accrued dividends thereon. When such call for redemption is made, the holders of the preferred stock may opt to convert the preferred stock to common stock.

As discussed in Note 1, in 2022, the BOD and shareholders approved the amendment of the AOI of the Company to reflect the increase, declassification of preferred shares and common shares into one class of common shares and deletion of all provisions relating to the preferred shares. As at April 11, 2023, the application for the additional amendments of Articles of Incorporation is pending approval from the SEC.

Other planned amendments are also discussed in Note 1.

As at December 31, 2022 and 2021, there is no accrued and unpaid preferential dividend.

11. Income Tax

The provision for current income tax represents MCIT in 2022, 2021 and 2020.

On March 26, 2021, the “Corporate Recovery and Tax Incentives for Enterprise” (CREATE) was approved and signed into law by the country’s President. Under the CREATE, the RCIT of domestic corporations was revised from 30% to 25% or 20% depending on the amount of total assets or total amount of taxable income. In addition, the MCIT was changed from 2% to 1% of gross income for a period of three years. The changes in the income tax rates shall retrospectively became effective beginning July 1, 2020. The impact of change in 2020 was applied in 2021.

The income tax rates used in preparing the 2022 and 2021 financial statements are at 20% and 1% for RCIT and MCIT, respectively.

The reconciliation of benefit from current income tax at the statutory income tax rate to the provision for current income tax shown in the statements of comprehensive income are as follows:

	2022	2021	2020
Income tax computed at statutory tax rate	(P1,240,989)	(P323,355)	(P877,087)
Changes in unrecognized deferred tax assets	979,552	(7,916,007)	(7,331,958)
Tax effects of:			
Nondeductible expenses	192,600	1,184,833	300
Expired MCIT	71,360	175,322	8,266,301
Interest income already subjected to final tax	(2,093)	(1,451)	(4,556)
Change in statutory income tax rate	-	6,972,347	-
	P430	P91,689	P53,000

The components of the Company’s unrecognized deferred tax assets are as follows:

	2022	2021
Allowance for impairment losses on receivables	P12,928,401	P12,928,401
NOLCO	1,206,749	156,267
MCIT	145,119	216,049
	P14,280,269	P13,300,717

No deferred tax assets were recognized as it is not probable that sufficient taxable profit will be available against which the deferred tax assets can be utilized.

As at December 31, 2022, unused NOLCO that can be claimed as deduction from future taxable income are as follows:

Year Incurred	Beginning Balance	Incurred	Applied	Ending Balance	Expiry Date
2022	P-	P5,252,413	P-	P5,252,413	2025
2020	781,334	-	-	781,334	2025
	P781,334	P5,252,413	P-	P6,033,747	

Under Revenue Regulations No. 25-2020, NOLCO incurred for the taxable years 2021 and 2020 will be carried over for the next five (5) consecutive taxable years immediately following the year of such loss and NOLCO incurred for taxable year 2022 and beyond can be carried over for the next three consecutive years.

As at December 31, 2022, unused MCIT that can be claimed as deduction from future income tax payable are as follows:

Year Incurred	Beginning Balance	Incurred	Expired	Ending Balance	Expiry Date
2022	P-	P430	P-	P430	2025
2021	91,689	-	-	91,689	2024
2020	53,000	-	-	53,000	2023
2019	71,360	-	(71,360)	-	2022
	P216,049	P430	(P71,360)	P145,119	

12. Related Party Transactions

Outstanding balances and transactions with related parties are as follows:

	Nature of Transaction	Amount of Transaction		Outstanding Balance	
		2022	2021	2022	2021
Receivables					
<i>Loans Receivable</i>					
Entity under common control	Loan	P-	P-	P-	P26,000,000
	Interest income	-	-	-	5,541,667
<i>Rent Receivables</i>					
Entity under common control	Rent income	-	-	-	1,159,200
					32,700,867
Less: Allowance for impairment loss		-	5,541,667	-	5,541,667
				P-	P27,159,200
Due from related parties					
Entities under common control	Advances (Settlement)	(P5,364,349)	(P91,724)	P2,317,555	P7,681,904
Due to related parties					
Entities under common control	Advances	P636,744	P-	P636,744	P-
Parent Company	Management fee	-	-	13,880,000	13,880,000
				P14,516,744	P13,880,000

The Company has no material and/or significant transactions with its related parties in 2022.

