

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 17.1(b) OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

- ☐ Preliminary Information Statement
☒ Definitive Information Statement

2. Name of Registrant as specified in its charter

Prime Media Holdings, Inc.

3. Province, country or other jurisdiction of incorporation or organization

Metro Manila, Philippines

4. SEC Identification Number

22401

5. BIR Tax Identification Code

000-491-007

6. Address of principal office

16F, Citibank Tower, Paseo de Roxas, Makati City

Postal Code

1226

7. Registrant's telephone number, including area code

(632)831-4479

8. Date, time and place of the meeting of security holders

22 December 2015 at 9:30am at Room 201, the Metropolitan Club, Inc., Estrella cor.
Amapola Sts., Guadalupe Viejo, Makati City

9. Approximate date on which the Information Statement is first to be sent or given to security holders

Dec 9, 2015

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor

-

Address and Telephone No.

-

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA
(information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	698,930,906
Preferred Shares	48,559,000

13. Are any or all of registrant's securities listed on a Stock Exchange?

☒ Yes ☐ No

If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine Stock Exchange

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 17-5 - Information Statement for Annual or Special Stockholders' Meeting *References: SRC Rule 20 and Section 17.10 of the Revised Disclosure Rules*

Date of Stockholders' Meeting	Dec 22, 2015
Type (Annual or Special)	Annual
Time	9:30 am
Venue	22 December 2015 at 9:30am at Room 201, the Metropolitan Club, Inc., Estrella cor. Amapola Sts., Guadalupe Viejo, Makati City
Record Date	Dec 8, 2015

Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End date	N/A

Other Relevant Information
None.

Filed on behalf by:

Name	Diane Madelyn Ching
Designation	Assistant Corporate Secretary

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		e	-	B	A	N	K		C	O	R	P)			

(Company's Full Name)

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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 / Town / Province)

Mr. Rolando S. Santos

Contact Person

(02)831-4479

Company Telephone Number

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Month Day
Calendar Year

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Month Day
Annual Meeting

FORM TYPE

DEFINITIVE INFORMATION STATEMENT

Secondary License Type, If Applicable

Corporate Finance
Department

Dept. Requiring this Doc.

Amended Articles Number/Section

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Total No. Stockholders

Total Amount of Borrowings

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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

Remarks = pls. Use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE



1. Check the appropriate box:
☐ Preliminary Information Statement
☒ Definitive Information Statement
2. Name of Registrant as specified in its charter: **PRIME MEDIA HOLDINGS, INC.**
3. Province, country or other jurisdiction of incorporation or organization
Metro Manila, Philippines
4. SEC Identification Number: **Reg. No. 22401**
5. BIR Tax Identification Code: **TIN 000-491-007**
6. Address of principal office:
16F Citibank Tower, Paseo de Roxas, Makati City Postal Code **1226**
7. Registrant's telephone number, including area code, Tel. Nos.: **(632) 831-4479**
8. Date, time and place of the meeting of security holders
22 December 2015 at 9:30 am at Room 201, The Metropolitan Club Inc., Estrella corner Amapola Sts., Guadalupe Viejo, Makati City
9. Approximate date on which the Information Statement is first to be sent or given to security holders
09 December 2015
10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Shares	698,930,906
Preferred Shares	48,559,000

*¹ Reported by the stock transfer agent as of 30 September 2015.

11. Are any or all of registrant's securities listed in a Stock Exchange?

Yes ☒ No ☐

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

**Philippine Stock Exchange.
Common Shares**

PRIME MEDIA HOLDINGS, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

SECURITIES AND EXCHANGE
COMMISSION
RECEIVED
DEC 08 2015
MARKET REGULATION DEPT.
TIME

Please be advised that PRIME MEDIA HOLDINGS, INC. will hold its Annual Shareholders' Meeting on 22 December 2015, 9:30 am at Room 201, The Metropolitan Club Inc., Estrella corner Amapola Sts., Guadalupe Viejo, Makati City, with the following agenda:

1. Call to Order
2. Certification of Quorum
3. Approval of Minutes of the previous meeting
4. Approval of Management Report and Audited Financial Statements
5. Ratification of Management's Act
6. Authority to enter into Management Agreement with RYM Business Management Corp.
7. Election of Directors
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

The Board of Directors has fixed the close of business on the 08 December 2015 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Stockholders' Meeting.

All proxies (which must be acknowledged before a notary public) must be submitted to the Corporate Secretary on or before 11 December 2015, 5:00 p.m. at the following address:

Prime Media Holdings, Inc.
c/o Ocampo and Manalo Law Firm
6th Flr. Pacific Star Building
Makati Ave. cor. Sen. Gil Puyat Ave.
Makati City
Attention: Monica Isabelle I. Villanueva

Very truly yours,


DIANE MADELYN C. CHING
Asst. Corporate Secretary

SAMPLE PROXY FORM

The undersigned stockholder of PRIME MEDIA HOLDINGS INC. (the "Company") hereby appoints _____ or in his/her/its absence, the Chairman of the meeting, as attorney-in-fact and proxy, to represent and vote all the shares registered in his/her/its name at the annual meeting of the stockholders of the Company scheduled on **22 December 2015, 9:30 am at the at Room 201, The Metropolitan Club Inc., Estrella corner Amapola Sts., Guadalupe Viejo, Makati City,** and any of its adjournment(s), as fully as the undersigned can do if present and voting in person, ratifying all action taken on matters that may properly come before such meeting or its adjournment(s). The undersigned directs the proxy to vote on the agenda items which have been expressly indicated with "X" below:

PROPOSAL	ACTION			
	FOR	AGAINST	ABSTAIN	
1. Approval of Minutes of the previous meeting				
2. Approval of Management Report and Audited Financial Statements				
3. Ratification of Management's Acts				
4. Authority to enter into Management Agreement with RYM Business Management Corp.				
5. Election of Directors:	FOR ALL	AGAINST ALL	ABSTAIN FOR	FULL DISCRETION OF PROXY
<p>The nominees are:</p> <p>Manolito A. Manalo Juan Victor S. Valdez Bernadeth A. Lim Monica Isabelle I. Villanueva Diane Madelyn C. Ching</p> <p>Nominees for independent directors:</p> <p>Edgardo E. Tumangan Johnny Y. Aruego, Jr.</p> <p><i>Instruction: To withhold authority to vote for any nominee, please mark "Abstain" box and list the name(s) under.</i></p>				
6. Election of Reyes Tacandong & Co. as external auditor				
7. Other Matters				

Signed this ____ day of _____ 2015 at _____

PRINTED NAME OF THE STOCKHOLDER

SIGNATURE OF THE
STOCKHOLDER/AUTHORIZED
REPRESENTATIVE

This proxy must be acknowledged before a notary public and must be submitted to the Corporate Secretary on or before **11 December 2015, 5:00 p.m.** The stockholder giving a proxy has the power to revoke it either in an instrument in writing duly presented for recording with the Corporate Secretary at least five (5) days prior to the meeting or by personal attendance at the stockholders' meeting. For corporations, the proxy must be accompanied by a Secretary's Certificate authorizing an authorized representative to represent the corporation in the meeting.

SAMPLE SECRETARY'S CERTIFICATE

I, _____, of legal age, with address at _____, being the Corporate Secretary of _____, do hereby certify that:

1. In the regular/special meeting of the Board of Directors of the Corporation held on _____ 201_ at the _____, the following resolution was approved:

"RESOLVED, that the Board of Directors of _____ (the "Corporation") hereby authorize, _____ and/or _____ to represent the Corporation and to vote all of the Corporation's shares registered in the books of the PRIME MEDIA HOLDINGS INC. (PRIM) at any annual stockholders' meeting of PRIM, particularly, the annual stockholders' meeting to be held on _____, and any adjournments or postponements thereof.

"RESOLVED, FURTHER, that the Board of Directors of the Corporation authorize _____ and/or _____ to sign, execute and deliver nominations and proxies in relation to said annual stockholders' meeting of PRIM."

2. This resolution has not been suspended, revoked nor amended.

_____ (date of execution), _____ (place of execution).

Corporate Secretary

SUBSCRIBED AND SWORN to before me on _____ at Makati, Metro Manila, affiant exhibiting to me his/her valid proof of identification _____ issued at _____ on _____.

Doc. No. _____
Page No. _____
Book No. _____
Series of 2015.

INFORMATION STATEMENT AND MANAGEMENT REPORT

INFORMATION STATEMENT

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

However, if you cannot attend and you wish to send a representative/proxy, please send your proxy letter to the Office of the Corporate Secretary on or before **11 December 2015, 5:00 p.m.**, a sample of which is attached to this report. On the day of the annual stockholders' meeting on 22 December 2015, your representative should bring the proxy letter and present valid proof of identification (e.g. passport, driver's license, company ID or TIN card).

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Annual Meeting of Security Holders

The Annual Meeting of the stockholders of PRIME MEDIA HOLDINGS, INC. will be held on **22 December 2015, 9:30 am at the at Room 201, The Metropolitan Club Inc., Estrella corner Amapola Sts., Guadalupe Viejo, Makati City.**

The Company's principal office address is at 16th Floor Citibank Tower, Paseo de Roxas, Makati City. Letters and Correspondences to the Company may be sent to c/o Ocampo & Manalo Law Firm, 6th Flr. Pacific Star Building, Makati Ave. cor. Sen Gil Puyat Ave., Makati City address to the Corporate Secretary of the Company, Monica Isabelle I. Villanueva.

