

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)

Apr 11, 2023

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 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 2023 Annual Stockholders' Meeting and approval of conduct of Annual Stockholders' Meeting via remote communication

Background/Description of the Disclosure

"RESOLVED, that pursuant to Sections 49 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6 (Series of 2020), the Board of Directors of PRIME MEDIA HOLDINGS, INC. (the "Corporation") authorize, as it hereby authorizes, the holding and conduct by remote communication or in absentia of the Corporation's 2023 Annual Stockholders' Meeting including the budgetary requirements thereof or as may be determined by the Corporate Secretary.

RESOLVED FURTHER, that the President or Corporate Secretary is hereby authorized to set the date of the annual stockholders meeting and its record date as well as any postponement thereof.

RESOLVED FURTHER, that the stockholders of the Corporation be, as they are hereby, authorized to cast their votes by proxy, remote communication or in absentia, in accordance with the mechanisms and procedures under the Revised Corporation Code, By-laws, and applicable rules and regulations.

RESOLVED FINALLY, that management and the proper officers of the Corporation be, as they are hereby, authorized to perform all acts, and to sign, execute, file and deliver, for and on behalf of the Company, any and all documents which may be required by the Securities and Exchange Commission in relation to the Annual Stockholders' Meeting."

Date of Approval by Board of Directors	Apr 11, 2023
Date of Stockholders' Meeting (as provided in the By-Laws)	third Tuesday of May of each year

Reason(s) for postponement

To give Management sufficient time to prepare for the meeting.

Other Relevant Information

Please see attached SEC FORM 17-C.

Filed on behalf by:

Name	Diane Madelyn Ching
Designation	Corporate Secretary

SECRETARY'S CERTIFICATE

I, **DIANE MADELYN C. CHING**, of legal age, Filipino, with office address at 16th Floor BDO Towers Valero, 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 elected and qualified Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with principal office address at 16th Floor BDO Towers Valero, 8741 Paseo de Roxas, Makati City.

2. I hereby certify that, during the regular meeting of the Board of Directors held at the Corporation's principal office address on April 11, 2023, wherein a quorum was present and acting throughout, the following Resolutions were unanimously approved:

"RESOLVED, that pursuant to Sections 49 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6 (Series of 2020), the Board of Directors of **PRIME MEDIA HOLDINGS, INC.** (the "Corporation") authorize, as it hereby authorizes, the holding and conduct by remote communication or in absentia of the Corporation's 2023 Annual Stockholders' Meeting including the budgetary requirements thereof or as may be determined by the Corporate Secretary.

RESOLVED FURTHER, that the President or Corporate Secretary is hereby authorized to set the date of the annual stockholders meeting and its record date as well as any postponement thereof.

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RESOLVED FINALLY, that management and the proper officers of the Corporation be, as they are hereby, authorized to perform all acts, and to sign, execute, file and deliver, for and on behalf of the Company, any and all documents which may be required by the Securities and Exchange Commission in relation to the Annual Stockholders' Meeting."

APR 12 2023


IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of April, 2023 at Makati City.


DIANE MADELYN C. CHING
Corporate Secretary

APR 12 2023

SUBSCRIBED AND SWORN to before me this _____ day of April, 2023 at Makati City, affiant exhibited to me her Roll of Attorneys No. 58472.

Doc. No. 73 ;
Page No. 16 ;
Book No. 5 ;
Series of 2023.


ATTY. JOEL FERRER FLORES
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023 (2023-2024)
APPOINTMENT NO. M-415
ROLL NO. 77376 / MCLE (EXEMPT)
PTR NO. 9583564 / JAN. 03, 2023 / MAKATI CITY
IBP NO. 261994 / JAN. 03, 2023 / PASIG CITY
1107 D. BATAAN ST., GUADALUPE NUEVO, MAKATI CITY

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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

ROLANDO S. SANTOS

Contact Person

8831-4479

Company Telephone Number

1	2		3	1
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Month Day
Fiscal Year

SEC FORM 17C

FORM TYPE

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Month Day
Annual Meeting

N/A

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

Total Amount of Borrowings

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Total No. of Stockholders

nil

Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

_____ Cashier

STAMPS

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.April 11, 2023.....
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 incorporation Industry Classification Code:
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 April 11, 2023

We advise that at the regular meeting of the Board of Directors of PRIME MEDIA HOLDINGS, INC. (the “Corporation”) held today, April 11, 2023 at 2:00 p.m., the Board of Directors of the Corporation approved the following:

1. Approval of the 2022 Audited Financial Statements;
2. Postponement of 2023 Annual Stockholders’ Meeting and approval of conduct of Annual Stockholders’ Meeting via remote communication; and,
3. Appointment of Atty. Marian L. Geronimo as Assistant Corporate Secretary effective today, April 11, 2023.

Below is the profile of Atty. Marian L. Geronimo:

“Atty. Marian L. Geronimo is currently one of the Legal Counsels of Marcventures Holdings, Inc. (MHI) and the Assistant Corporate Secretary of MHI’s subsidiary, Marcventures Mining and Development Corporation (MMDC). Prior to joining MHI, Atty. Geronimo gained legal experience in the fields of business taxation, corporate advisory and transactions, labor, and immigration. She presently holds the position of Legal and Operations Consultant of Castillo Import Export Ventures, Inc. From 2016 to 2020, she was the Legal Manager of Villa Judan and Cruz Law Offices and Judan Law Office. In 2020, she joined the SyCip Gorres & Co. accounting firm as one of its Senior Associates. Atty. Geronimo obtained her degree in Political Economy from the University of Asia and the Pacific with a degree in Political Economy in 2007 and in 2012, she obtained her Dual Degree of Master of Business Administration and Juris Doctor from the De La Salle University-Far Eastern University Consortium.”


Name of Person	Position/Designation	Date of Appointment/ Election (mmm/dd/yyyy y)	Effective Date of Appointment Election (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
				Direct	Indirect	
Atty. Marian L. Geronimo	Asst. Corp. Secretary	04/11/2023	04/11/2023	0	0	n/a

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

April 11, 2023
Date


DIANE MADELYN C. CHING /Corporate Secretary
.....
Signature and Title*

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