Terms and Conditions of Transactions with Related Parties

Loans Receivable

In 2018, the Company entered into an unsecured loan agreement with MMDC at 10% a year. In 2022, the Company fully collected the loan receivable.

Management has assessed that the outstanding interest receivable was impaired in 2021, thus the Company recognized an impairment loss amounting to ₱5.5 million in the statement of comprehensive income. Further, interest from loan receivable was waived for 2021 and no interest income was recognized for the year. The Company's BOD subsequently approved the waiving of the interest from loan receivable from MMDC on April 12, 2022. On April 11, 2023, the Company's BOD approved to write-off the interest receivable amounting to ₱5.5 million.

Rent Receivables

On February 8, 2018, the Company entered into an operating lease agreement with MMDC for the lease of a transportation equipment until October 7, 2019. In 2022, the Company sold the leased transportation equipment to MMDC for ₱200,746. Gain on disposal of equipment amounted to ₱43,046 (see Note 8).

Due to and from Related Parties

Outstanding balances are unsecured, noninterest-bearing, collectible or payable in cash upon demand. The Company has no provision for impairment loss relating to the amounts due from related parties as at December 31, 2022 and 2021. This assessment is undertaken at each reporting date by taking into consideration the financial position of the related parties and the market at which the related parties operates.

Compensation of Key Management Personnel

There is no compensation of key management personnel in 2022, 2021 and 2020. The Company's accounting and administrative functions are provided by a related party at no cost to the Company.

13. Commitments and Contingencies

- a. In the normal course of its prior operations, the Company has outstanding commitments, pending litigations and contingent liabilities which are not reflected in the financial statements. Management believes that the ultimate outcome of these matters will not have a material impact in the financial statements.
- b. As discussed in Note 1, under the MOA dated September 12, 2002 between the Company, BDO and PDIC, the Company agreed to transfer its assets and liabilities from its development bank operations to BDO and PDIC. Under the terms of the MOA, the Company holds BDO free from any contingent claims, labor and minority issues and concerns arising from related assets and liabilities still managed by the Company until these are assumed by BDO.

The Company has accounted for separately, assets from its development bank operations pursuant to the MOA. It still has in its possession titles of real estate properties from its development bank operations with an aggregate value of ₱499.1 million as at December 31, 2022 and 2021. Moreover, the Company has cash in its custody of ₱13.9 million as at December 31, 2022 and 2021 arising from the proceeds of the sale of one of the properties.

14. Basic/Diluted Earnings (Loss) Per Share (EPS)

The basic loss per share is computed as follows:

	2022	2021	2020
Net loss	(P6,205,377)	(P1,708,466)	(P2,976,624)
Less dividend rights of preferred stockholders for the year	1,581,671	1,581,671	1,581,671
Loss attributable to common stockholders	(7,787,048)	(3,290,137)	(4,558,295)
Divided by weighted average number of common stock	700,298,616	700,298,616	700,298,616
Basic loss per share	(P0.011)	(P0.005)	(P0.007)

The convertible feature of the Company's preferred stock has potential antidilutive effect. The Company has no diluted income per share in 2022, 2021 and 2020 because the Company is in a net loss position.

15. Financial Risk Management Objectives and Policies

The Company's principal financial instruments comprise of cash, receivables (excluding advances to officers, employees and service providers), due from related parties, investment in a club share, accrued expenses and other current liabilities (excluding statutory payable) and due to a related party.

The main risks arising from the financial instruments of the Company are credit risk, liquidity risk and market risk. The BOD reviews and approves policies for managing the risks.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligation. The Company's exposure to credit risk arises primarily from cash in banks, receivables (excluding advances to officers, employees and service providers) and due from related parties and investment in a club share. The carrying amounts of the financial assets represent the Company's gross maximum exposure to credit risk in relation to financial assets.

