

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. Date of Report (Date of earliest event reported)
Aug 14, 2020
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
Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
16TH FLOOR CITIBANK TOWER, 8741 PASEO DE ROXAS MAKATI CITY`q
Postal Code
1227
8. Issuer's telephone number, including area code
831-4479
9. Former name or former address, if changed since last report
-
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	700,298,616
Preferred	14,366,260
11. Indicate the item numbers reported herein
-

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 7-2 - Postponement of Annual Stockholders' Meeting

*References: SRC Rule 17 (SEC Form 17-C) and
Section 7 of the Revised Disclosure Rules*

Subject of the Disclosure

Postponement of Annual Stockholders' Meeting

Background/Description of the Disclosure

We advise that on 08 April 2020, the Board of Directors of Prime Media Holdings, Inc. resolved to postpone the Annual Stockholders' Meeting.

Date of Approval by Board of Directors

Apr 8, 2020

Date of Stockholders' Meeting (as provided in the By-Laws)

third Tuesday of May of each year

Reason(s) for postponement

"WHEREAS, the Corporation's Amended By-Laws dated 19 November 2004 requires the holding of its Annual Stockholders' Meeting (ASM) every third Tuesday of May of each year."

"WHEREAS, on 16 March 2020, the Office of the President through a Memorandum from the Executive Secretary imposed an Enhanced Community Quarantine (ECQ) over the entire Luzon effective 17 March 2020 which, among others, restricted movement and travel. Local Government Units (LGUs) have likewise implemented similar measures in their respective jurisdictions."

"WHEREAS, on 07 April 2020, as reported, President Rodrigo Duterte declared the extension of the Luzon-wide ECQ until 30 April 2020."

"WHEREAS, due to safety and health risks brought about by the COVID-19 pandemic, the extension of the ECQ until 30 April 2020, the lack of any concrete signs of its imminent abatement, and local and national governmental issuances that continuously evolve depending on the developments of said pandemic, the Board and the Management were prevented from timely convening and preparing for the scheduled ASM in accordance with the Amended By-Laws."

"RESOLVED, as it is hereby resolved, that the Annual Stockholders' Meeting be postponed."

Other Relevant Information

Amended to change the indicative date of meeting to October 9, 2020. Please see attached.

Filed on behalf by:

Name	Maila Lourdes De Castro
Designation	Corporate Secretary, Compliance Officer and Data Privacy Officer

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2. SEC Identification Number **22401** 3. BIR Tax Identification No. .. **000-491-007** ..
4. .. **Prime Media Holdings, Inc.**
Exact name of issuer as specified in its charter
5. **Manila, Philippines** 6. (Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. ... **16th Floor 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.
..... **N/A**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- | Title of Each Class | Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding |
|------------------------------|--|
| Common | 700,298,616 |
| Preferred | 14,366,260 |
11. Indicate the item numbers reported herein: **Item No. 9 Other Events**

Item 9. Postponement of Stockholders' Meeting

“WHEREAS, the Corporation’s Amended By-Laws dated 19 November 2004 requires the holding of its Annual Stockholders’ Meeting (ASM) every third Tuesday of May of each year.”

“WHEREAS, on 16 March 2020, the Office of the President through a Memorandum from the Executive Secretary imposed an Enhanced Community Quarantine (ECQ) over the entire Luzon effective 17 March 2020 which, among others, restricted movement and travel. Local Government Units (LGUs) have likewise implemented similar measures in their respective jurisdictions.”

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“RESOLVED, as it is hereby resolved, that the Annual Stockholders’ Meeting be postponed.”

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

..PRIME MEDIA HOLDINGS, INC.....

Issuer

.....August 14, 2020.....

Date



MAILA G. DE CASTRO/ Corporate Secretary

.....

Signature and Title*

* Print name and title of the signing officer under the signature.