This Information Statement will be first sent or given to security holders on or around the 08 December 2015

Item 2. Dissenters' Right of Appraisal

There is no proposed corporate action or matter to be taken up at the Annual Stockholders' Meeting that will give rise to the exercise of appraisal right by the dissenting stockholders.

The Corporation Code limits the exercise of the appraisal right by any dissenting stockholder to the following instances:

- a. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence (Section 81);
- b. In case of the sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets (Section 81);
- c. In case of merger or consolidation (Section 81);
- d. In case of investments in another corporation, business or purpose (Section 42).

The appraisal right may be exercised by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares; provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder, upon surrender of the certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of

the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two thus chosen. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made; Provided, That no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; and Provided, further, That upon payment by the corporation of the agreed or awarded price, the stockholders shall forthwith transfer his shares to the corporation.

The appraisal right shall be exercised in accordance with Title X of the Corporation Code.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

No director or officer of the Company or any nominee for election as director of the Company or any associate of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office as director of the Company. None of the officers or directors or any of their associates has any substantial interest, direct or indirect, in any of the matters to be acted upon in the stockholders' meeting.

None of the directors of the Company has informed the Company that he intends to oppose any action to be taken by the Company at the stockholders' meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

As of 31 October 2015, the following shares of common and preferred stock of the Company were outstanding:

<u>Class</u>	<u>Number of Outstanding Shares</u>
Common	698,930,906
Preferred	
Series A	48,559,000
Series B	Nil

As of 31 October 2015, the foreign equity ownership on a per class basis is as follows:

<u>Class</u>	<u>Number of Outstanding Shares</u>
Common	1,217,859
Preferred	109,650

All registered owners of the Company's common stock at the close of business on **09 December 2015** will be entitled to notice and vote at its Annual Stockholders' Meeting on 22 December 2015.

Each common share is entitled to one (1) vote on all matters to be taken up during the Annual Meeting except in the case of electing directors where one (1) share is entitled to Seven (7) votes, i.e. each share is entitled to as many votes as there are Board seats to be filled up.

Each stockholder is entitled to cumulate his votes and cast the same in favor of one or several nominees of his choice in such proportion as he shall deem fit, provided that, the total votes cast

do not exceed the number of his shares multiplied by the number of directors to be elected. There is no condition precedent to the exercise by the stockholders of their cumulative voting right.

As of 31 October 2015, the stock transfer agent reported 1,614 holders of common shares of the Company. The top 20 stockholders, the number of common shares held and the percentage of the common shares outstanding held by each are as follows:

**PRIME MEDIA HOLDINGS, INC.
LIST OF TOP 20 STOCKHOLDERS
AS OF OCTOBER 31, 2015**

Nationality	Name	No. of Shares	Percentage
1 Filipino	PCD NOMINEE CORPORATION (FILIPINO)	670,524,265	95.94%
2 Filipino	FIRST PRODUCERS HOLDINGS CORP. FBO RAY BURTON DEVELOPMENT CO	6,175,789	0.88%
3 Filipino	FIRST PRODUCERS HOLDINGS CORP. FBO PRODUCERS PROPERTIES INC.	4,903,852	0.70%
4 Filipino	RAY BURTON DEVELOPMENT CORPORATION	3,213,293	0.46%
5 Filipino	PRODUCERS PROPERTIES, INC.	3,013,701	0.43%
6 Filipino	MERCANTILE INVESTMENT COMPANY, INC.	1,585,989	0.23%
7 Others	PCD NOMINEE CORPORATION (FOREIGN)	1,059,335	0.15%
8 Filipino	ERNESTO B. LIM	880,000	0.13%
9 Filipino	LUCIO W. YAN &/OR CLARA YAN	600,000	0.09%
10 Filipino	JOEL B. VARGAS	534,876	0.08%
11 Filipino	MERLENE SO &/OR SO PENG KEE	239,000	0.03%
12 Filipino	MARIA T. UY	211,200	0.03%
13 Filipino	JOSE YU GO, JR.	210,000	0.03%
14 Filipino	ROBERT SIANYUSIONG	174,416	0.02%
15 Filipino	JOVY LIM GO	150,000	0.02%
16 Filipino	QUE LU KIONG	150,000	0.02%
17 Filipino	RUFINO H. ABAD	142,011	0.02%
18 Filipino	LUCIANO H. TAN	139,600	0.02%
19 Filipino	LEONARDO NAVALTA	132,294	0.02%
20 Filipino	LAMBERTO C. DIZON &/OR ERLINDA V. DIZON	127,860	0.02%
TOTAL OUTSTANDING - TOP 20 STOCKHOLDERS		694,167,481	99.32%
OTHER STOCKHOLDERS		4,763,425	0.68%
TOTAL ISSUED AND OUTSTANDING		698,930,906	100.00%

As of 31 October 2015, the stock transfer agent reported 269 holders of preferred shares. The top 20 stockholders, the number of preferred shares held and the percentage of the preferred shares outstanding held by each are as follows:

**PRIME MEDIA HOLDINGS, INC.
LIST OF TOP 20 STOCKHOLDERS (PREFERRED)
AS OF OCTOBER 31, 2015**

Nationality	Name	No. of Shares	Percentage
1 Filipino	ALBERT DEL ROSARIO ITF ANTHONY SALIM	32,231,970	66.38%
2 Filipino	RICARDO S. PASCUA	1,960,770	4.04%
3 Filipino	FLORENTINO L. MARTINEZ	907,340	1.87%
4 Filipino	CARLOS TORRES	800,000	1.65%
5 Filipino	MDI EMPLOYEES RETIREMENT PLAN	610,450	1.26%
6 Filipino	METROLAB EMPLOYEES RETIREMENT PLAN	545,040	1.12%
7 Filipino	HELENA LLEREZA	529,810	1.09%
8 Filipino	HPPI EMPLOYEES RETIREMENT PLAN	500,000	1.03%
9 Filipino	E. CHUA CHIACO SEC., INC.	449,640	0.93%
10 Filipino	CITISECURITIES, INC.	403,000	0.83%
11 Filipino	WEALTH SECURITIES INC.	402,000	0.83%
12 Filipino	VIRGINIA U. NG	344,470	0.71%
13 Filipino	PNB SECURITIES, INC.	300,280	0.62%
14 Filipino	TATO A. JOHAN	300,000	0.62%
15 Filipino	BANCO DE ORO TRUST BANKING GROUP FBO MIRIAM COLLEGE FOUNDATION	280,000	0.58%
16 Filipino	ANTONIO R. SAMSON	250,000	0.51%
17 Filipino	SEGUNDO SEANGIO	244,000	0.50%
18 Filipino	DIVERSIFIED SEC., INC.	218,080	0.45%
19 Filipino	ANTONIO ALPIRO	218,000	0.45%
20 Filipino	TERESITA C. COMETA	210,000	0.43%
TOTAL OUTSTANDING - TOP 20 STOCKHOLDERS		41,704,850	85.88%
OTHER STOCKHOLDERS		6,854,150	14.12%
TOTAL ISSUED AND OUTSTANDING		48,559,000	100.00%

Security Ownership of Persons Owning More Than 5% of the Company's Outstanding Common Stock

As of 31 October 2015, the Company knows of no one who is directly or indirectly the record or beneficial owner of more than five percent (5%) of the Company's capital stock except as set forth below:

Type of Class	Name and address of record owner and relationship with Issuer	Citizenship	Name of Beneficial Owner & Relationship with Record Owner	No. of Shares Held	Percent of class
Common	RYM Business Management Corp./ 106 Paseo de Roxas Ave. Makati City	Filipino	RYM is both the record and beneficial owner of the shares.	298,949,218	42.77%
Common	Metro Tagaytay Land Company, Inc. (MTLCI) /2/F Centermall Bldg., BF Homes, Sucat, Paranaque, Metro Manila	Filipino	MTLCI is both the record and beneficial owner of the shares.	218,099,360	31.20%
Common	Neo Oracle Holdings Inc. (NOHI)/Unit 9-2/ 9F Net One Center, 26 th cor. 3 rd Ave., Bonifacio Global City, Taguig, Metro Manila	Filipino	NOHI is both the record and beneficial owner of the shares.	93,685,410	13.40%
Preferred	Albert Del Rosario ITF Anthony Salim C/O NOHI	Filipino	Mr. Albert Del Rosario holds the shares in trust for Mr. Anthony Salim	32,231,970	66.38%

RYM Business Management Corp. has authorized and/or appointed by way of proxy, the Chairman of the Board of Prime Media Holdings Inc. to represent and vote the its shares in the Annual Stockholders' Meeting. Metro Tagaytay Land Company, Inc. and Neo Oracle Holdings Inc. have authorized and/or appointed by way of proxy, TLC Manna Consulting Inc., who in turn appointed the Chairman of the Board of Prime Media Holdings Inc. to attend and vote on its behalf.