The Company estimates the ECL on its receivables using a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The tables below present the Company's exposure to credit risk and shows the credit quality of the financial assets by indicating whether the financial assets are subjected to 12-month ECL or lifetime ECL.

	2022			Total
	12-month ECL	Lifetime ECL - not credit impaired	Lifetime ECL - credit impaired	
Financial assets at amortized cost:				
Cash in banks	₱33,834,166	₱-	₱-	₱33,834,166
Receivables*	-	-	62,515,672	62,515,672
Due from related parties	2,317,555	-	-	2,317,555
Financial assets at FVOCI -				
Investment in a club share	3,300,000	-	-	3,300,000
	₱39,451,721	₱-	₱62,515,672	₱101,967,393

*Excluding advances to officers, employees and service providers amounting to ₱2.4 million.

	2021			Total
	12-month ECL	Lifetime ECL - not credit impaired	Lifetime ECL - credit impaired	
Financial assets at amortized cost:				
Cash in banks	₱7,106,172	₱-	₱-	₱7,106,172
Receivables*	27,183,200	-	68,057,339	95,240,539
Due from related parties	7,681,904	-	-	7,681,904
Financial assets at FVOCI -				
Investment in a club share	1,750,000	-	-	1,750,000
	₱43,721,276	₱-	₱68,057,339	₱111,778,615

*Excluding advances to officers, employees and service providers amounting to ₱2.2 million.

The aging analyses of financial assets as at December 31, 2022 and 2021 are as follows:

	2022				Total
	Neither Past Due Nor Impaired	Past Due But Not Impaired		Past Due and Impaired	
		Less Than 30 Days	31-60 Days		
Financial Assets at Amortized Cost					
Cash in banks	₱33,834,166	₱-	₱-	₱-	₱33,834,166
Receivables*	-	-	-	62,515,672	62,515,672
Due from related parties	2,317,555	-	-	-	2,317,555
	36,151,721	-	-	62,515,672	98,667,393
Financial Assets at FVOCI					
Investment in a club share	3,300,000	-	-	-	3,300,000
	₱39,451,721	₱-	₱-	₱62,515,672	₱101,967,393

*Excluding advances to officers, employees and service providers amounting to ₱2.4 million.

	2021				Total
	Neither Past Due Nor Impaired	Past Due But Not Impaired		Past Due and Impaired	
		Less Than 30 Days	31-60 Days		
Financial Assets at Amortized Cost					
Cash in banks	₱7,106,172	₱-	₱-	₱-	₱7,106,172
Receivables*	27,183,200	-	-	68,057,339	95,240,539
Due from related parties	7,681,904	-	-	-	7,681,904
	41,971,276	-	-	68,057,339	110,028,615
Financial Assets at FVOCI					
Investment in a club share	1,750,000	-	-	-	1,750,000
	₱43,721,276	₱-	₱-	₱68,057,339	₱111,778,615

*Excluding advances to officers, employees and service providers amounting to ₱2.2 million.

Credit Quality of Financial Assets. The credit quality of the Company's financial assets are being managed by using internal credit ratings such as high grade and standard grade.

High grade - pertains to counterparty who is not expected by the Company to default in settling its obligations, thus credit risk exposure is minimal.

Standard grade - include financial assets that are considered moderately realizable and some accounts which would require some reminder follow-ups to obtain settlement from the counterparty.

The Company has assessed the credit quality of financial assets that are neither past due nor impaired as high grade.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to settle or meet its financial obligations when they fall due. The Company aims to maintain flexibility by maintaining sufficient cash to meet all foreseeable cash needs.

The Company also maintains a balance between continuity of funding and flexibility. The policy of the Company is to first exhaust lines available from affiliated companies before local bank lines are availed of. The Company seeks to manage its liquid funds through cash planning on a weekly basis. The Company uses historical figures and experiences and forecasts from its cash receipts and disbursements. As part of its liquidity risk management, the Company regularly evaluates its projected and actual cash flows.

