

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)
Oct 25, 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
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
16F BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City
Postal Code
1227
8. Issuer's telephone number, including area code
88314479
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
Company Announcement for Foreign Shareholders
Background/Description of the Disclosure

During the Annual Shareholders' meeting on 13 October 2021, the stockholders of Prime Media Holdings, Inc. (the "Company") resolved to approve the following:

- a) Acquisition of 99.9% of the outstanding capital stock of Philippine CollectiveMedia Corporation (PCMC) in consideration for the Company's issuance of up to 1,679,966,400 common shares at the minimum subscription price of One Peso (Php1.00) per share; and
- b) Amendment of the Company's Articles of Incorporation to include, among other amendments, a provision prohibiting foreign ownership of shares, in view of the intention to acquire ownership and management of PCMC, which is engaged in mass media—a business limited to Filipino citizens or to corporations, cooperatives or associations that are wholly-owned and managed by Filipinos.

The Company is requesting all foreign shareholders to sell or transfer their shares to qualified Filipino citizens through the Exchange on or before 15 November 2021 in light of the following actions to be taken by the Company:

- a) The Company will now proceed to seek for the approval by the Securities and Exchange Commission of the amendment of the Company's Articles of Incorporation to prohibit foreign ownership of the Company's shares not later than 01 November 2021; and
- b) Upon approval of the SEC, the Company will proceed to request the Philippine Stock Exchange (the "PSE") to block the acquisition by foreigners of PRIM shares. Although foreign buyers will be blocked from acquiring PRIM shares, foreign shareholders may continue to sell their shares to Filipino buyers through the PSE.

Should there be remaining foreign shareholders after taking steps (a) and (b) above, RYM Business Management Corporation shall conduct a voluntary tender offer to acquire foreign-owned shares at an estimated target tender offer price of One Peso (PhP1.00) per share, which is at same price the PCMC Shareholders will be subscribing to new PRIM shares.

The Company wholeheartedly expresses its appreciation and gratitude for the support of its shareholders. We believe that the transaction with PCMC will lead to the long-awaited transformation of PRIM into a viable and operational business entity which will address its capital deficiency, negative equity, and non-operation.

If you have any questions or would like more information on the foregoing or your shareholdings, you may contact the following:

Office of the Corporate Secretary
 Atty. Reuben Carlo O. General
 Atty. Christopher Sam S. Salvador
 corpsec-prime@marcventures.com.ph

Stock Transfer Services, Inc.
 Mr. Michael C. Capoy
 mccapoy@stocktransfer.com.ph
 Mr. Riel C. Revelar
 rcrevelar@stocktransfer.com.ph

We look forward to your support and compliance.

Other Relevant Information

Please see attached.

Filed on behalf by:

Name	Joanna Manzano
Designation	Junior Compliance Officer



Re : **Company Announcement for Foreign Shareholders**

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Mr. Michael C. Capoy
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Mr. Riel C. Revelar
rcrevelar@stocktransfer.com.ph

We look forward to your support and compliance.

Very truly yours,



Reuben Carlo O. General
Corporate Secretary



Manolito A. Manalo
President