Security Ownership of Management as of 31 October 2015

Type of Class	Name of Beneficial Owner	Amount and nature of ownership	Citizenship	Percent of class
Common	Manolito A. Manalo	1/ Direct	Filipino	0.00%
Common	Bernadeth A. Lim	1/ Direct	Filipino	0.00%
Common	Monica Isabelle I. Villanueva	1/ Direct	Filipino	0.00%
Common	Juan Victor S. Valdez	1/Direct	Filipino	0.00%
Common	Diane Madelyn C. Ching	1000/Direct	Filipino	0.00%
Common	Johnny Y. Aruego Jr.	1/ Direct	Filipino	0.00%

Common	Edgardo E. Tumangan	1 / Direct	Filipino	0.00%
Common	Rolando S. Santos	0	Filipino	0.00%
	Aggregate for above named officers and directors	1006		

Voting Trust Holders of 5% or More

The Company is not aware of the existence of persons holding five percent (5%) or more of the Company's shares of common stock under a voting trust or similar agreement.

Changes in Control

No change in control of the Company has occurred since the beginning of its last fiscal year. The Company has no knowledge of any existing arrangements which may result in a change in control of the Company.

Item 5. Directors and Executive Officers

Directors

The following are the names, ages, citizenship, periods of service of the incumbent directors of the Company as of 31 October 2015:

Name	Age	Citizenship	Period during which individual has served as such
Manolito A. Manalo	46	Filipino	May 2013 to the present
Bernadeth A. Lim	34	Filipino	May 2013 to the present
Juan Victor S. Valdez	44	Filipino	May 2013 to the present
Monica Isabelle I. Villanueva	34	Filipino	May 2013 to the present
Diane Madelyn C. Ching	32	Filipino	October 2013 up to the present
Johnny Y. Aruego (Independent Director)	46	Filipino	May 2013 to the present
Edgardo E. Tumangan (independent director)	81	Filipino	May 2013 to the present

The business experience of each of the incumbent directors of the Company for the last five (5) years is as follows:

Manolito A. Manalo was elected as President and Director in May 2013. He is the co-founder and managing partner of Ocampo and Manalo Law Firm. He is a Director of Panalpina World Transport (Phils.), Inc. and Home Catalogue Shopping, Inc. He also sits as Director and Corporate Secretary in Kajima Philippines Inc. He began his law practice as an associate in Leovillo C. Agustin Law Offices from 1995 to 1996 and Britanico Consunji and Sarmiento from 1996 to 1997. He later headed the Legal Division of Air Philippines from 1997 to 1999.

Bernadeth A. Lim was elected as Vice President and Director in May 2013. She is a junior partner of Ocampo and Manalo Law Firm. She is a Director and Assistant Corporate Secretary of Kajima Philippines Incorporated, Ripple Mobile Technology Solutions Inc., and Anawhan Realty Inc. She also sits as a Director in Ayannah Information Solutions Inc. and Home Catalogue Shopping, Inc.

Juan Victor S. Valdez was elected as Director in May 2013. He is a junior partner of Ocampo and

Manalo Law Firm. He is a director, Vice-President for Legal Affairs and Corporate Secretary of PATTS College of Aeronautics, one of the country's leading aeronautic schools. He also sits as director in Segundo Travel & Tours Inc., Hafti Tours Inc., Kajima Philippines Incorporated, and Intragenix, Inc.

Monica Isabelle I. Villanueva was elected as Corporate Secretary and Director in April 2013. She is a senior associate in Ocampo and Manalo Law Firm. She is also a Director in Autocardinal Inc., Building Maintenance Unit Inc., Manorfort Capital Inc., Ripplewood Property Holdings Inc., and Bastillion Inc.

Diane Madelyn C. Ching was elected as Director in October 2013. She currently serves as Corporate Secretary of Bright Kindle Resources & Investments Inc. (formerly Bankard Inc.) and AG Finance Inc. She is likewise the General Counsel and Assistant Corporate Secretary of Marcventures Holdings Inc. and Corporate Secretary of Marcventures Mining and Development Corp. Atty. Ching was previously an associate of Ocampo & Manalo Law Firm from March 2010 to June 2013.

Edgardo E. Tumangan was elected as an Independent Director in May 2013. He is a partner in Tumangan & Partners Law Offices and a legal counsel in San Miguel Corporation. He is a director in Macet, Inc., Lenspro Corporation and CEI Laboratories, Inc. He is the President of the Capitol Bar Association and the Founding Chairman of the Philippine Insurance Law Association. He is the Chairman of the Rotary Leadership Institute and the President of the U.P. Alumni Association in the Nueva Ecija Chapter.

Johnny Y. Aruego, Jr. was elected as an Independent Director in May 2013. He is a partner in Aruego Bite and Associates. He is a director of Excel Unified Land Resources Corporation. He is the Corporate Secretary and Legal Counsel for Agility, Inc. and A. V. Ocampo-ATR Kimeng Insurance Broker, Inc. He is a Legal Consultant of Lorzana Food Corporation, National Steel Corporation and Margarita Land and Management Co., Inc. He is the assistant rehabilitation receiver for Pacific Activated Carbon, Inc., Pet Plans, Inc., Bacnotan Steel Industries, Inc. and All Asia Capital and Trust Corporation. He is an assistant liquidator of East Asia Capital Corporation, Reynolds Philippines Corporation.

For purposes of election of directors including the independent directors, the Nomination Committee, composed of the following members: Juan Victor S. Valdez (Chairman), Edgardo E. Tumangan and Monica Isabelle I. Villanueva, endorsed the foregoing directors for re-election during the Annual Stockholders' meeting. The Nomination Committee determined that the candidates possess all the qualifications and none of the disqualifications as director or independent director.

The independent directors were both nominated by Manolito A. Manalo. The nominator is not related to the persons she has nominated for independent directors.

The procedure and selection of the independent directors were made in accordance with Section 38 of the Code and the Company's By-laws. In compliance with the provisions of Rule 38 of the Amended Implementing Rules and Regulations of the Securities Regulation Code, the Company's By-laws was amended on 30 September 2004.

The qualifications of all nominated directors including the nominated independent directors have been pre-screened in accordance with the rules of the Company. Only the nominees whose names appear on the Final List of Candidates are eligible for election as directors (independent or otherwise). No other nominations were entertained after the preparation of the Final List of Candidates and no further nominations shall be entertained or allowed during the annual stockholders' meeting.

Officers

As of 31 October 2015, the following are the names, ages, positions, citizenship and periods of service of the incumbent officers of the Company:

Name	Age	Position	Citizenship	Period during which individual has served as such
Manolito A. Manalo	46	President & CEO	Filipino	May 2013 up to present
Bernadeth A. Lim	34	Vice President	Filipino	May 2013 to present
Monica Isabelle I. Villanueva	34	Corporate Secretary	Filipino	May 2013 up to present
Diane Madelyn C. Ching	32	Asst. Corporate Secretary	Filipino	
Rolando S. Santos	64	Asst. Treasurer	Filipino	October 2013 up to present
Christopher Sam S. Salvador	32	Corporate Information Officer	Filipino	May 2014 up to present

Rolando S. Santos was elected as Assistant Treasurer in October 2013. He serves as Vice President and Treasurer of Bright Kindle Resources & Investments Inc. and as Treasurer of Marcventures Holdings Inc. and Marcventures Mining and Development Corp. He was previously the Branch Head/ Cluster Head for Makati Branches of Equitable PCI Bank which was eventually acquired by BDO from 2001 to 2013.

Christopher Sam S. Salvador was appointed as Corporate Information Officer in 2014. He is an associate of Ocampo and Manalo Law Firm. He is a director and the treasurer of Pureholdings, Inc., Corporate Secretary of Timebound Trading, Inc. and Home Catalogue Shopping, Inc., and Assistant Corporate Secretary for Island Transvoyager, Inc. and Bacuit Airholdings, Inc.

Period in Which Directors and Executive Officers Should Serve

The directors and executive officers should serve for a period of one (1) year.

Term of Office of a Director

The seven (7) directors shall be stockholders and shall be elected annually by the stockholders owning majority of the outstanding capital stock for a term of one (1) year and shall serve until the election and qualification of their successors.

Any vacancy in the board of directors other than removal or expiration of term may be filled by a majority vote of the remaining members thereof at a meeting called for that purpose if they still constitute a quorum, and the director or directors so chosen shall serve for the unexpired term.

Significant Employees

The business of the Company is not highly dependent on the services of certain key personnel. There is no employee who, while not being an executive officer, is expected by the Company to make a significant contribution to the business.

Family Relationships

There are no family relationships either by consanguinity or affinity up to the fourth civil degree among directors, executive officers and nominees for election as directors.

Involvement in Certain Legal Proceedings

The Company is not aware that any one of the incumbent directors and officers and persons nominated to become director/s and officer/s has been the subject of a bankruptcy petition or a conviction by final judgment in criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses, or has been by judgment or decree found to have violated securities or commodities law and enjoined from engaging in any business, securities, commodities or banking activities for the past five (5) years until the date of this Information Sheet.

Certain Relationships and Related Transactions

A discussion on Related Party Transactions is contained in Note 19 of the Company's Audited Financial Statements for 2013, which is attached herewith as Annex "A".