As at December 31, 2022 and 2021, accrued expenses and other current liabilities (excluding statutory payable) and due to related parties aggregating ₱195.2 million and ₱193.9 million, respectively, are generally due and demandable.

Market Risk

Market risk is the risk that the fair value of quoted club share would decrease as the result of the adverse changes in the quoted club share as affected by both rational and irrational market forces. The market risk of the Company arises mainly from its investments in a club share measured at FVOCI amounting to ₱1.5 million and ₱0.8 million as at December 31, 2022 and 2021, respectively.

Fair Values

The following table presents the carrying amounts and fair values of the Company's assets and liabilities measured at fair value and the corresponding fair value hierarchy:

	2022		2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Assets				
Cash	₱33,839,166	₱33,839,166	₱7,110,931	₱7,110,931
Receivables*	–	–	27,183,200	27,183,200
Due from related parties	2,317,555	2,317,555	7,681,904	7,681,904
Investment in a club share	3,300,000	3,300,000	1,750,000	1,750,000
	₱39,456,721	₱39,456,721	₱43,726,035	₱43,726,035

	2022		2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Liabilities				
Accrued expenses and other current liabilities**	₱180,670,310	₱180,670,310	₱180,004,055	₱180,004,055
Due to related parties	14,516,744	14,516,744	13,880,000	13,880,000
	₱195,187,054	₱195,187,054	₱193,884,055	₱193,884,055

*Excluding advances to officers, employees and service providers amounting to ₱2.4 million and ₱2.2 million as at December 31, 2022 and 2021, respectively.

**Excluding statutory payables amounting to ₱79,037 and ₱15,527 as at December 31, 2022 and 2021, respectively.

Current Financial Assets and Liabilities. The carrying amounts of cash, receivables (excluding advances from officers, employees and service providers), due from related parties and accrued expenses and other current liabilities (excluding statutory payable) and due to related parties approximate their fair values due to the short-term and demand nature and maturities of the transactions. The fair value measurement of current financial assets and liabilities is classified as Level 3 (Significant unobservable inputs).

Investment in a Club Share. The fair value of this financial asset was determined based on the current selling price to third parties. The fair value measurement of club share designated as FVOCI is classified as Level 1 in which the inputs are based on quoted prices in active markets.

There has been no transfer between levels of fair value hierarchy as at December 31, 2022 and 2021.

Capital Management

The primary objective of the Company's capital management is to safeguard the Company's ability to continue its operations as a going concern and to maximize shareholder value. The Company manages its capital structure and makes adjustments to it, when there are changes in the economic conditions. To maintain or adjust the capital structure, the Company may adjust dividend payment to shareholders, return capital to shareholders, or issue new stock. No changes were made in the objectives, policies or processes for the years ended December 31, 2022 and 2021. The Company is not subject to externally-imposed capital requirements.



**REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY SCHEDULES FOR FILING WITH THE
SECURITIES AND EXCHANGE COMMISSION**

The Stockholders and the Board of Directors
Prime Media Holdings, Inc.
16th Floor, BDO Towers Valero
8741 Paseo de Roxas
Makati City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Prime Media Holdings, Inc. (the Company), a subsidiary of RYM Business Management Corp., as at December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020, and have issued our report thereon dated April 11, 2023. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Company's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for purposes of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic financial statements prepared in accordance with PFRS. The components of these financial soundness indicators have been traced to the Company's financial statements as at December 31, 2022 and 2021 and for the years ended December 31, 2022 and 2021 and no material exceptions were noted.

REYES TACANDONG & Co.


