

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)
Sep 2, 2022
2. SEC Identification Number
22401
3. BIR Tax Identification No.
000-491-007
4. Exact name of issuer as specified in its charter
PRIME MEDIA HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)

7. Address of principal office

16TH FLOOR BDO TOWERS VALERO (FORMERLY CITIBANK TOWER), 8741 PASEO DE ROXAS MAKATI CITY

Postal Code
1227

8. Issuer's telephone number, including area code

(632) 8831-4479

9. Former name or former address, if changed since last report

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10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
COMMON	700,298,616
PREFERRED	14,366,260

11. Indicate the item numbers reported herein

Item 9 Other Events

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Prime Media Holdings, Inc.

PRIM

PSE Disclosure Form 7-1 - Notice of Annual or Special Stockholders' Meeting
*References: SRC Rule 17 (SEC Form 17-C) and
Sections 7 and 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Notice of Annual Stockholders' Meeting

Background/Description of the Disclosure

We advise that at the Regular meeting of the Board of Directors of PRIME MEDIA HOLDINGS, INC. (the "Corporation") held on August 15, 2022 at 5:30 p.m., the Board of Directors of the Corporation approved the holding of the Annual Stockholders' Meeting of the Corporation on 23 September 2022, and setting 02 September 2022 as the record date of the said meeting.

Type of Meeting

- Annual
 Special

Date of Approval by Board of Directors	Aug 15, 2022
Date of Stockholders' Meeting	Sep 23, 2022
Time	2:00 P.M.
Venue	16F BDO Towers Valero (formerly Citibank Tower) 8741 Paseo de Roxas, Makati City via Virtual Meeting/Video Conferencing/Remote Communication
Record Date	Sep 2, 2022

Agenda

1. Call to Order.
2. Proof of Notice and Certification of Quorum.
3. Approval of Minutes of Previous Stockholders' Meeting.
4. Approval of the Annual Report and the Audited Financial Statements for the year ending December 31, 2021
5. Amendment of the Articles of Incorporation (AOI) to reduce the par value of all Series A Preferred Shares from Php1.00 to Php0.04 per share
6. Amendment of the AOI to convert all Series A Preferred Shares into Common Shares at the conversion rate of 25:1
7. Amendment of the AOI to create a new class of Preferred Shares which shall be referred to as Series C Preferred Shares and to authorize the conversion of the remaining foreign-owned shares to Series C Preferred Shares subsequent to the conversion of all Series A Preferred Shares, with said foreign-owned shares approximately numbering Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) based from records as of 30 July 2022
8. Amendment of the AOI to reclassify all Series B Preferred Shares into Common Shares.
9. Approval to redeem all Series C Preferred Shares with redemption price set at its par value per share and payable in cash
10. Amendment of the AOI to reclassify Series A and Series C shares into Common Shares
11. Approval of the amended Memorandum of Agreement with Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as "Golden Peregrine Shareholders") for issuance of One Billion Six Hundred Seventy Nine Million Nine Hundred Sixty Six Thousand Four Hundred (1,679,966,400) Common Shares to be issued out of the proposed increase in authorized capital stock for Three Hundred Forty Nine Thousand Nine Hundred Ninety Three (349,993) shares of stock of Golden Peregrine
12. Amendment of the Articles of Incorporation to increase the authorized capital stock up to Seven Billion Pesos (Php 7,000,000,000.00);
13. Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rule
14. Ratification of Management Acts.
15. Election of Board of Directors.
16. Appointment of External Auditor.
17. Other Matters.
18. Adjournment.

Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
End Date	N/A

Other Relevant Information

Amended to provide the Agenda of the Annual Stockholders' Meeting.

Filed on behalf by:

Name	Reuben Carlo General
Designation	Corporate Secretary

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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

REUBEN CARLO O. GENERAL

Contact Person

8831-4479

Company Telephone Number

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Month Day
Fiscal Year

SEC FORM 17-C (Notice of 2022 Annual Stockholders' Meeting)

FORM TYPE

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Month Day
Annual Meeting

N/A

Secondary License Type, If Applicable

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Dept. Requiring this
Doc.

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Amended Articles
Number/Section

Total Amount of Borrowings

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Total No. of
Stockholders

nil

Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

_____ Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. August 25, 2022
Date of Report (Date of earliest event reported)
2. SEC Identification Number 22401..... 3. BIR Tax Identification No. .. 000-491-007..
4. .. Prime Media Holdings, Inc.....
Exact name of issuer as specified in its charter
5. Manila, Philippines..... 6. (Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. .16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City 1227
Address of principal office Postal Code
8. +632 8831-4479.....
Issuer's telephone number, including area code
9. N/A.....
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- | Title of Each Class | Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding |
|------------------------------|--|
| <u>Common</u> | <u>700,298,616</u> |
| <u>Preferred</u> | <u>14,366,260</u> |
11. Indicate the item numbers reported herein: Item No. 9 Other Events.....

Item 9. Notice of the 2022 Annual Stockholders' Meeting

We advise that at the Regular meeting of the Board of Directors of PRIME MEDIA HOLDINGS, INC. (the "Corporation") held on August 15, 2022 at 5:30 p.m., the Board of Directors of the Corporation approved the holding of the Annual Stockholders' Meeting of the Corporation on 23 September 2022, and setting 02 September 2022 as the record date of the said meeting.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

..PRIME MEDIA HOLDINGS, INC.....
Issuer

..... August 25, 2022.....
Date



REUBEN CARLO O. GENERAL /Corporate Secretary
.....
Signature and Title*

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