On 6 April 2013, the Company offered to its related parties Neo Oracle Holdings, Inc. (NOHI) and Metro Tagaytay Land Co., Inc. (MTLCI) to subscribe to 71.6 million shares at an issue price of P2.50 per share in order for the Company to raise funds in the amount of P179 million for the settlement of the Company's maturing liabilities. The Company likewise offered to convert the advances of NOHI and MTLCI in the Company amounting to P600.46 million into 240,184,770 common shares at an issue price of P2.50 per share subject to the filing of requisite applications for the public listing of the said shares with the PSE.

Aside from the foregoing, there has been no material transaction during the last two (2) years, nor is there any material transaction currently proposed, to which the Company was or is a party or in which any director or executive officer of the Company, any nominee for election, any owner of more than five percent (5%) of the Company's voting shares, or any member of the immediate family of any such director or officer or owner of more than five percent (5%) of the Company's voting shares, had or is to have a direct or indirect material interest.

Resignation/Disagreement

Vivian S. Liban resigned as Treasurer and Corporate Information Officer on 27 February 2015.

Item 6. Compensation of Directors and Executive Officers

The aggregate compensation paid in 2014 and estimated to be paid in 2015, (1) to the Chief Executive Officer and four (4) most highly compensated officers of the Company, as a group; and (2) to all key officers, other officers, and directors as a group, is set out below:

Name and Principal Position	Year	Salary	Bonus	Per Diem
CEO & four most highly compensated key officers ¹	Actual 2013	0	0	0
	Actual 2014	0	0	0
	2015 (est.)	0	0	500,000
All other key officers, other officers and directors as a group unnamed(excluding the CEO and four most highly compensated key officers)	Actual 2013	0	0	0
	Actual 2014	0	0	0
	2015 (est.)	0	0	120,000

Except for nominal per diem for attending board & committee meetings, there are no standard arrangements by which Directors are compensated directly or indirectly.

Item 7. Independent Public Accountants

- a) Independent Public Accountants, Reyes Tacandong & Co. (RTC) will stand for re-election as the Corporation's external auditors for the year 2015 which shall be subject to shareholders' approval during the Annual Meeting in compliance with SRC Rule 68, Paragraph 3(b)(iv) which provides that the external auditor should be rotated every five (5) years or earlier or the handling partner shall be changed.
- b) RTC was first elected as the Company's Independent Public Accountant in December 2014. Representatives of RTC will be present during the annual meeting and will be given the opportunity to make a statement if they desire to do so. They are also expected to respond to appropriate questions if needed. There was no event where RTC and the Company had any disagreement with regard to any matter relating to

¹ The current officers of the Company are not receiving any compensation from the Company.

accounting principles or practices, financial statement disclosure or auditing scope or procedure. Except as stated in the report of independent auditors, the Corporation has no disagreements with its auditors.

The 2014 audit of the Company is in compliance with Rule 68, paragraph (3)(b)(ix) of the Amended Securities Regulation Code Rule 68, which provides that the external auditor should be rotated, or the handling partner changed, every five (5) years or earlier and that a two-year cooling off period should be observed in the re-engagement of the same signing partner or individual auditor.

At present, RTC account partner handling the Corporation is Belinda B. Fernando and she has been the handling partner since 2014. She is due for rotation in 2019. A two year cooling off period shall be observed in the re-engagement of the same signing partner or individual.

The Company created an Audit Committee composed of the following members: Bernadeth A. Lim, Juan Victor S. Valdez and Johnny Y. Aruego, Jr (Chairman).

Item 8. COMPENSATION PLANS

No action is proposed to be taken during the stockholders' meeting with regard to any bonus, profit sharing, pension/retirement plan, granting of any extension of options, warrants or rights to purchase any securities.

C. ISSUANCE AND EXCHANGE OF SECURITIES

No matter will be taken up involving any issuance or exchange of securities.

Item 9. AUTHORIZATION OR ISSUANCE OF SECURITIES OTHER THAN FOR EXCHANGE

There is nothing to disclose with respect to authorization or issuance of securities.

Item 10. MODIFICATION OR EXCHANGE OF SECURITIES

none

D. OTHER MATTERS

Item 15. ACTION WITH RESPECT TO REPORTS & OTHER PROPOSED ACTION/S

The following matters shall be submitted to the vote of stockholders of the Company during the stockholders' meeting.

1. Approval of Minutes of the previous meeting
2. Approval of Management Report and Audited Financial Statements
3. Ratification of Management's Act
4. Authority to enter into Management Agreement with RYM Business Management Corp.
5. Election of Directors
6. Appointment of External Auditor

Item 16. MATTERS NOT REQUIRED TO BE SUBMITTED

All corporate actions to be taken up at the annual stockholders' meeting will be submitted to the stockholders of the Registrant for their approval in accordance with the requirements of the Corporation Code.

Matters not required to be submitted are the Call to Order and Certification of Notice and Quorum.

Summary of the Minutes of the 2014 Stockholders' Meeting

The last annual meeting of the stockholders of the Company was held last 19 December 2014, where the stockholders of the Company approved the following matters: (i) the President's Annual Report and the Annual Report for the year 2013; (ii) the minutes of the Annual Stockholders' meeting of the Company held last 28 May 2013; (iii) the Audited Financial Statement of the Company for the year 2013 contained in the Annual Report; (iv) all the acts and resolutions of the Board of Directors and Management from 2013 up to 2 December 2014; (v) the amendment of the Articles of Incorporation to change the principal place of business from its previous address of No. 3 San Antonio St., Bo. Kapitolyo, Pasig City to its current address of 16F Citibank Tower, Paseo de Roxas, Makati City, (vi) the appointment of Reyes Tacandong & Co., as the Company's external auditor; (vi) the election of the members of the Board of Directors (including the Independent Directors) of the Company.

Item 14. Voting Procedures

In the election of directors, the seven (7) nominees garnering the highest number of votes will be elected as members of the board of directors, provided that there shall always be at least two (2) members who are independent directors.

For all other matters proposed to be acted upon, the affirmative vote of the shareholders representing a majority of the outstanding common capital stock will be needed for approval.

Manner of Voting

Each common share entitles the person in whose name it is registered in the books of the Company to one vote with respect to all matters to be taken up during the annual meeting of stockholders.

In the election of directors, each stockholder may vote such number of shares for as many persons as there are directors to be elected or may cumulate said shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his share shall equal, or he may distribute them on the same principle among as many nominees as he shall see fit, provided, that the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

Voting Requirements

- (a) With respect to the election of directors, candidates who received the highest number of votes shall be declared elected as directors of the Company.
- (b) All other matters presented for approval of the stockholders of the Company require the affirmative vote of the stockholders representing a majority of the outstanding stock of the Company

Method by which Votes will be Counted

Unless required by law, or demanded by a stockholder present or represented at the meeting and entitled to vote thereat, voting need not be by ballot and will be done by show of hands.

The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the Annual Meeting of the Stockholders.

MANAGEMENT REPORT
MANAGEMENT DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

I. Consolidated Audited Financial Statements

The Consolidated Audited Financial Statements of Prime Media Holdings, Inc. (the "Company") for the year ended as of December 31, 2014 and unaudited financial statements for the period ended September 30, 2015 are attached to this report.

ITEM 1. BUSINESS AND GENERAL INFORMATION

Corporate Information

Prime Media Holdings, Inc. (the Company) was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on February 6, 1963. The SEC approved on October 1, 2003 the amendment of the Company's articles of incorporation, changing its primary purpose from a development bank to a holding company, to hold investments in the media industry and on March 4, 2013, the extension of the Company's corporate life for another 50 years.

On July 9, 1964, the Philippine Stock Exchange (PSE) approved the public listing of the Company's shares of stock. As at June 30, 2015, 663,713,458 Company shares are publicly listed.

On September 12, 2002, Company assets and liabilities arising from its development bank operations were transferred and assumed by Banco de Oro Unibank, Inc. (BDO) and Philippine Deposit and Insurance Corporation (PDIC) under a Memorandum of Agreement (MOA). As at December 31, 2014, the Company still has amounts due to BDO and PDIC representing unremitted collection of receivables as at December 31, 2014 and 2013 and foreclosed properties related to the receivables transferred. The Company has recognized the related liabilities on the foreclosed properties (see note 11).

On April 6, 2013, the BOD approved the conversion of advances from Neo Oracle Holdings, Inc. (NOHI) and Metro Tagaytay Land Company Inc. (MTLCI) aggregating ₱ 600.5 million, into 240,184,770 common shares at ₱ 2.50 a share (see note 15). On January 14, 2014, the SEC approved the valuation for the Company's debt to equity conversion.

In 2013, NOHI and MTLCI subscribed for additional ₱ 179 million or 71,600,000 common shares at ₱ 2.50 a share. The Company received the minimum subscription price amounting to ₱ 70.0 million in 2013. The applications for the listing of the underlying shares were filed with the SEC and PSE on May 23, 2013 and August 28, 2013, respectively.

On April 4, 2014, RYM Business Management Corporation (RYM) acquired 298,949,216 common shares owned by NOHI.