PAMELA ANN P. ESCUADRO

Partner

CPA Certificate No. 128829

Tax Identification No. 216-321-918-000

BOA Accreditation No. 4782; Valid until April 13, 2024

SEC Accreditation No. 128829-SEC Group A

Issued March 23, 2021

Valid for Financial Periods 2020 to 2024

BIR Accreditation No. 08-005144-013-2023

Valid until January 24, 2026

PTR No. 9564568

Issued January 3, 2023, Makati City

April 11, 2023

Makati City, Metro Manila

PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

SUPPLEMENTARY SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
DECEMBER 31, 2022 AND 2021

Below is a schedule showing financial soundness indicators for the years ended December 31, 2022 and 2021:

Ratio	Formula	2022	2021
Current Ratio			
	Total current assets	₱41,524,749	₱46,743,192
	Divided by: Total current liabilities	195,266,091	193,899,582
	Current Ratio	0.21	0.24
Acid Test Ratio			
	Total current assets	₱41,524,749	₱46,743,192
	Less: Other current assets	5,109,828	4,697,997
	Quick assets	36,414,921	42,045,195
	Divide by: Total current liabilities	195,266,091	193,899,582
	Acid Test Ratio	0.19	0.22
Solvency Ratio			
	Loss before depreciation	(₱6,115,222)	(₱1,290,502)
	Divide by: Total liabilities	195,266,091	193,899,582
	Solvency Ratio	(0.03)	(0.01)
Debt-to-Equity Ratio			
	Total liabilities	₱195,266,091	₱193,899,582
	Divide by: Total equity	(149,805,279)	(145,149,902)
	Debt-to-Equity Ratio	(1.30)	(1.34)
Asset-to-Equity Ratio			
	Total assets	₱45,460,812	₱48,749,680
	Divide by: Total equity	(149,805,279)	(145,149,902)
	Asset-to-Equity Ratio	(0.30)	(0.34)
Profitability Ratio			
	Net loss	Not applicable	
	Divide by: Total equity		
	Profitability Ratio		



**REPORT OF INDEPENDENT AUDITORS
ON SUPPLEMENTARY SCHEDULES FOR FILING WITH THE
SECURITIES AND EXCHANGE COMMISSION**

The Stockholders and the Board of Directors
Prime Media Holdings, Inc.
16th Floor, BDO Towers Valero
8741 Paseo de Roxas
Makati City

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Prime Media Holdings, Inc. (the Company), a subsidiary of RYM Business Management Corp., as at December 31, 2022 and 2021 and for the years ended December 31, 2022, 2021 and 2020, and have issued our report thereon dated April 11, 2023. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplementary schedules as at December 31, 2022 are the responsibility of the Company's management. These supplementary schedules include the following:

- Reconciliation of Retained Earnings Available for Dividend Declaration
- Schedules required by Part II of the Revised Securities Regulation Code (SRC) Rule 68
- Conglomerate Map

These schedules are presented for purposes of complying with Revised Securities Regulation Code Rule No. 68 Part II, and are not part of the basic financial statements. The supplementary schedules have been subjected to the audit procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

REYES TACANDONG & Co.


PAMELA ANN P. ESCUADRO

Partner

CPA Certificate No. 128829

Tax Identification No. 216-321-918-000

BOA Accreditation No. 4782; Valid until April 13, 2024

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Issued March 23, 2021

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PTR No. 9564568

Issued January 3, 2023, Makati City

April 11, 2023

Makati City, Metro Manila

PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

SUPPLEMENTARY SCHEDULE OF RECONCILIATION OF RETAINED EARNINGS
AVAILABLE FOR DIVIDEND DECLARATION
DECEMBER 31, 2022

	Amount
Deficit available for dividend declaration at beginning of year	(₱861,364,778)
Net loss during the year closed to retained earnings	(6,205,377)
Deficit available for dividend declaration at end of year	(₱867,570,155)

PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

SEC SUPPLEMENTARY SCHEDULES AS REQUIRED BY
PAR. 6 PART II OF REVISED SRC RULE 68
DECEMBER 31, 2022

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<i>Schedule</i>	<i>Description</i>	<i>Page</i>
A	Financial Assets	N/A
B	Amounts Receivable from Directors, Officers, Employees, Related Parties, and Principal Stockholders (Other than Related Parties)	N/A
C	Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements	N/A
D	Long-Term Debt	N/A
E	Indebtedness to Related Parties	N/A
F	Guarantees of Securities of Other Issuers	N/A
G	Capital Stock	1

