

CR01185-2017

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## Prime Media Holdings, Inc. PRIM

**PSE Disclosure Form ACGR-2 - Update on Annual Corporate Governance Report**  
**Reference: Revised Code of Corporate Governance of the**  
**Securities and Exchange Commission and SEC Memorandum Circular**  
**No. 1 and 12 Series of 2014**

### Description of the Disclosure

Amended to change the attendance of Atty. Monica Isabelle I. Villanueva to 2016 Board Meetings.

### Filed on behalf by:

|                    |                           |
|--------------------|---------------------------|
| <b>Name</b>        | Joanna Manzano            |
| <b>Designation</b> | Junior Compliance Officer |



**COVER SHEET**

2 2 4 0 1

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)

1 6 t h F l o o r 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)

**ROLANDO S. SANTOS**

Contact Person

**831-4479**

Company Telephone Number

1 2 3 1  
 Month Day  
 Fiscal Year

**AMENDED ATTENDANCE OF  
 DIRECTORS AT 2016 BOARD  
 MEETINGS**

FORM TYPE

0 5  
 Month Day  
 Annual Meeting

N/A

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles  
 Number/Section  
 Total Amount of Borrowings

Total No. of Stockholders

nil

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number  
 Document I.D.

LCU

Cashier

STAMPS



**PRIME MEDIA**  
*Holdings, Inc.*



RECEIVED SUBJECT TO REVIEW OF  
FEBRUARY 20, 2017

Securities and Exchange Commission  
SEC Building, EDSA  
Mandaluyong City

Attention: Atty. Justina F. Callangan  
Director  
Corporate Governance and Finance Department

Re: Amended Attendance of Directors at 2016 Board Meetings

Gentlemen:

In compliance with SEC Memorandum Circular No. 1, series of 2014, we hereby formally advise the Commission of the following:

- The following table summarizes the attendance of the directors of **Prime Media Holdings Inc.** (the "Corporation") in board meetings held by the Corporation during the calendar year 2016.

|                      | Name                          | Date of Election | Number of Meetings Held During the Year | Number of Meetings Attended | Percentage |
|----------------------|-------------------------------|------------------|---|-----------------------------|------------|
| Chairman             | Manolito A. Manalo            |                  | 3                                       | 3                           | 100%       |
| Board Member         | Bernadeth A. Lim              |                  | 3                                       | 3                           | 100%       |
| Board Member         | Monica Isabelle I. Villanueva |                  | 3                                       | <u>2</u>                    | <u>67%</u> |
| Board Member         | Juan Victor S. Valdez         |                  | 3                                       | 3                           | 100%       |
| Board Member         | Diane Madelyn C. Ching        | October 25, 2016 | 3                                       | 3                           | 100%       |
| Independent Director | Johnny Y. Aruego, Jr.         |                  | 3                                       | 3                           | 100%       |
| Independent Director | Edgardo E. Tumangan           |                  | 3                                       | 3                           | 100%       |

- The Board of Directors of the Company held its meetings in the year 2016, specifically on the following dates:

| Date of Meeting  | Nature of Meetings           |
|------------------|------------------------------|
| April 13, 2016   | Special Board Meeting        |
| August 30, 2016  | Special Board Meeting        |
| October 25, 2016 | Organizational Board Meeting |

3. Based on the records of the minutes of the above meetings of the Corporation, no director has absented himself for more than fifty percent (50%) from all meetings of the Board of Directors, both regular and special, during his incumbency or any twelve (12) month period during said incumbency. Attached as Annex "A" hereof is a summary of the attendance of the directors.

4. The Corporation held its annual stockholders' meeting on October 25, 2016. The Chairman of the Board, President and all the directors except Atty. Monica Isabelle I. Villanueva attended the said annual stockholders' meeting of the Corporation on October 25, 2016.

We trust that the foregoing is sufficient. Should you require any further information, please let us know.

Very truly yours,



Atty. Diane Madelyn C. Ching  
Asst. Corporate Secretary

**Annex "A"**  
**Meetings of the Board of Directors for the Year 2016**

| Name of Directors             | SM<br>April 13 | SM<br>August 30 | OM<br>October 25 |
|-------------------------------|----------------|-----------------|------------------|
| Manolito A. Manalo            | √              | √               | √                |
| Bernadeth A. Lim              | √              | √               | √                |
| Monica Isabelle I. Villanueva | √              | √               | <u>X</u>         |
| Juan Victor S. Valdez         | √              | √               | √                |
| Diane Madelyn C. Ching        | √              | √               | √                |
| Johnny Y. Aruego, Jr.         | √              | √               | √                |
| Edgardo E. Tumangan           | √              | √               | √                |

**Legend:**

|    |   |                              |
|----|---|------------------------------|
| √  | - | Present                      |
| X  | - | Absent                       |
| RM | - | Regular Board Meeting        |
| SM | - | Special Board Meeting        |
| OM | - | Organizational Board Meeting |
| NA | - | Not Applicable               |