The major shareholders of the Company as of December 31, 2014 are as follows: RYM (43%), MTLCI (31%) and NOHI (12%).

Business Transactions with Related Parties

The Company has no related party transactions entered into for the period ended September 30, 2015.

Employees

As of September 30, 2015, the Company has no regular employees and engages contractual employees only.

Major Risks of the Business

The Company's principal financial instruments comprise of cash, loans and receivables, AFS investment and accrued expenses and other current liabilities. The main risks arising from the financial instruments of the Company are credit risk, market risk, and liquidity risk. The BOD reviews and approves policies for managing the risks.

Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligation. The Company's exposure to credit risk arises primarily from cash (excluding cash on hand), loans and receivables, and AFS financial investment.

Exposure to Credit Risk. The carrying amount of cash (excluding cash on hand), loans and receivables, and AFS investment represent the Company's maximum exposure to credit risk in relation to financial assets.

Credit Risk Concentration Profile. The credit risk of the Company is concentrated in its loans receivables.

The aging analyses of financial assets as at September 30, 2015 and December 31, 2014 are as follows:

September 30, 2015					
	Neither Past Due Not Impaired	Past Due but not Impaired		Past due and impaired	Total
		Less than 30 days	31-60 days		
Cash in banks	P 94,276	P -	P -	P -	P 94,276
Loans and receivables*	2,238	-	-	60,278	62,516
AFS investments	150	-	-	50	200
	P 96,664	P -	P -	P 60,328	P 156,992

December 31, 2014					
	Neither Past Due Nor Impaired	Past Due But Not Impaired		Past Due And Impaired	Total
		Less Than 30 Days	31-60 Days		
Cash in banks	P110,054	P-	P-	P-	P110,054
Loans and receivables*	2,525	-	-	60,278	62,803
AFS investment	150	-	-	50	200
	P112,729	P-	P-	P60,328	P173,057

*Excluding advances to officers, employees and service providers amounting to P=2.11 million as at June 30, 2015(P 2.13 million as at December 31, 2014).

Cash in banks are entered into with reputable financial institutions duly approved by the BOD.

Credit Quality. The credit quality of the Company's financial assets that are neither past due nor impaired are considered to be of high grade and expected to be collectible without incurring any credit losses.

High grade financial assets are those financial assets from counterparties with good financial condition and with relatively low defaults.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to settle or meet its financial obligations when they fall due. The Company aims to maintain flexibility by maintaining sufficient cash to meet all foreseeable cash needs.

The tables below summarize the maturity profile of the Company's financial liabilities as at September 30, 2015 and December 31, 2014 based on contractual undiscounted cash flows:

ITEM 2 . DESCRIPTION OF PROPERTIES

Property, Plant and Equipment

Office Space

The Company's registered office is located at 3 San Antonio Street, Barrio Kapitolyo, Pasig City. On March 2, 2015, the SEC approved the change of principal office address to 16th Floor Citibank Tower, Paseo de Roxas, Makati City.

Leases

The Company leases a certain property for a period of 20 years to expire on January 16, 2016. The Company subleased the said property which commenced on January 16, 2003 and will end on September 15, 2014 and was extended until July 31, 2015. The lease agreement with BDO is subject to an annual escalation rate of 5%. Rental income amounted to P=1.1 million and ₱ 1.5 million in September 31, 2015 and 2014 respectively.

ITEM 3. LEGAL PROCEEDINGS

In the normal course of operations, the Company is named a defendant in various legal actions, but it is the opinion of Management, that the ultimate liability, if any, from these cases will not seriously affect the Company. The only potential liability of the Company in relation to the pending cases is that of the case involving collection for sum of money. The said case is entitled *Bangko Sentral ng Pilipinas vs. Prime Media Holdings, Inc.* docketed as Civil Case No. 13130993, and pending before the Regional Trial Court of Manila, Branch 25.

The BSP filed the said action based on various contracts with BSP concerning lease of certain properties with option to re-purchase the same. BSP seeks to recover PhP42,487,770.23 representing actual damages for unpaid obligations, consisting mainly of rental arrearages under the Agreements.

Management believes that there are viable defenses against BSP's claim against the Company. These defenses are summarized as follows:

1. The agreements with BSP contained provisions favorable to BSP which violates principle of mutuality of Contracts under Article 1308 of the New Civil Code, which renders them void or non-existent. Hence, the contract should not be enforced.
2. The condition requiring the Company to buy-back the properties was a unilateral imposition by BSP and leveraging the same as a pre-condition for its (BSP's) grant of approval to the Company's rehabilitation. This tantamount to vitiated consent on the part of the Company which, under Article 1330 of the New Civil Code, renders the subject contracts voidable or void.
3. The Company already made partial payments for the repurchase of the subject property in the amount of PhP145 million. Thus, the unilateral forfeiture of the entire amount by BSP is iniquitous and unconscionable as provided for under Article 1229 and 2227 of the New Civil Code. Courts can equitably reduce the amount forfeited by the BSP, and then order its refund to the Company.
4. The BSP's unilateral imposition on the Company to buyback the very same properties that were earlier dacioned violates Section 51 of the General Banking Law of 2000 which mandates banks to acquire real estate only if it is "necessary for its own use in the conduct of its business."

Last 23 October 2014, the Answer with Counterclaim was filed with the Honorable Court. The Counterclaim was for an amount of PhP 145,000,000.00 representing deposit payments made by the Company under the said contracts.

Thereafter, the case set for Pre-Trial conference. Both parties submitted their respective pre-trial brief. The Honorable Court referred to case to mediation before the Philippine Mediation Center. Despite earnest efforts on both parties, the parties were unable to reach an amicable settlement and the mediation was terminated. The case was then referred to Judicial Dispute Resolution (JDR). The JDR likewise failed to result in an amicable settlement.

In order dated 24 September 2015 by the Executive Judge of the Regional Trial Courts of Manila City, the case was set for re-raffling on 15 October 2015.

OPERATIONAL AND FINANCIAL INFORMATION

Plan of Operation

The company has not been actively operating since its primary purpose was changed from a development bank to a holding company in December 2002 other than the continuing activities involving the transfer of almost all its assets to either PDIC or BSP. There are no known trends, events or material commitments that are expected to have a material favorable or unfavorable impact on the financial condition or on income from continuing operations. The Company converted about P600.46 million of its debts to related parties into equity as part of the plan to reduce its capital deficiency from P835 million as of 31 December, 2012 to only P164 million as of December 31, 2013 (see Note 1 of the AFS). The Company also signed subscription agreements with its major stockholders for total proceeds of P179 million, of which P70 million was received in April 2013 and the balance of P109 million was received in June 2014 after regulatory approval was obtained from the SEC. This further brought the capital deficit down to a manageable level of P46.8 million as of 30 September 2014. Aside from the transfer of assets to PDIC and BSP, the Company continues to pursue the clean-up of its books and the settlement of its remaining obligations to pave the way for possible additional capital infusion from third party investors. The Company was able to transfer close to P15 million of asset values to PDIC and BSP during the year 2013 and the first nine months of 2014. As of 30 September 2014, about P223 million of asset values are still to be transferred to PDIC and about P2 million are to be transferred to BSP.

Status of Operations.

The Company has a capital deficiency of ₱ 64.33million as at September 30, 2015 (₱ 48.6 million as at December 31, 2014). Pursuant to Company plan, the stockholders converted advances aggregating ₱ 600.5 million to additional capital in 2014. Moreover, the stockholders infused additional capital aggregating ₱ 179.0 million (see note 12) in 2014 and 2013 to generate necessary working capital to pursue new business and settle its liabilities.

The Company is pursuing discussions with third party investors for additional capital.

ITEM 5. MARKET PRICE OF AND DIVIDENDS ON REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

The principal market for the registrant's common stock is the Philippine Stock Exchange ("PSE"). The Company's stock symbol is "PRIM"

Stock Prices – Common Shares

The following table sets forth the high and low closing sales prices per share of the Common Shares listed on the PSE during the respective periods indicated as per published financial sources.

The number of common shareholders of record as of 30 September 2015 is 1614 with total number of shares at 698,930,906. The shares are actively being traded in the Philippine Stock Exchange for the past 3 years. The high and low sales prices in pesos for each quarter within the last two fiscal years 2012 to 2013, for the first 3 quarters of 2014 and the latest trading date are given below:

Year	Quarter	High	Low
2012	1 st	1.92	1.58
	2 nd	1.65	1.30
	3 rd	1.66	1.31
	4 th	1.42	1.08
2013	1 st	2.70	1.20
	2 nd	2.56	1.60
	3 rd	1.90	1.27
	4 th	2.31	1.25
2014	1 st	2.15	1.40
	2 nd	2.00	1.66
	3 rd	1.99	1.67
	4 th	1.70	1.25
2015	1st	1.62	1.30
	2nd	1.68	1.28
	3rd	1.40	1.08

On 04 December 2015, PRIM had a closing price of 1.37 per common share.