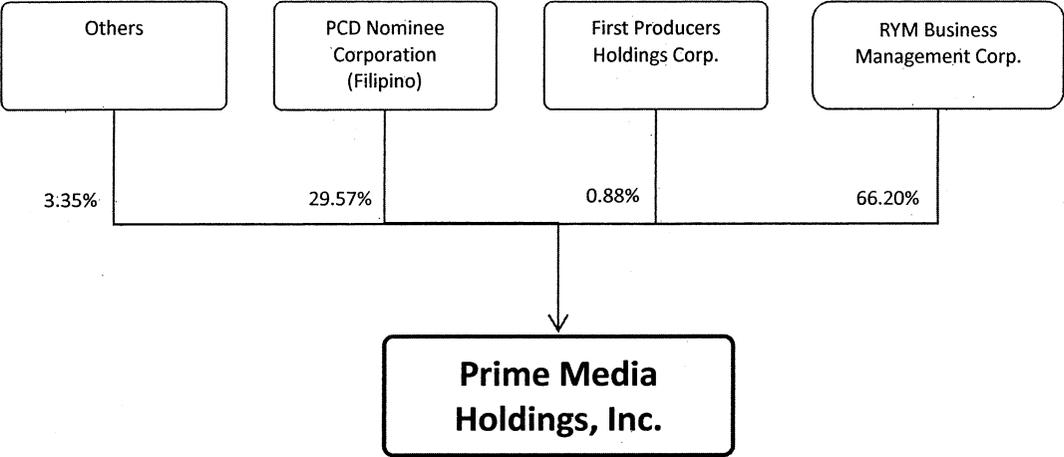
PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

SCHEDULE G - CAPITAL STOCK
DECEMBER 31, 2022

Title of issue	Number of shares authorized	Number of shares issued and outstanding at shown under related balance sheet caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers and employees	Others
Common Stock	3,000,000,000	700,298,616	–	540,733,986	5,004	159,559,626
Preferred Stock	2,000,000,000	14,366,260	–	–	–	14,366,269
	5,000,000,000	714,664,876	–	540,733,986	5,004	173,925,895

PRIME MEDIA HOLDINGS, INC.
(A Subsidiary of RYM Business Management Corp.)

CONGLOMERATE MAP
DECEMBER 31, 2022





PRIME MEDIA
Holdings, Inc.

2022 Sustainability Report



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Profile

Prime Media Holdings Inc. (PMHI) is one with the government in supporting the sustainable development goal for economic growth, as it continues its path towards revival and relevance.

Name of Organization	Prime Media Holdings, Inc. (PMHI)
Principal Office	16th Floor BDO Towers Valero (formerly Citibank Center), 8741 Paseo de Roxas, Makati City
Business Model	The company is listed on the Philippine Stock Exchange (PSE). It is engaged in the purchase, exchange, assignment, and holding of shares or equity.
Reporting Period	January 1 to December 31, 2022

Sustainable business model

PMHI was originally incorporated as the Private Development Corporation of the Philippines (PDCP) in 1963. In 2000, the Company changed its name to First e-Bank Corporation, and later on, in 2003, the Company adopted its current name.

The Company's Board of Directors and stockholders approved an amendment to its Articles of Incorporation in 2002 changing its primary purpose to a holding and investment company with investments in the media industry. Since then, its activities are focused on cleaning-up efforts covering its erstwhile operations as a banking entity.

In 2010, given its minimal operations and the company's plans to reorganize and to further assess its business model, PMHI gradually retired all its employees and outsourced its administration and operations to consultants and service providers.

PMHI is still currently non-operational, and recently it has been working towards aligning the transition process with the UN Sustainable Development Goal on Economic Growth.

PMHI 2023 Sustainability report was prepared following Principle 10 of the Code of Corporate Governance for Publicly Listed Companies (PLCs) which ensures that material non-financial and sustainability issues are disclosed.

This signifies the Company's commitment to good corporate governance and demonstrates that PMHI's reporting process is in place, covering both financial and sustainability aspects. PMHI fully affirms that its economic growth should also be based on sustainable grounds.

