

## 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)  
Oct 13, 2021
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  
16F BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City  
Postal Code  
1227
8. Issuer's telephone number, including area code  
88314479
9. Former name or former address, if changed since last report  
N.A.
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 Annual Stockholders' Meeting held on 13 October 2021

**Background/Description of the Disclosure**

Results of Annual Stockholders' Meeting held on 13 October 2021

**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	-

<b>External auditor</b>	Reyes Tacandong and Co.
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**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 October 13, 2021 the following matters were acted upon:

1. Amendment of the Articles of Incorporation to:

- (i) Reclassify the Preferred Class A and B Shares with par value of One Peso (Php 1.00) per share, to Common Shares with par value of One Peso (Php 1.00) per share, and delete all provisions relating to the Preferred Class A and B Shares;
- (ii) Increase the authorized capital stock to Seven Billion Pesos (Php 7,000,000,000.00) divided into Seven Billion (7,000,000,000) Common Shares with a par value of One Peso (Php 1.00) per share;
- (iii) Delete all provisions relating to banking operations; and
- (iv) Include a provision prohibiting foreign ownership of shares.

2. Amendment of the By-laws to:

- (i) delete all provisions relating to banking operations, and
- (ii) to authorize the holding of virtual meetings by the stockholders, Board of Directors and Board Committees.

3. Approval of the subscription by the major shareholders of Philippine CollectiveMedia Corp. ("PCMC Shareholders") of up to One Billion Six Hundred Seventy Nine Million Nine Hundred Sixty Six Thousand Four Hundred (1,679,966,400) common shares at the minimum subscription price of PhP 1.00 per share, to be issued out of the proposed increase in authorized capital stock, in consideration of the assignment and transfer to the Corporation of Three Hundred Forty Nine Thousand Nine Hundred Ninety Three (349,993) PCMC shares representing 99.9% of the outstanding capital stock of PCMC. The Board of Directors were authorized to determine and approve the final number of the Corporation's shares to be issued, the final subscription price and the other terms and conditions of the foregoing transaction".

4. Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rule.

5. Authority to accept private placements for up to 300,000,000 common shares to be issued at a price equivalent to the par value of PhP 1.00 per share.

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 2021-2022.

**Other Relevant Information**

Please see attached.

**Filed on behalf by:**

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

October 13, 2021

**Philippine Stock Exchange**

9<sup>th</sup> Floor, PSE Tower

5<sup>th</sup> Avenue corner 28<sup>th</sup> Street

Bonifacio Global City, Taguig City

Attention: **Ms. Janet A. Encarnacion**  
Head, Disclosure Department

Re: **Results of Annual Stockholders' Meeting and  
Organizational Meeting of the Board of Directors**

Gentlemen:

We advise that during the Annual Stockholders' Meeting of **Prime Media Holdings Inc.** (the "Corporation") held on October 13, 2021 the following matters were acted upon:

1. Amendment of the Articles of Incorporation to:
  - (i) Reclassify the Preferred Class A and B Shares with par value of One Peso (Php 1.00) per share, to Common Shares with par value of One Peso (Php 1.00) per share, and delete all provisions relating to the Preferred Class A and B Shares;
  - (ii) Increase the authorized capital stock to Seven Billion Pesos (Php 7,000,000,000.00) divided into Seven Billion (7,000,000,000) Common Shares with a par value of One Peso (Php 1.00) per share;
  - (iii) Delete all provisions relating to banking operations; and
  - (iv) Include a provision prohibiting foreign ownership of shares.
2. Amendment of the By-laws to:
  - (i) delete all provisions relating to banking operations, and
  - (ii) to authorize the holding of virtual meetings by the stockholders, Board of Directors and Board Committees.
3. Approval of the subscription by the major shareholders of Philippine CollectiveMedia Corp. ("PCMC Shareholders") of up to One Billion Six Hundred Seventy Nine Million Nine Hundred Sixty Six Thousand Four Hundred (1,679,966,400) common shares at the minimum subscription price of Php 1.00 per share, to be issued out of the proposed increase in authorized capital stock, in consideration of the assignment and transfer to the Corporation of Three Hundred Forty Nine Thousand Nine Hundred Ninety Three (349,993) PCMC shares representing 99.9% of the outstanding capital stock of PCMC. The Board of Directors were authorized to determine and approve the final number of the Corporation's

shares to be issued, the final subscription price and the other terms and conditions of the foregoing transaction”.

4. Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rule.
5. Authority to accept private placements for up to 300,000,000 common shares to be issued at a price equivalent to the par value of PhP 1.00 per share.
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 2021-2022.

We further advise that during the Organizational Meeting of the Board of Directors held immediately after the stockholders’ meeting, the following matters were acted upon:

1. Election of the following officers for the year 2021 to 2022 to serve as such until their successors are duly elected and qualified:

Manolito A. Manalo	:	Chairman of the Board and President
Bernadeth A. Lim	:	Vice-President
Rolando S. Santos	:	Treasurer
Dale A. Tongco	:	Risk Management Officer
Reuben Carlo O. General	:	Corporate Secretary/ Compliance Officer/Data Privacy Officer
Christopher Sam S. Salvador	:	Assistant Corporate Secretary/ Co-Compliance Officer and Corporate Information Officer

2. Election of the following Committee Members for the year 2021 to 2022 to serve as such until their successors are duly elected and qualified:

(a) Executive Committee ("Execom"):

Chairman: Manolito A. Manalo  
Members: Rolando S. Santos  
Hermogene H. Real

(b) Audit, Governance, Oversight and Related Party Transaction Committee:

Chairman: Johnny Y. Aruego, Jr. (*Independent Director*)  
Members: Francisco L. Layug III (*Independent Director*)  
Bernadeth A. Lim

(c) Nomination and Compensation Committee:

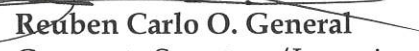
Chairman: Francisco L. Layug III (*Independent Director*)  
Members: Johnny Y. Aruego, Jr. (*Independent Director*)  
Hermogene H. Real

3. Amendment of the Seventh Article of the Corporation's Articles of Incorporation to include a provision prohibiting foreign ownership of shares.

4. Amendment of the By-laws to authorize the holding of virtual meetings by the stockholders, Board of Directors and Board Committees.

Very truly yours,

  
**Maila Lourdes G. De Castro**  
Corporate Secretary/Outgoing

  
**Reuben Carlo O. General**  
Corporate Secretary/Incoming