Holders

Common Shareholders

As of 31 October 2015, the stock transfer agent reported 1,614 holders of common shares of the Company. The top 20 stockholders, the number of common shares held and the percentage of the common shares outstanding held by each are as follows:

**PRIME MEDIA HOLDINGS, INC.
LIST OF TOP 20 STOCKHOLDERS
AS OF OCTOBER 31, 2015**

Nationality	Name	No. of Shares	Percentage
1 Filipino	PCD NOMINEE CORPORATION (FILIPINO)	670,524,265	95.94%
2 Filipino	FIRST PRODUCERS HOLDINGS CORP. FAO RAY BURTON DEVELOPMENT CO	6,175,789	0.88%
3 Filipino	FIRST PRODUCERS HOLDINGS CORP. FAO PRODUCERS PROPERTIES INC.	4,903,852	0.70%
4 Filipino	RAY BURTON DEVELOPMENT CORPORATION	3,213,293	0.46%
5 Filipino	PRODUCERS PROPERTIES, INC.	3,013,701	0.43%
6 Filipino	MERCANTILE INVESTMENT COMPANY, INC.	1,585,989	0.23%
7 Others	PCD NOMINEE CORPORATION (FOREIGN)	1,059,335	0.15%
8 Filipino	ERNESTO B. LIM	880,000	0.13%
9 Filipino	LUCIO W. YAN &/OR CLARA YAN	600,000	0.09%
10 Filipino	JOEL B. VARGAS	534,876	0.08%
11 Filipino	MERLENE SO &/OR SO PENG KEE	239,000	0.03%
12 Filipino	MARIA T. UY	211,200	0.03%
13 Filipino	JOSE YU GO, JR.	210,000	0.03%
14 Filipino	ROBERT SIANYUSIONG	174,416	0.02%
15 Filipino	JOVY LIM GO	150,000	0.02%
16 Filipino	QUE LU KIONG	150,000	0.02%
17 Filipino	RUFINO H. ABAD	142,011	0.02%
18 Filipino	LUCIANO H. TAN	139,600	0.02%
19 Filipino	LEONARDO NAVALTA	132,294	0.02%
20 Filipino	LAMBERTO C. DIZON &/OR ERUNDA V. DIZON	127,860	0.02%
TOTAL OUTSTANDING - TOP 20 STOCKHOLDERS		694,167,481	99.32%
OTHER STOCKHOLDERS		4,763,425	0.68%
TOTAL ISSUED AND OUTSTANDING		698,930,906	100.00%

Preferred Shareholders

The number of preferred shareholders as of October 31, 2015 was 269. Preferred shares outstanding as of October 31, 2015 were 48,559,000. The top twenty shareholders are as follows:

**PRIME MEDIA HOLDINGS, INC.
LIST OF TOP 20 STOCKHOLDERS (PREFERRED)
AS OF OCTOBER 31, 2015**

Nationality	Name	No. of Shares	Percentage
1 Filipino	ALBERT DEL ROSARIO ITF ANTHONY SALIM	32,231,970	66.38%
2 Filipino	RICARDO S. PASCUA	1,960,770	4.04%
3 Filipino	FLORENTINO L. MARTINEZ	907,340	1.87%
4 Filipino	CARLOS TORRES	800,000	1.65%
5 Filipino	MDI EMPLOYEES RETIREMENT PLAN	610,450	1.26%
6 Filipino	METROLAB EMPLOYEES RETIREMENT PLAN	545,040	1.12%
7 Filipino	HELENA LLEREZA	529,810	1.09%
8 Filipino	HPPI EMPLOYEES RETIREMENT PLAN	500,000	1.03%
9 Filipino	E. CHUA CHIACO SEC., INC.	449,640	0.93%
10 Filipino	CITISECURITIES, INC.	403,000	0.83%
11 Filipino	WEALTH SECURITIES INC.	402,000	0.83%
12 Filipino	VIRGINIA U. NG	344,470	0.71%
13 Filipino	PNB SECURITIES, INC.	300,280	0.62%
14 Filipino	TATO A. JOHAN	300,000	0.62%
15 Filipino	BANCO DE ORO TRUST BANKING GROUP FAO MIRIAM COLLEGE FOUNDATION	280,000	0.58%
16 Filipino	ANTONIO R. SAMSON	250,000	0.51%
17 Filipino	SEGUNDO SEANGIO	244,000	0.50%
18 Filipino	DIVERSIFIED SEC., INC.	218,080	0.45%
19 Filipino	ANTONIO ALPIO	218,000	0.45%
20 Filipino	TERESITA C. COMETA	210,000	0.43%
TOTAL OUTSTANDING - TOP 20 STOCKHOLDERS		41,704,850	85.88%
OTHER STOCKHOLDERS		6,854,150	14.12%
TOTAL ISSUED AND OUTSTANDING		48,559,000	100.00%

Dividends

The Company has not declared dividends for the last three (3) fiscal years. Under existing regulations, a corporation can only declare dividends out of its unrestricted retained earnings.

Recent Sales of Unregistered or Exempt Securities including Recent Issuance of Securities Constituting an Exempt Transaction

On 6 April 2013, the Company offered to its related parties, Neo Oracle Holdings, Inc. (NOHI) and Metro Tagaytay Land Co., Inc. (MTLCI) to subscribe to 71.6 million shares at an issue price of P2.50 per share in order for the Company to raise funds in the amount of P179 million for the settlement of the Company's maturing liabilities. The Company likewise, offered to convert the advances of NOHI and MTLCI in the Company amounting to P600.46 million into 240,184,770 common shares at an issue price of P2.50 per share subject to the filing of requisite applications for the public listing of the said shares with the PSE. The Company received the SEC approval for exemption last 14 January 2014.

Aside from the foregoing, there were no sales of unregistered or exempt securities or issuance of securities constituting an exempt transaction made by the Company for the last two fiscal years.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes as of December 31, 2014 and 2013 prepared in conformity with PFRS hereto attached in the Exhibits.

The financial information for the three years ended December 31, 2014, 2013 and 2012 are as follows:

2014 vs. 2013

Explanations for the material changes in the Company's accounts between 2014 and 2013 are given below:

Statement of Financial Position

Total assets of the Company stood at ₱ 153.67 million which is ₱ 106.8 million or 228% higher than the previous year. The significant changes were mainly due to the following:

1. Cash increased significantly from ₱ 3.28 million as of December 31, 2013 to ₱ 110.05 million as of December 31, 2014 mainly due to the receipt of ₱ 109 million representing full payment of the stock subscription of two major stockholders, Neo Oracle Holdings, Inc. (NOHI) and Metro Tagaytay Land Co. Inc. (MTLCI).
2. Loans and receivables increased by 5% mainly due to the accrual of the subleased property rent for the month of November and December 2014.
3. Other current assets decreased by 17% as prepaid rent representing rent for the year 2014 on a subleased property was converted into expense.

Total liabilities as of December 31, 2014 which mainly pertains to accruals for taxes and registration fees and payables to BDO, PDIC and PDIC almost remained constant from the ₱ 203.15 million for the year-end 2013 level to ₱ 202.27 million (see note 11 of the attached 2014 AFS). Capital deficiency as of the current year end further reduced to ₱ 48.6 million from ₱ 156.31709.9 million as of December 31, 2013 principally due to the conversion of debts to related parties into equity and the full payment of new share subscriptions.

Results of Operations

Operating results reflected a net loss of ₱ 1.27 million in 2014, as compared to 2013 that reported a net income of ₱ 8.4 million. The net loss mainly due to the ₱ 1.2 million payments of documentary stamp tax in relation to the issuance of shares for the conversion of advances to equity in April 2014, the ₱ 0.8 million payment of penalty to PSE for failure to comply submission of 2011 disclosures and the ₱ .872 million payment of listing fees covering 311, 784,711 shares on December 2014. This was partly offset by the rental income collected from the leased properties, collection of an account that was previously written off and proceeds from a sale of real property.

2013 vs. 2012

Explanations for the material changes in the Company's accounts between 2013 and 2012 are given below:

Statement of Financial Position

1. Cash declined by 30% versus the 2012 level as the Company continued the payment of taxes relating to the transfer of the remaining assets to PDIC and BSP.
2. Loans and receivables dropped by 27% mainly due to the liquidation of advances to service providers for the payment of taxes on completed asset transfers.

3. Other current assets decreased by 29% as creditable withholdings taxes derived from the rental of certain properties were applied against this year's income tax payable and as prepaid rent on a subleased property was expensed
4. Other non-current assets dropped to zero due to transfer of balance of prepaid rent to current portion and collections made from the Investment Management Account (previously derived from the pension trust account)
5. Due to Affiliates was reduced to zero due to the conversion of the advances of NOHI and MTLCI into the Company's equity
6. Loans payable balance as of yearend 2013 was nil due to full payment of the loan to BDO which had a balance of ₱ 67.1 million in 2012
7. Accrued expenses decreased by 9% due to various settlements and payment of transfer taxes accrued in prior years.
8. Income tax payable was lower by 82% largely due to lower taxable income in 2013 versus that of 2012.

Statements of Income

Operating results reflected a net income of ₱ 8.4 million in 2013, a 47% reduction from the net income of ₱ 16 million reported in 2012 mainly due to lower reversal of accrued expenses of 8.0 million as against the ₱ 22.1 million reversal in 2012 for over accrual of expenses made in 2002 relating to the transfer costs of the properties to be transferred to PDIC and BSP. This was partly offset by higher rental income resulting from a 5% escalation in the lease rate, lower interest charges due to the full payment of the bank loan and lower administrative expenses due to lower volume of assets transferred to PDIC.