With the easing of COVID-19 mobility restrictions in 2022 and robust economic growth, PMHI continues to assess possible avenues in adopting a business model that will attain sustainability. This is in line with the global call to strengthen the 17 Sustainable Development Goals (SDG).

The universal call to action seeks to end poverty, protect the planet and improve the lives and prospects of everyone, everywhere. The 17 Goals were adopted by all UN Member States in 2015, as part of the 2030 Agenda for Sustainable Development, which set out a 15-year plan to achieve the goals.

In 2022 the United Nations (UN) called for the strengthening of the commitment to support the SDG, amid a climate emergency brought about by the COVID-19 pandemic and the war in Ukraine.

The pandemic is in its third year, and while restrictions have been reduced, it will take time before the world will be completely out of danger. The year 2022 was further challenged by the war in Ukraine alleviating the food and energy crises, and creating a global shift toward emergency measures.

The Sustainable Development Goals Report 2022 discussed how the crises interlink with the 2030 Agenda for Sustainable Development. Its impact on food and nutrition, health, education, the environment, and peace and security calls for more urgent action for meaningful progress.

UN Secretary General Antonio Guterres called for the creation of a “global economy that will work for all” citing that both the pandemic and the Ukraine war “have further delayed the urgently needed transition to greener economies.”

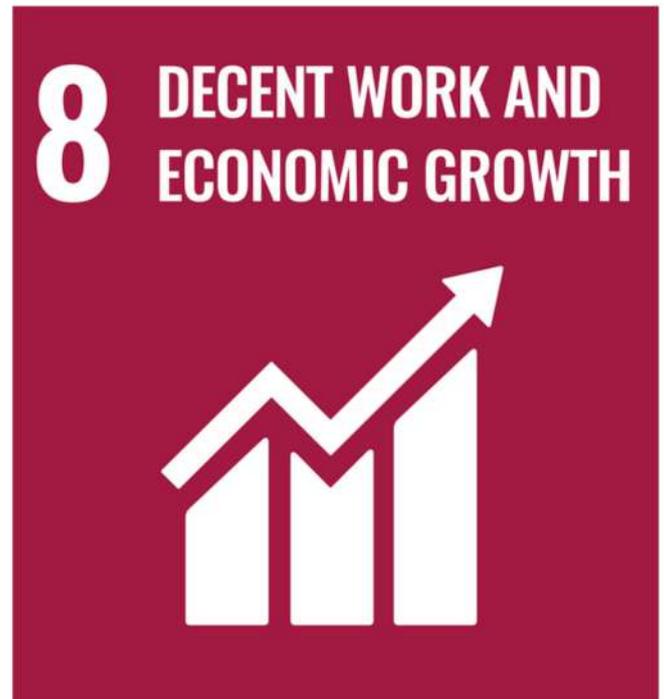
The 2022 report further emphasized the importance of data infrastructure “to efficiently target investments, anticipate future demands, avoid crisis from descending into full-blown conflict”.

Seeking New & Viable Businesses

PMHI continues to support the sustainable goal for economic growth in seeking potential new and viable businesses.

In May 2021 PMHI signed a Memorandum of Understanding with Philippine Collective Media Corporation (PCMC) following a share-for-share swap agreement. In June of the following year, while implementing the Memorandum of Agreement (MOA) with PCMC to formalize its media and broadcasting venture. PMHI released its expansion plans to the media.

PCMC is a local broadcast company and was established in 2008 in Tacloban. It has several radio stations under the FMR (Favorite Music Radio) network and a television PRTV in Tacloban. With the amendment of its franchise in 2020 for nationwide broadcasting it currently airs on television via Signal Channel 317 and operates radio stations FMR Tacloban in Ormoc, Borongan, Calbayog, Catbalogan and Catarman, and other FMR stations in Baguio, Cagayan, Nueva Vizcaya,



Quezon Province, Catanduanes, Albay, Sorsogon, Bacolod, Maasin, Camiguin, Dipolog, Ipil, Pagadian, Zamboanga, Butuan, Digos, Iligan and Nabunturan. It is also affiliated with FMR Happy Radio in Tumauni, FMR Radyo Partido Goa, FMR University FM in Nabua, YK FM Montevista, Radyo Asenso Mokayo, and Radio Ignacia Cotabato.

