

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)

Jun 3, 2024

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	850,298,616
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 2024 Annual Stockholders' Meeting

Background/Description of the Disclosure

Notice of 2024 Annual Stockholders' Meeting

Type of Meeting

- ☒ Annual
- ☐ Special

Date of Approval by Board of Directors	May 31, 2024
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Date of Stockholders' Meeting	Aug 30, 2024
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Time	2:00 P.M.
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Venue	TBA
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Record Date	Jul 30, 2024
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Agenda	TBA
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Inclusive Dates of Closing of Stock Transfer Books

Start Date	N/A
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End Date	N/A
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Other Relevant Information

NONE

Filed on behalf by:

Name	Joanna Manzano
Designation	Junior Compliance Officer

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)

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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)

ROLANDO S. SANTOS

Contact Person

8831-4479

Company Telephone Number

1	2			3	1		
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Month Day
Fiscal Year

SEC FORM 17C (Results of Board Meeting held on May 31, 2024)

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.

LCU

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.May 31, 2024.....
Date of Report (Date of earliest event reported)
2. SEC Identification Number22401..... 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>850,298,616</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 Board Meeting held on May 31, 2024

We advise that at the special meeting of the Board of Directors of PRIME MEDIA HOLDINGS, INC. (the "Corporation") held on **May 31, 2024**, the Board of Directors of the Corporation approved the following:

1. Setting of the Annual Stockholders' Meeting on August 30, 2024 with record date of July 30, 2024, subject to change by the President and management.
2. Re-approval of the following:
 - (a) Reduction of par value of Series A Preferred Shares from PhP 1.00 to PhP 0.04 without change in the number of shares and the corresponding decrease in capital stock, if any.
 - (b) Creation of Additional Paid-In Capital in the amount of PhP 13,791,677.00 equivalent to the excess capital arising from reduction of par value of Series A Preferred Shares from PhP 1.00 to PhP 0.04;
 - (c) Conversion of the outstanding Series A Preferred shares into Common Shares at the conversion rate of 25:1 resulting to the conversion of 14,366,260 Series A Preferred Shares into 574,583 common shares;
 - (d) Reclassification of all Series A and B Preferred Shares into Common Shares;
 - (e) Creation of Series "C" Non-Voting Redeemable Preferred Shares and issuance of Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Series "C" Non-Voting Redeemable Preferred Shares with a par value of One Peso (PhP 1.00) per share to foreign shareholders. The Series C Redeemable Shares shall not enjoy more preferential rights as to dividends than Common Shares and are non-voting and redeemable for cash at the discretion of the Board;
 - (f) Approval to redeem all Series C Redeemable Non-Voting Preferred Shares at a redemption price equivalent to its par value of PhP 1.00 per share or at the price determined by the Board and payable in cash;
 - (g) Amendment of the Articles of Incorporation to increase the authorized capital stock to PhP 6,000,000,000.00.
 - (h) 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, and;
3. Amendment of the MOA with Golden Peregrine Shareholders to update the same in view of the valuation report as of December 31, 2023.

On July 30, 2021, the Company entered into a MOA with the majority stockholders of a mass media entity, Philippine CollectiveMedia Corporation ("PCMC Shareholders"), wherein the PCMC Shareholders shall jointly subscribe to 1,679,966,400 common shares of the Company to be paid in the form of PCMC shares in order to obtain the business, assets and ownership of PCMC. Upon the execution of the transaction, the PCMC Shareholders will jointly gain control and majority ownership of approximately 70% of the Company's outstanding capital stock. With PCMC's national franchise, the Company may use this as a leverage to provide other content providers an avenue to broadcast their contents, regionally and nationwide, for profit.

On 15 August 2022, the Board of Directors of the Corporation approved the amendment of the PCMC MOA to take into consideration the subsequent incorporation of Golden Peregrine Holdings, Inc. which now owns 100% of the outstanding capital stock of PCMC, and which is also owned 100% by the former PCMC Shareholders, Atty. Hermogene H. Real and Michelle F. Ayangco.

On 18 January 2023, the Board of Directors of the Corporation authorized the amendment of the Memorandum of Agreement) ("MOA") relating to the following: (a) Change the Exchange Ratio to 4,700 PRIM shares for 1 Golden Peregrine share pursuant to the updated appraisal report.(b) Subscription by Atty. Hermogene H. Real and Ms. Michelle Ayangco to 1,645,000,000 PRIM Common Shares to be issued out of the proposed increase in authorized capital stock in consideration of the assignment of 100% of the Outstanding Capital Stock of Golden Peregrine pursuant to the updated appraisal report.

Considering the pending application of the Company with the Securities and Exchange Commission for matters included in #2 above and the lapse of time and progress of the transaction, the Board approve the amendment of the MOA in relation to the subscription of Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as "Golden Peregrine Shareholders") from 1,645,000,000 to 980,000,000 common shares for and in consideration of their assignment of 100% of the issued and outstanding shares in Golden Peregrine Holdings Inc. pursuant to the updated valuation report as of December 31, 2023.

4. Decrease in authorized capital stock from PhP 6,000,000,000 to PhP 5,999,659,336 after redemption of Series C Non-voting Redeemable Shares.

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.

<u>..PRIME MEDIA HOLDINGS, INC.</u> Issuer	<u>..... May 31, 2024.....</u> Date
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Diane Madelyn C. Ching/ Corporate Secretary

 Signature and Title*

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