Management Discussion and Analysis

2012 vs. 2011

Explanations for the material changes in the Company's accounts between 2011 and 2012 are given below:

Statement of Financial Position

1. Cash declined by 15% versus the 2011 level as the Company continued the payment of taxes relating to the transfer of the remaining assets to PDIC and BSP
2. Loans and receivables dropped by 16% mainly due to the liquidation of advances to service providers for the payment of taxes on completed asset transfers.
3. Other current assets decreased by 30% as creditable withholdings taxes derived from the rental of certain properties are applied against this year's Minimum Corporate Income Tax (MCIT).
4. Other non-current assets decreased by 37% due to amortization of prepaid rent and collections made from the Investment Management Account (previously derived from the pension trust account).
5. Available for sale investment was down by 5% due to the lower market value of the club share owned by the company.
6. Accrued expenses decreased by 16% due to various settlements and payment of transfer taxes and reversal of ₱22 million accrued in prior year.

Statements of Income

Operating results reflected a net income of P16 million in 2012 as opposed to the loss of P6.1 million experienced in 2011 mainly due to following:

- a) a non-recurring reversal of provision of 22.1 million for overaccrual of expenses relating to the transfer costs of the properties to be transferred to PDIC and BSP. Prior year's estimate included taxes on the first leg transfer relating to foreclosed properties which was already paid for under the voluntary assessment program of the BIR.
- b) higher rental income as the company continues to derive rental income on properties awaiting transfer to PDIC and
- c) lower administrative expenses due to lower fees paid to service providers in 2012.

KEY PERFORMANCE INDICATORS

	December 31 2014	December 31 2013	December 31 2012
Current Ratio (a)	0.57	0.01	0.014
Solvency Ratio(b)	-0.00625	0.01	0.018
Total Liabilities-to-Equity Ratio(c)	-4.16	-1.300	-1.061
Asset-to-Equity Ratio (d)	-3.16	-0.300	-0.061
Interest Rate Coverage Ratio (e)	0	9.90	5.18
Return on Assets(f)	-0.01	0.173	0.307
Return on Equity (g)	0.03	-0.1696	-0.019

- a) Current ratio is measured as total current assets divided by total current liabilities
- b) Solvency ratio is measured as net income plus depreciation and amortization divided by total liabilities
- c) Total liabilities-to-equity ratio is measured as total liabilities divided by total equity
- d) Asset-to-equity ratio is measured as total assets divided by total equity
- e) Interest rate coverage ratio is measured as earnings before interests and taxes divided by net interest expense
- f) Return on assets is measured as net income divided by average total assets
- g) Return on equity is measured as net income divided by average total equity

As of September 30

Financial Ratios	2015	2014
Current Ratio ^(a)	0.49 : 1	0.58 : 1
Debt-to-Equity Ratio ^(b)	3.14 : (1)	4.34 : (1)
Asset-to-Equity Ratio ^(c)	2.14 : (1)	3.34 : (1)
Return on Assets ^(d)	(0.11)	0.05
Return on Equity ^(e)	(0.28)	(0.05)

- a. Current ratio is measured as total current assets divided by total current liabilities
- b. Total liabilities-to-equity ratio is measured as total liabilities divided by total equity
- c. Asset-to-equity ratio is measured as total assets divided by total equity
- d. Return on assets is measured as net income divided by average total assets
- e. Return on equity is measured as net income divided by average total equity

For the last three fiscal years and the first nine months of 2014, aside from revenues derived from rental of certain properties to be transferred to PDIC and the collection of previously written off loans receivable, the Company has no revenues arising from business operations

Changes in Financial Condition and Results of Operation (2011- September 30, 2014)

Any significant change in the Company's financial condition is a result of on-going activities of the Company relating to the transfer of certain assets to PDIC and BSP and its efforts to clean-up its books. The major changes in the Company's Statement of Financial Position and Statement of Income for 2012 as opposed to 2011 and for 2013 as against 2012 are discussed on pages 8-9 of the Annual Report (SEC form 17-A), which is attached herewith as Annex "B".

The Company's key performance indicators of financial soundness for 2012 and 2013 are indicated on page 10 of the Annual Report.

There were no significant changes in the Company's Financial Position as of the nine months of 2014 as against the same period in 2013 except as discussed in the Notes to the Financial Statements of the Quarterly Report (SEC form 17-Q) attached herewith as Annex "C".

There are no known trends or any known demands, commitments, events or uncertainties, except as disclosed on page 9 in the Other Financial Information section Item b of the Quarterly Report, that will result to or that are likely to result in a significant change in the Company's liquidity position, revenues or contingent financial liabilities.

There are no material off-balance sheet transactions, arrangements, obligations and other relationships of the company with unconsolidated entities or other persons created during the last three fiscal years and the first nine months of 2014. The Company has not made any material commitment for capital expenditures during the same reporting period.

The foregoing discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the accompanying financial statements and the related notes as of 30 September 2014, and 31 December 2013, 2012 and 2011, as well as the report for the period ending 31 December 2013, 2012, 2011 included in the Annual Report (SEC Form 17-A) which is attached herewith as Annex "B".

Other than the disclosures made in this Management Report and the attached financial statements, the Company is not aware of the following:

1. Known trends, demands, commitments, events and uncertainties that will result in or likely to decrease its liquidity in a material way.
2. Events that will trigger direct or contingent material financial obligations to the Company.
3. Material off-balance sheet transactions, arrangements, obligations (direct or contingent), and other relationships of the Company with unconsolidated entities or other persons created during the year.
4. Material commitments for capital expenditures.
5. Known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable impact on net income from continuing operations.
6. Significant elements of income or loss that did not arise from the Company's continuing operations.
7. Material events subsequent to end of the reporting period that have not been reflected in the financial statements.

ITEM 7. FINANCIAL STATEMENTS

The consolidated financial statements and schedules listed in the accompanying Index to Financial Statements supplementary Schedules are filed as part of this Form 17-A. The management is not aware of any significant or material events or transactions not included nor disclosed in the consolidated financial statements in compliance with the SRC Rule 68.

ITEM 8. INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

External Audit Fees and Services Year Ended December 31

	2014	2013	2012
Audit Fees	308,000	275,000	350,000
Audit Related Fees	36,960	-	-*

Audit Fees. Represents professional fees of the external auditor for the audit services rendered on Company's Annual Financial Statements for the years 2012 to 2014.

Audit-Related Fees. Represents the out of pocket expenses of the individuals who will perform the audit, it also includes postage and reproduction of Financial Statements as billed by the external auditor.

Tax Fees. Represents professional fees for tax advisory/consultation services rendered. Audit services provided to the Company by external auditor have been pre-approved by the Audit Committee.

The Audit Committee has reviewed the magnitude and nature of these services to ensure that they are compatible with maintaining the independence of the external auditor.

Changes in and disagreements with Accountants on Accounting and financial Disclosure

There was no event in the past years where the external auditor and the Registrant had any disagreements with regard to any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION FOR THE 9 MONTHS ENDING SEPTEMBER 30, 2015 COMPARED WITH NINE MONTHS ENDED SEPTEMBER 30, 2014

Management discussion and analysis of Financial Condition and result of operations.

The following is a discussion and analysis of the financial performance of Prime Media Holdings, Inc. (the Company) and should be read in conjunction with the unaudited Financial Statements of the Company filed as part of this report.

The company has not been actively operating other than the activities connected with the transfer of the Company's remaining assets to the Philippine Depositary Insurance Corporation (PDIC) and the Bangko Sentral ng Pilipinas (BSP). The Company also continues to pursue the clean up of its books and the settlement of its remaining obligations to attract potential investors.

Material Changes to the Statements of Income for the Nine Months Ended September 30, 2015 Compared with the Nine Months Ended September 30, 2014 (Increase/Decrease of 5% or more)

The Company incurred a ₱ 15.72 million net loss during the period. This is in contrast with the ₱ 0.67 million net income posted in the same period of the previous year. Significant changes in the income accounts for the nine months ended September 30, 2015 versus the same period last year are as follows:

1. Interest income of ₱ 1.15 million was recognized during the period as compared to ₱ 1.51 million, a decreased of 0.36 million during the same period last year due to decrease in the cash level.
2. Other Income from recovery of assets previously written off decreased by ₱ 1.17 million as more written off accounts were collected during the previous period.
3. Management and professional fees increased by ₱ 1.59 million due to the monthly legal fees paid to Ocampo and Manalo Law Firm beginning January 1, 2015 for the cases handled in behalf of the Company.
4. Outside services increased by ₱ 1.33 million due to payment for the appraisal services for the valuation of the Company's properties to be transferred to BDO and PDIC.
5. Penalties and losses incurred increased by ₱ 1.17 million mainly due to due to loss on litigation resulted to payment to China Banking Corporation in full satisfaction of judgment award in "China Banking Corporation vs. Plasko Trading Inc. and PDCP Development Bank (now Prime Media Holdings, Inc.)", under Civil Case No. 95-72847, RTC Manila, Branch 17.
6. Salaries, wages and allowances amounting to ₱ 0.25 million was incurred during the period due to the engagement of contractual employees .
7. Depreciation expense was incurred due to the purchase of computer equipment during the start of the second quarter.
8. Other expenses increased by ₱ 0.12 million due to increase in office supplies used and liquidation of transportation and travel expenses from service providers.
9. Taxes and licenses increased by ₱ 10.39 million during the period mainly payment to SEC on to extension of company's corporate life .

