

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)
Mar 17, 2021
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 BDO TOWERS VALERO, 8741 PASEO DE ROXAS MAKATI CITY
Postal Code
1227
8. Issuer's telephone number, including area code
8831-4479
9. Former name or former address, if changed since last report
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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 9 Other Events

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 4-30 - Material Information/Transactions

References: SRC Rule 17 (SEC Form 17-C) and Sections 4.1 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Memorandum of Understanding

Background/Description of the Disclosure

The Corporation, RYM Business Management Corp. ("RYM") (the parent company of the Corporation), and New Era Empire Realty Corp. ("New Era"), have entered into a Memorandum of Understanding (MOU), whereby the parties agreed to work together to revitalize the Corporation by engaging in businesses related to the following:

- (a) commercial and residential real estate development and real estate leasing with leisure and hospitality;
- (b) media and entertainment, by acquisition of an existing media/broadcast franchise.
- (c) gaming, by applying for a license from the Philippine Amusement and Gaming Corporation (PAGCOR) or securing partnerships with an existing PAGCOR licensee;
- (d) provision of allied services to Philippine Offshore Gaming Operators (POGO), by entering into an agreement with an existing POGO operator;
- (e) development of or investment in technology providing financial services (collectively referred to as "New Businesses").

Under the MOU, the parties are given a period of 90 days to conduct their respective due diligence. Subject to the execution of a definitive agreement after the due diligence period and compliance with certain terms and conditions under the MOU, New Era shall become the majority shareholder of the Corporation through subscription to the unissued portion of the authorized capital stock of the Corporation by way of a merger, cash subscription and/or infusion of businesses or assets necessary to operate the New Businesses.

Other Relevant Information

none

Filed on behalf by:

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