The media expansion also includes the acquisition of additional frequencies for both free tv and radio and a digital technology platform to support its television and radio channels. Aside from providing information and entertainment, there are plans for a mobile payment gateway to address services like streaming-on-demand, pay-per-view, home TV shopping, etc.

PMHI confirmed discussions for potential partnerships in digital infrastructure, software applications like data mining and storage, including other value-added services such as an e-wallet system.

Towards the end of 2021, PMHI and the majority shareholders of Golden Peregrine Holdings, Inc. executed an amended Memorandum of Agreement (“Amended MOA”) that led to the acquisition of Golden Peregrine Holdings, Inc. as a direct subsidiary, and PCMC, as an indirect subsidiary.



Economic Performance

With a confirmation statement seeking to ensure continuous adherence and compliance with corporate governance rules, regulations, and requirements imposed by the Philippine Securities and Exchange Commission (SEC) and the PSE, PMHI paid a total of Php 8,576,570.87 to suppliers and other operating expenses. Despite its non-operational status it also remitted taxes to the Philippine government in the amount of Php 302,920.63.

Php 8.57 M

paid to suppliers and other operating expenses.

The Company continues to promote Good Corporate Governance as it moves towards its revitalization and reinventions plans.

Php 302,920.63

remitted taxes to the Philippine government

The figures may not be deemed substantial from a business standpoint, but it is an indication of PMHI's commitment to contribute and comply with its obligation to the Philippine government and the local economy.

Transparency

The Company's audited financial performance was presented to its shareholders during the virtual annual stockholders' meeting held on September 23, 2022. In line with SEC's regulations the meeting via remote communication format aims to further safeguard everyone's safety and health due to the ongoing threat of the COVID-19 pandemic.

Vital information on the Company is also freely accessible via its website, which also includes its current Annual Report, Information Statement and Sustainability Reports.



Data Security

Data security is a vital material topic relative to the Company's plans to lay the groundwork to revitalize its operations in the future. PMHI has a duly appointed Data Privacy Officer to ensure strict implementation of confidentiality measures that comply with Philippine data privacy laws. More stringent measures will be adopted in order to be attuned with future plans and business expansion goals.

In summary, PMHI demonstrates good corporate governance as it focuses on pursuing strategic investments for its future growth and reversion to a going concern status.



Materiality Assessment

The report was prepared following the Sustainability Reporting Guidelines for Publicly Listed companies of the Philippines, released by the Securities and Exchange Commission.

PMHI expects to further develop its materiality assessment and sustainability reporting process once it completes its corporate reorganization, determines the optimal business model, and resumes operations.

In 2019, the Company, for its first Sustainability Report, engaged the services of Atty. Teodoro Kalaw IV, is certified both as a sustainability trainer by the Global Reporting Initiative and a sustainability report assurer by the Institute of Certified Sustainable Practitioners. Atty. Kalaw facilitated an extensive sustainability orientation and materiality assessment workshop for key officers and staff of the Firm. The same key officers and staff are tasked to provide continuity in preparing the current Sustainability Report.

In light of PMHI's dormancy, it was determined that most of the prospective material topics in the economic, environmental, and social domains described in SEC Memorandum Circular No. 4 s. of 2019 are presently not relevant to our stakeholders.

Index of Material Topics

According to Annexes A (Reporting Template) and B (Topic Guide) of the SEC Memorandum Circular No. 4 (Sustainability Reporting Guidelines for Publicly-listed Companies), the following are the topics PMHI has identified as material for the reporting period which were addressed in this report.

TOPIC	PAGE NUMBER IN ANNEX A OF SEC GUIDELINES	PAGE NUMBER IN THIS REPORT
Data Privacy and Security Protection	41	11
Economic Performance	19	9
UN SDG 8: Decent Work and Economic Growth	14	7