

# 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 23, 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)  
[REDACTED]
  7. Address of principal office  
16TH FLOOR BDO TOWERS VALERO (FORMERLY CITIBANK TOWER), 8741 PASEO  
DE ROXAS MAKATI CITY  
Postal Code  
1227
  8. Issuer's telephone number, including area code  
(632) 8831-4479
  9. Former name or former address, if changed since last report  
-
  10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- | Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|---------------------|---|
| COMMON              | 700,298,616   |
| PREFERRED           | 14,366,260  |
11. Indicate the item numbers reported herein  
Item 9 Other Events

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

# Prime Media Holdings, Inc.

## PRIM

### PSE Disclosure Form 4-24 - Results of Annual or Special Stockholders' Meeting

*References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules*

#### Subject of the Disclosure

Results of the Annual Stockholders' Meeting held on 23 September 2022

#### Background/Description of the Disclosure

Results of the Annual Stockholders' Meeting held on 23 September 2022

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

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

**External auditor** Reyes Tacandong and Co.

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

We advise that during the Annual Stockholders' Meeting of Prime Media Holdings Inc. (the "Corporation") held on September 23, 2022 the following matters were acted upon:

1. Approval of the Minutes of the previous Stockholders' Meeting held on 13 October 2021;
2. Approval of the Management Report and the Audited Financial Statements for the year ended December 31, 2021;
3. Approval of the Amendment of the Articles of Incorporation (AOI) to reduce the par value of all Series A Preferred Shares from Php1.00 to Php0.04 per share;
4. Approval to convert all Series A Preferred Shares into Common Shares at the conversion rate of 25:1;
5. Amendment of the AOI to create a new class of Series C Preferred Shares and to authorize the conversion of the remaining foreign-owned common shares to Series C Preferred Shares subsequent to the conversion of all Series A Preferred Shares (There are approximately Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) foreign-owned common shares post conversion based on records as of 30 July 2022.);
6. Amendment of the AOI to reclassify all Series B Preferred Shares to Common Shares;
7. Approval to redeem all Series C Preferred Shares at a redemption price equivalent to its par value of Php 1,00per share and payable in cash;
8. Amendment of the AOI to delete all provisions relating to the Preferred Shares (Series A, Series B and Series C) after the conversion of all Series A Shares, reclassification of Series B Shares and the redemption of Series C Preferred Shares;
9. Approval to amend the Corporation's Memorandum of Agreement with Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as "Golden Peregrine Shareholders") relating to the issuance in favor of the Golden Peregrine Shareholders of 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 Corporation's increase in authorized capital stock in consideration for the assignment of Three Hundred Fifty Thousand (350,000) shares of stock of Golden Peregrine Holdings, Inc., representing one hundred percent (100%) of its outstanding capital stock;
10. Amendment of the Articles of Incorporation to increase the authorized capital stock to up to Seven Billion Pesos (Php 7,000,000,000.00) as may be determined by the Board of Directors;
11. Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rule
12. Ratification of All Acts of the Board of Directors and Management

13. 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

14. Approval of the appointment of Reyes Tacandong and Co. as the Corporation's external auditor for the current year 2022-2023.

#### Other Relevant Information

Please see attached.

#### Filed on behalf by:

<b>Name</b>	Reuben Carlo General
<b>Designation</b>	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		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		B	D	O		T	o	w	e	r	s						
V	a	l	e	r	o		(	f	o	r	m	e	r	l	y		C	i	t	i	b	a	n	k		
T	o	w	e	r	)		8	7	4	1		P	a	s	e	o		d	e		R	o	x	a	s	
M	a	k	a	t	i		C	i	t	y																

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

<b>REUBEN CARLO O. GENERAL</b>
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Contact Person

<b>8831-4479</b>
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Company Telephone Number

1	2		3	1
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Month      Day  
Fiscal Year

SEC FORM 17-C (Results of the 2022 Annual Meeting) FORM TYPE
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Month      Day  
Annual Meeting

N/A
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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

	nil	
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Total No. of Stockholders      Domestic      Foreign

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To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

\_\_\_\_\_ LCU

\_\_\_\_\_ Cashier

STAMPS
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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. ....September 23, 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 incorporation Industry Classification Code:
7. ..16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City.. 1227.....  
Address of principal office Postal Code
8. .... +632 8831-4479.....  
Issuer's telephone number, including area code
9. .... N/A.....  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- | Title of Each Class          | Number of Shares of Common Stock<br>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. Results of the Annual Stockholders' Meeting**

**Please see attached Results of the 2022 Annual Stockholders' Meeting of Prime Media Holdings, Inc. (PRIM) held on 23 September 2022.**

**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

**.....September 23, 2022.....**  
Date

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

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



23 September 2022

**The Philippine Stock Exchange, Inc.**

6<sup>th</sup> Floor, PSE Tower  
5<sup>th</sup> Avenue corner 28<sup>th</sup> Street  
Bonifacio Global City, Taguig City

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

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

Gentlemen:

We advise that during the Annual Stockholders' Meeting of **Prime Media Holdings Inc.** (the "**Corporation**") held on September 23, 2022 the following matters were acted upon:

1. Approval of the Minutes of the previous Stockholders' Meeting held on 13 October 2021;
2. Approval of the Management Report and the Audited Financial Statements for the year ended December 31, 2021;
3. Approval of the Amendment of the Articles of Incorporation (AOI) to reduce the par value of all Series A Preferred Shares from Php1.00 to PhP0.04 per share;
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stock in consideration for the assignment of Three Hundred Fifty Thousand (350,000) shares of stock of Golden Peregrine Holdings, Inc., representing one hundred percent (100%) of its outstanding capital stock;

10. Amendment of the Articles of Incorporation to increase the authorized capital stock to up to Seven Billion Pesos (Php 7,000,000,000.00) as may be determined by the Board of Directors;
11. Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rule
12. Ratification of All Acts of the Board of Directors and Management
13. 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

14. Approval of the appointment of Reyes Tacandong and Co. as the Corporation's external auditor for the current year 2022-2023.

Very truly yours,

  
**Reuben Carlo O. General**  
Corporate Secretary