

- The corporate actions of Prime Media Holdings, Inc. (“PRIM”) are disseminated solely for purposes of information. The Company shall be solely accountable and responsible for the accuracy and veracity of the information disclosed and the posting of this disclosure is without prejudice to the Exchange’s exercise of its regulatory powers in the event of a subsequent determination that the information provided is incorrect and inaccurate. The Exchange will update the investing public of further developments on the foregoing matter.

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 25, 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

Metro Manila, Philippines

6. Industry Classification Code(SEC Use Only)

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

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 16-1- Update on Corporate Actions/
Material Transactions/Agreements**
***References: SRC Rule 17 (SEC Form 17-C) and
Section 16 of the Revised Disclosure Rules***

Subject of the Disclosure

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”)

Background/Description of the Disclosure

Due to unfavorable worldwide market conditions which impacted the real estate property business, the Company, together with its parent company, RYM Business Management Corporation (“RYM”), have agreed to mutually terminate the MOU with New Era effective as of 15 August 2022. The details of the Subject MOU have been provided in the previous disclosures to the exchange in C01718-2021 dated 17 March 2021.

Other Relevant Information

Please see attached SEC Form 17-C

Filed on behalf by:

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| Name | Reuben Carlo General |
| Designation | Corporate Secretary |

COVER SHEET

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(Company's Full Name)

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

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|--------------------------------|
| REUBEN CARLO O. GENERAL |
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Contact Person

| |
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| 8831-4479 |
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Company Telephone Number

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Month Day
Fiscal Year

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| SEC FORM 17-C |
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Annual Meeting

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Amended Articles Number/Section

Total Amount of Borrowings

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Total No. of Stockholders

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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. August 25, 2022
Date of Report (Date of earliest event reported)
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 Industry Classification Code:
incorporation
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. 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 |
|------------------------------|--|
| <u>Common</u> | <u>700,298,616</u> |
| <u>Preferred</u> | <u>14,366,260</u> |
11. Indicate the item numbers reported herein: Item No. 9 Other Events.....

Item 9. Results of the Board Meeting held on 15 August 2022

We advise that at the Regular meeting of the Board of Directors of PRIME MEDIA HOLDINGS, INC. (the "Corporation") held on August 15, 2022 at 5:30 p.m., the Board of Directors of the Corporation approved or reconfirmed the following:

1. Amendment of the Articles of Incorporation to:
 - a. reduce the par value of all Series A Preferred Shares from PhP1.00 to PhP0.04 per share
 - b. convert all Series A Preferred Shares into Common Shares at the conversion rate of 25:1
 - c. create a new class of Redeemable Preferred Shares which shall be referred to as Series C Preferred Shares and to authorize the conversion of all the remaining foreign-owned Common Shares to Series C Preferred Shares. The Series C Preferred Shares shall have a par value of One Peso (PhP 1.00) per share. The number of common shares shall be reduced by Four Hundred Four Hundred Forty Five Thousand Nine Hundred Twenty Eight (445,928) shares, which shall be the corresponding number of Series C Preferred Shares to be created. The reduction in the number of common shares shall be taken from the unissued portion of the authorized capital stock
 - d. reclassify all Series B Preferred Shares into Common Shares at the conversion rate of 1:1
 - e. to delete all provisions relating to the Preferred Shares Series A, B and C Preferred Shares after the conversion of all Series A and Series B Preferred Shares to Common Shares and redemption of Series C Preferred as treasury shares;
 - f. increase the authorized capital stock by Two Billion Pesos (PhP 2,000,000,000.00) covering additional Two Billion (2,000,000,000) common shares, thereby increasing the authorized capital stock to Seven Billion Pesos (PHP 7,000,000,000)
2. Redemption of all outstanding Series C Preferred Shares at par value with cash subsequent to the amendment of the AOI in Item 1(c) above and conversion of foreign-owned Common Shares to Series C Preferred Shares.
3. Subscription by Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as "Golden Peregrine Shareholders") to 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 in consideration of the assignment of 100% of the outstanding capital stock of Golden Peregrine Holdings, Inc. (GPHI);
4. Amendment of the Memorandum of Agreement (MOA) between the Golden Peregrine Shareholders and the Corporation to implement the acquisition of an interest in Philippine CollectiveMedia Corporation (PCMC) through the acquisition of 100% of the outstanding capital stock of GPHI by the Corporation;
5. Termination of the Memorandum of Understanding (MOU) for potential business ventures with New Era Empire Realty Corp.
6. Renomination of Atty. Johnny Y. Aruego, Jr. as Independent Director beyond the 9-year term limit

Other Relevant Information

For the Renomination of Atty. Johnny Y. Aruego, Jr. as Independent Director beyond the 9-year term limit

Atty. Johnny Y. Aruego, Jr. is an incumbent Independent Director of the Corporation serving his 9th consecutive term. Under Securities and Exchange Commission (SEC) Memorandum Circular (MC) No. 04 s. 2017, independent directors shall have a maximum term limit of nine (9) consecutive years, which may be extended only upon meritorious justification approved by the stockholders.

At its meeting, the Board of Directors deliberated on the renomination of Atty. Aruego as Independent Director. After further discussions on the background and qualifications of Atty. Aruego and his contributions to the Corporation, through his valuable insight and active participation in board and committee meetings and effective leadership in the Audit, Governance, Oversight and Related Party Transaction Committee, the Board approved the re-nomination of Atty. Aruego as the Corporation's Independent Director for the term 2022 to 2023, subject to stockholders' vote.

After the execution of the MOA, the Golden Peregrine Shareholders sold all of their shares in PCMC in exchange for one hundred percent (100%) of the outstanding capital stock of GPHI. As such, PCMC became a wholly-owned subsidiary of GPHI, while the Golden Peregrine Shareholders owns one hundred percent (100%) of the outstanding capital stock of GPHI. In view of the foregoing, there is a need to amend the MOA to reflect the foregoing changes to the corporate structure of PCMC in relation to the proposed acquisition of PCMC by the Corporation.

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 25, 2022.....

Date



REUBEN CARLO O. GENERAL /Corporate Secretary

.....

Signature and Title*

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