

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)
Dec 5, 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
(632) 8831-4479
9. 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
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 4-24 - Results of Annual or Special Stockholders' Meeting
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Results of the Annual Stockholders' Meeting held on 05 December 2023

Background/Description of the Disclosure

Results of the Annual Stockholders' Meeting held on 05 December 2023

List of elected directors for the ensuing year with their corresponding shareholdings in the Issuer

Name of Person	Shareholdings in the Listed Company		Nature of Indirect Ownership
	Direct	Indirect	
Manolito A. Manalo	1	0	-
Bernadeth A. Lim	1	0	-
Rolando S. Santos	1,000	0	-
Hermogene H. Real	2,000	0	-
Michelle F. Ayangco	2,000	0	-
Francisco L. Layug III	1	0	-
Johnny Y. Aruego, Jr.	1	0	-

External auditor Reyes Tacandong and Co.

List of other material resolutions, transactions and corporate actions approved by the stockholders

We advise that during the Annual Stockholders' Meeting of Prime Media Holdings Inc. (the "Corporation") held on December 5, 2023 the following matters were acted upon:

1. Approval of the Minutes of the previous Stockholders' Meeting held on 23 September 2022;
2. Approval of the Annual Report and the Audited Financial Statements for the year ended December 31, 2022;
3. Approval of the Additional Listing of 150,000,000 shares arising from Private Placements.
4. Re-approval of the following:
 - (a) Approval of the Amendment of the Articles of Incorporation (AOI) to reduce the par value of all Series A Preferred Shares from Php1.00 to Php0.04 per share;
 - (b) Approval to convert all Series A Preferred Shares into Common Shares at the conversion rate of 25:1;
 - (c) Amendment of the AOI to create a new class of Series C Redeemable Preferred Shares and to authorize the conversion of the remaining foreign-owned common shares to Series C Redeemable Preferred Shares subsequent to the conversion of all Series A Preferred Shares (There are approximately Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) foreign-owned common shares post conversion based on records as of 30 July 2022;
 - (d) Amendment of the AOI to reclassify all Series B Preferred Shares to Common Shares;
 - (e) Approval to redeem all Series C Redeemable Preferred Shares at a redemption price equivalent to its par value of Php 1.00 per share or at the price determined by the Board and payable in cash;
 - (f) Amendment of the AOI to delete all provisions relating to the Preferred Shares (Series A, Series B and Series C) after the conversion of all Series A Shares, reclassification of Series B Shares and the redemption of Series C Preferred Shares;
 - (g) Approval to authorized the Board to amend relevant agreements, i.e. Memorandum of Agreement with Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as "Golden Peregrine Shareholders") relating to the issuance in favor of the Golden Peregrine Shareholders of up to One Billion Six Hundred Forty Five Million (1,645,000,000) Common Share, subject to final determination of the Board, third party appraisal, fairness opinions, and other closing conditions to be issued out of the Corporation's increase in authorized capital stock in consideration for the assignment of shares of stock of Golden Peregrine Holdings, Inc., representing one hundred percent (100%) of its outstanding capital stock;
 - (h) Amendment of the Articles of Incorporation to increase the authorized capital stock of up to Seven Billion Pesos (Php 7,000,000,000.00) as may be determined by the Board of Directors;
 - (i) Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rule
5. Ratification of All Acts of the Board of Directors and Management
6. Election of the following directors:

For Regular Directors:

 - a. Manolito A. Manalo
 - b. Michelle F. Ayangco
 - c. Bernadeth A. Lim
 - d. Hermogene H. Real
 - e. Rolando S. Santos

For Independent Directors:

 - a. Johnny Y. Aruego, Jr.
 - b. Francisco L. Layug III
7. Approval of the appointment of Reyes Tacandong and Co. as the Corporation's external auditor for the current year 2023.

Other Relevant Information

Please see attached SEC FORM 17-C.

Filed on behalf by:

Name	Joanna Manzano
Designation	Junior Compliance Officer

COVER SHEET

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S.E.C. Registration Number

P	R	I	M	E		M	E	D	I	A		H	O	L	D	I	N	G	S	,		I	N	C	.		
(f	o	r	m	e	r	l	y		F	i	r	s	t		e	-	B	a	n	k		C	o	r	p	.)

(Company's Full Name)

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V	a	i	e	r	o		(f	o	r	m	e	r	l	y		C	i	t	i	b	a	n	k	
T	o	w	e	r)		8	7	4	1		P	a	s	e	o		d	e		R	o	x	a	s
M	a	k	a	t	i		C	i	t	y															

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

Diane Madelyn C. Ching

Contact Person

8831-4479

Company Telephone Number

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Month Day
Fiscal Year

SEC FORM 17-C (Results of 2023 Annual Stockholders' Meeting)
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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. December 5, 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.....

05 December 2023

The Philippine Stock Exchange, Inc.
6th Floor, PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Ms. Alex Tom Wong**
Officer-in-Charge, Disclosure Department

Re: **Results of the Annual Stockholders' Meeting**

Gentlemen:

We advise that during the Annual Stockholders' Meeting of **Prime Media Holdings Inc.** (the "Corporation") held on December 5, 2023 the following matters were acted upon:

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5. Ratification of All Acts of the Board of Directors and Management

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For Independent Directors:

- a. Johnny Y. Aruego, Jr.
- b. Francisco L. Layug III

7. Approval of the appointment of Reyes Tacandong and Co. as the Corporation's external auditor for the current year 2023.

Very truly yours,



Diane Madelyn C. Ching
Corporate Secretary