

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)
Jul 28, 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

Results of the Special Meeting of the Board of Directors held on July 28, 2021

Background/Description of the Disclosure

During the Special Meeting of the Board of Directors held on July 28, 2021 at 5:00pm, the following matters were unanimously approved:

(1) Execution of a Memorandum of Agreement between Prime Media Holdings Inc. (PRIM) and the majority stockholders of Philippine CollectiveMedia Corporation ("PCMC"), namely, Michelle Ayangco and Hermogene Real ("PCMC Shareholders"), wherein the PCMC Shareholders shall jointly subscribe to One Billion Six Hundred Seventy Nine Million Nine Hundred Sixty Six Thousand Four Hundred (1,679,966,400) common shares of the Company arising from an increase in authorized capital stock to be paid in the form of PCMC shares based on third-party appraisal valuation 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 contemplated transaction aims to transform the Company into a viable and operational business entity and address its capital deficiency, negative equity, and non-operation. The transaction will result to folding-in of PCMC into the Company thereby making PCMC a subsidiary of the Company. With the national franchise of PCMC, the Company can engage in an active business of mass media and further leverage its franchise and network for use by existing content providers in need of broadcasting rights.

(2) Amendment of the Articles of Incorporation to:

(i) declassify the preferred shares by converting all preferred shares into common shares at a ratio of 25 preferred shares is to 1 common share and decrease the capital stock, if necessary

(ii) delete all provisions relating to the preferred shares and previous banking operations; and

(iii) increase the authorized capital stock to Seven Billion Pesos (PhP 7,000,000,000.00) and issue One Billion Six Hundred Seventy Nine Million Nine Hundred Sixty Six Thousand Four Hundred (1,679,966,400) to PCMC Shareholders,

(3) Amendment of the By-laws by deleting those provisions relating to the previous banking operations.

(4) Segregate by spin-off or earmarking all current assets under the management or custody of PMHI as of 30 June 2021 in order to segregate the assets before and after the transaction with PCMC Shareholders.

(5) Amend the MOU with New Era Empire Realty Corp. ("New Era") and transform it into a definitive agreement, i.e Memorandum of Agreement (MOA-New Era) to jointly explore ventures in gaming and real estate development.

(6) Authority to Accept Private Placements up to PhP 300M at par value of PhP 1.00 for liquidity.

(7) Setting of the Annual Stockholders' Meeting on 22 September 2021 with record date August 12, 2021

Other Relevant Information

Amended to change the record date of the Annual Stockholders' Meeting.

Filed on behalf by:

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