Reference No. PRIM_LEG2020_CERT_001

CERTIFICATION

This certifies that pursuant to the authority conferred upon me by the Board of Directors of Prime Media Holdings, Inc. ("PRIM") during the special board meeting on 08 April 2020, I have caused the further postponement of PRIM's 2020 Annual Shareholders' Meeting to 09 October 2020.

This Certification is being issued to attest to the truth of the foregoing and to serve as supporting document for PRIM's disclosure through the Philippine Stock Exchange.

Manolito A. Manalo
President
Prime Media Holdings, Inc.

SUBSCRIBED AND SWORN to before me this 13th day of August 2020 at Makati City, affiant exhibited to me his TIN No. 195-562-309 expiring on _____.

Doc. No. 123 ;
Page No. 26 ;
Book No. 1 ;
Series of 2020.

ATTY. KENNETH PETER D. MOLAVE
Notary Public for Makati City
Appt. No. M-38 Until 31 Dec. 2021
Roll of Attorneys No. 70029
MCLE Compliance No. VI -0027998; 5/22/2019
IBP Membership No. 100788; 01/03/2020
PTR No. MKT-8116377MG; 01/03/2020
4F Citibank Center, Paseo de Roxas, Makati City

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

SECRETARY'S CERTIFICATE

I, **MAILA LOURDES G. DE CASTRO**, of legal age, Filipino, with office address at 4th Floor Citibank Center, 8741 Paseo de Roxas, Makati City, after having been duly sworn to in accordance with law, do hereby depose and state that:

1. I am the duly appointed and qualified Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with office address at 16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City.

2. I hereby certify that, during the special meeting of the Board of Directors held on 08 April 2020 at the 16th Floor Citibank Tower, 8741 Paseo de Roxas, Makati City, wherein a quorum was present and acting throughout, the following Resolutions were unanimously approved:

"WHEREAS, the Corporation's Amended By-Laws dated 19 November 2004 requires the holding of its Annual Stockholders' Meeting (ASM) every third Tuesday of May of each year."

"WHEREAS, on 16 March 2020, the Office of the President through a Memorandum from the Executive Secretary imposed an Enhanced Community Quarantine (ECQ) over the entire Luzon effective 17 March 2020 which, among others, restricted movement and travel. Local Government Units (LGUs) have likewise implemented similar measures in their respective jurisdictions."

"WHEREAS, on 07 April 2020, as reported, President Rodrigo Duterte declared the extension of the Luzon-wide ECQ until 30 April 2020."

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"RESOLVED, as it is hereby resolved, that the Annual Stockholders' Meeting be postponed."

"RESOLVED, that pursuant to Securities and Exchange Commission (SEC) Notice dated 03 April 2020 requiring all publicly-listed companies (PLCs) to file a 17-C Report disclosing said postponement in lieu of an Affidavit of Postponement, the Corporation authorizes the Corporation's Corporate Secretary, Atty. Maila G. de

Castro, to file said 17-C Report and cause the same to be uploaded through the PSE Edge.”

“**RESOLVED, FURTHER**, that the Board authorized the President, Mr. Manolito A. Manalo to reschedule the ASM to an indicative date on 13 August 2020, or to any other date he deems proper”


“**RESOLVED, FINALLY**, that the foregoing resolution shall continue to have full force and effect until the same are repealed, amended and/or superseded by a subsequent resolution to the contrary.”

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of August 2020 2020, Makati City.


MAILA LOURDES G. DE CASTRO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 13th day of August 2020 at Makati City, affiant exhibited to me her Driver’s License No. N02-95-296472 expiring on 2021/10/18.

Doc. No. 125 ;
Page No. 26 ;
Book No. 1 ;
Series of 2020.


ATTY. KENNETH PETER D. MOLAVE
Notary Public for Makati City
Appt. No. M-38 Until 31 Dec. 2021
Roll of Attorneys No. 70029
MCLE Compliance No. VI -0027998; 5/22/2019
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