Material Changes to the Statement of Financial Position Accounts as of September 30, 2015 Compared to December 31, 2014 (Increase / Decrease of 5% or more)

There were no significant changes affecting assets, liabilities and equity accounts during the interim period except for the increase in the Property and Equipment account to ₱ 0.08 million due to the purchase of Computer equipment during April 2015.

PRIME MEDIA HOLDINGS, INC.
STATEMENT OF CASH FLOWS
(Amounts in thousand pesos)

	Note	January to September 2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES			
Income (loss) before income tax		(P 15,722)	P 667
Adjustments for:			
Interest income	6	(161)	(96)
Interest expense			1
Depreciation expense	10	6	-
Operating loss before working capital changes		(15,877)	572
Decrease (increase) in:			
Loans and receivables		298	(207)
Other current assets		(69)	(3)
Increase (decrease) in:			
Accrued expenses and other current liabilities		(205)	276
Net cash used in operations		(15,853)	638
Income tax paid		-	(191)
Interest received		161	96
Interest paid			(1)
Net cash flows used in operating activities		(15,692)	542
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from deposits for stock subscription		-	109,000
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of Computer Equipment	10	(86)	-
NET INCREASE (DECREASE) IN CASH		(15,778)	109,542
CASH AT BEGINNING OF YEAR		110,054	3,275
CASH AT END OF YEAR		P 94,276	P 112,817

Corporate Governance

The Company adopted a manual on corporate governance, which details the standards by which it conducts sound corporate governance consistent with relevant laws and regulations.

Ultimate responsibility for the Company's adherence to its manual rests with its Board of Directors, and through three committees that are to be charged with oversight functions on specific areas of the Company's activities. The Audit Committee is charged with internal audit oversight over all of the Company's transactions. The Nomination Committee is charged with ensuring that those admitted as members of the Company's Board of Directors are qualified, as well as ensuring fair representation of independent directors in the Company's Board of Directors. Finally, the Compensation and Remuneration Committee is tasked to ensure that fair compensation practices are adhered throughout the organization.

In view however, of its current condition, the Company is not actively conducting business. Despite said absence of actual business operations, the Company is currently undergoing internal reorganization and in the processing of evaluating its compliance with its reporting obligations as a public company. As such, it is not in a position to fully comply with the provisions of the manual on

corporate governance. Particularly, the company's Board of Directors and Committees do not meet regularly. There is likewise no Compensation Committee, in view of the fact that the Company's directors and officers currently do not receive compensation for serving as such. Notwithstanding the foregoing, the Company continues to endeavor towards internally reorganizing and evaluating its compliances to the rules applicable to it as a public company. Despite the status of the business operations of the Company, it has submitted to the Securities and Exchange Commission current reports (SEC Form 17-C) and quarterly (SEC Form 17-Q) and annual (SEC Form 17-A) reports to update the investing public of its financial and operational condition.

UPON THE WRITTEN REQUEST OF THE STOCKHOLDER(S), THE CORPORATION UNDERTAKES TO FURNISH SAID STOCKHOLDER(S) WITH A COPY OF SEC FORM 17-A, FREE OF CHARGE, EXCEPT FOR THE EXHIBIT ATTACHED THERETO, WHICH SHALL BE CHARGED AT A COST. ANY WRITTEN REQUEST FOR A COPY OF SEC FORM 17-A SHALL BE ADDRESSED TO Atty. Monica Villanueva at c/o Ocampo and Manalo Law Firm, 6th Floor Pacific Star Bldg., Sen. Gil Puyat Ave. corner Makati Avenue, Makati City.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on the ____ day of _____ 2015.

PRIME MEDIA HOLDINGS, INC.

By:



DIANE MADELYN C. CHING
Asst. Corporate Secretary



112072015001753

**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Industry Classification
Company Type Stock Corporation

Document Information

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Department	CED/CFD/CRMD/MRD/NTD
Remarks	INDEPENDENT DIRECTOR

COVER SHEET

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S.E.C Registration Number

PRIME MED A HOLDINGS INC.

(FORMERLY e-BANK CORP.)

(Company's Full Name)

16th Floor, Citibank Tower

Paseo de Roxas, Makati City

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

Mr. Rolando S. Santos

Contact Person

(02)831-4479

Company Telephone Number

Month

Day

Calendar Year

FORM TYPE

Month

Day

Annual Meeting

CERTIFICATE OF INDEPENDENT DIRECTOR

JOHMY ARGUEO JR

Secondary License Type, If Applicable

Corporate Finance
Department

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

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CERTIFICATION OF INDEPENDENT DIRECTORS

1, JOHNNY Y. ARUEGO, JR., Filipino, of legal age and a resident of No. 167 Libra St.,
Cinco Hermanos Subdivision, Manila City, after having been duly sworn to in accordance with do,
do hereby declare that

1. I am an Independent Director of **PRIME MEDIA HOLDINGS, INC.**
2. I am affiliated with the following organizations:
 - a. Partner at Aruego Bite and Associates
 - b. Director of Excel Unified Land Resources Corporation
 - c. Corporate Secretary and Legal Counsel of Agility, Inc. A.V. Ocampo-ATR Kimen Insurance Margarita Land and Management Co., Inc.
 - d. Assistant Rehabilitation Receiver for Pacific Carbonated Inc., Pet Plans, Inc. Bacnota' Steel Industries, Inc. and All Asia Capital and Trust Corporation
 - e. Assistant Liquidator of East Asia Capital Corporation and Reynolds Philippines Corporation
3. I possess all the qualification and none of the disqualifications to serve as an independent director of **PRIME MEDIA HOLDINGS, INC.** as provided for in Section 38 of the Securities Regulation Code and its implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities and Regulation Code.
5. I shall inform the Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** of any changes in the abovementioned information within five (5) days from its occurrence.

Done this 02 2019 at BRASILIA

JOHNNY Y. ARUEGO, JR.,

SUBSCRIBED AND SWORN to before me this 22 day of 12 2015 at MAKATI CITY Affiant
personally appeared before me and exhibited his 7 IN 12-228-348 issued at _____
and valid until _____.

Doc. No. 189
Page No. 89
Book No. 46
Series of 2015.

[illegible]



112072015001748

**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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No. of Days Late 0
Department CED/CFD/CRMD/MRD/NTD
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(FORMERLY e-BANK CORP.)

(Company's Full Name)

16th Floor, Citibank Tower
Paseo de Roxas, Makati City

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

Mr. Rolando S. Santos

Contact Person

(02)831-4479

Company Telephone Number

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Annual Meeting

CERTIFICATE OF INDEPENDENT DIRECTOR
EDGARDO E. TUMANGAN
Secondary License Type, If Applicable

Corporate Finance
Department

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

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CERTIFICATION OF INDEPENDENT DIRECTORS

I, **EDUARDO E. TUMANGAN**, Filipino, of legal age and a resident of Unit 220 Dakota Residence, 555 Gen. Malvar corner Adriatico Sts., Malate, Manila, after having been duly sworn to in accordance with law, do hereby declare that

1. I am an Independent Director of **PRIME MEDIA HOLDINGS, INC.**
2. I am affiliated with the following organizations:
 - a. Partner at Tumangan & Partners Law Office
 - b. Legal Counsel in San Miguel Corporation
 - c. Director of Macet, Inc., Lensper Corporation and CEI Laboratories, Inc.
 - d. President of the Capitol Bar Association,
 - e. Founding Chairman of the Philippine Insurance Law Association
 - f. Chairman of Rotary Leadership Institute
 - g. President of UP Alumni Association - Nueva Ecija Chapter
3. I possess all the qualification and none of the disqualifications to serve as an independent director of **PRIME MEDIA HOLDINGS, INC.** as provided for in Section 38 of the Securities Regulation Code and its implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities and Regulation Code.
5. I shall inform the Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** of any changes in the abovementioned information within five (5) days from its occurrence.

Done, this DEC 02 2015 at MAKATI CITY



EDUARDO E. TUMANGAN

MAKATI CITY

DEC 02 2015

SUBSCRIBED AND SWORN to before me this _____ at _____, affiant
personally appeared before me and exhibited his TIN 121-835-752 issued at _____
and valid until _____.

Doc. No. 190
Page No. 39
Book No. 116
Series of 2015.


ATTY. VIRGILIO R. BATALLA

NOTARY PUBLIC FOR MAKATI CITY

APPOINTMENT NO. 6137

UNTIL DECEMBER 31, 2016

ROLL OF ATTY. NO. 48348

MCLE COMPLIANCE NO. 17-2016333/4-10-2016

IBP NO. 706762 - LIFETIME MEMBER

PTR. NO. 474-8510 JAN 03, 2015

EXECUTIVE BLDG. CENTER

MAKATI AVE., COR., JUPITER