

# 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)  
Jul 28, 2025
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	925,298,616
PREFERRED	14,366,260
11. Indicate the item numbers reported herein  
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*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 4-30 - Material Information/Transactions

**References: SRC Rule 17 (SEC Form 17-C) and Sections 4.1 and 4.4 of the Revised Disclosure Rules**

#### Subject of the Disclosure

Results of the Regular Board of Directors' Meeting held on 28 July 2025

#### Background/Description of the Disclosure

We advise that at the Regular Meeting of the Board of Directors of PRIME MEDIA HOLIDNGS, INC. (the "Corporation") held on 28 July 2025, the Board of Directors approved the following:

1. Issuance of 308,266 common shares issued to Filipino shareholders after partial conversion of Series "A" Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share into Common Shares with a par value of PhP 1.00, implementing the approval of the Securities and Exchange Commission (SEC) on the conversion, reclassification and declassification of shares on 03 July 2025.
  2. Additional Listing of approximately 308,266 common shares issued to Filipino shareholders after partial conversion of Series "A" Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share into Common Shares with a par value of PhP 1.00, if necessary.
  3. Issuance of 209,414 Series "C" Non-Voting Redeemable Preferred Shares with a par value of PhP 1.00 per share pursuant to foreign shareholders implementing the approval of the Securities and Exchange Commission (SEC) on the conversion, reclassification and declassification of shares on 03 July 2025.
  4. Mandatory redemption and retirement of 340,664 Series C Non-Voting Redeemable Preferred Shares with a par value of PhP 1.00 at a redemption price of PhP 2.00 per share payable in cash.
  5. Authority to create an Escrow Account, if necessary, to implement the mandatory redemption and retirement of Series C Non-Voting Redeemable Preferred Shares.
  6. Conversion of the remaining Six Million Five Hundred Forty-Nine Thousand Nine Hundred Sixty (6,549,960) Series "A" Non-Voting Convertible Preferred Shares into common shares at the conversion rate of 25 Series "A" Non-Voting and Convertible Preferred Shares with a par value of PhP 0.04 per share to One (1) Common Share with a par value of PhP 1.00 per share equivalent to issuance of approximately Two Hundred Sixty One Thousand Nine Hundred Ninety Eight (261,998) common shares with a par value of PhP 1.00 per share. Fractional shares arising from such conversion shall be paid in cash and/or eliminated by way of retirement and decrease in authorized capital stock, as authorized by the board.
  7. Additional Listing of approximately 261,998 common shares issued to shareholders after conversion of Series "A" Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share into Common Shares with a par value of PhP 1.00, if necessary.
- The Board further approved the following matters, subject to approval of the Shareholders in the upcoming Annual Shareholders' Meeting on July 31, 2025.
- A. Proposed Amendments to Articles of Incorporation
  - B. Golden Peregrine Transaction

#### Other Relevant Information

Please see attached SEC Form 17-C.

**Filed on behalf by:**

<b>Name</b>	Mikko Jane Guntang
<b>Designation</b>	Legal Counsel

## 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)

DIANE MADELYN C. CHING

Contact Person

8831-4479

Company Telephone Number

1	2			3	1		
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Month

Day

Fiscal Year

SEC FORM 17-C  
(Results of the Board of  
Directors Meeting dated 28  
July 2025)

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					
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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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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. ....28 July 2025.....  
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.  (SEC 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 Stock Outstanding<br>and Amount of Debt Outstanding |
|------------------------------|---|
| ..... <u>Common</u> .....    | <u>925,298,616</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 Regular Board of Directors' Meeting held on 28 July 2025**

We advise that at the Regular Meeting of the Board of Directors of **PRIME MEDIA HOLIDINGS, INC. (the "Corporation")** held on 28 July 2025, the Board of Directors approved the following:

1. Issuance of 308,266 common shares issued to Filipino shareholders after partial conversion of Series "A" Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share into Common Shares with a par value of PhP 1.00, implementing the approval of the Securities and Exchange Commission (SEC) on the conversion, reclassification and declassification of shares on 03 July 2025.
2. Additional Listing of approximately 308,266 common shares issued to Filipino shareholders after partial conversion of Series "A" Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share into Common Shares with a par value of PhP 1.00, if necessary.
3. Issuance of 209,414 Series "C" Non-Voting Redeemable Preferred Shares with a par value of PhP 1.00 per share pursuant to foreign shareholders implementing the approval of the Securities and Exchange Commission (SEC) on the conversion, reclassification and declassification of shares on 03 July 2025.
4. Mandatory redemption and retirement of 340,664 Series C Non-Voting Redeemable Preferred Shares with a par value of PhP 1.00 at a redemption price of PhP 2.00 per share payable in cash.
5. Authority to create an Escrow Account, if necessary, to implement the mandatory redemption and retirement of Series C Non-Voting Redeemable Preferred Shares.
6. Conversion of the remaining Six Million Five Hundred Forty-Nine Thousand Nine Hundred Sixty (6,549,960) Series "A" Non-Voting Convertible Preferred Shares into common shares at the conversion rate of 25 Series "A" Non-Voting and Convertible Preferred Shares with a par value of PhP 0.04 per share to One (1) Common Share with a par value of PhP 1.00 per share equivalent to issuance of approximately Two Hundred Sixty One Thousand Nine Hundred Ninety Eight (261,998) common shares with a par value of PhP 1.00 per share. Fractional shares arising from such conversion shall be paid in cash and/or eliminated by way of retirement and decrease in authorized capital stock, as authorized by the board.
7. Additional Listing of approximately 261,998 common shares issued to shareholders after conversion of Series "A" Non-Voting Convertible Preferred Shares with a par value of PhP 0.04 per share into Common Shares with a par value of PhP 1.00, if necessary.

The Board further approved the following matters, subject to approval of the Shareholders in the upcoming Annual Shareholders' Meeting on July 31, 2025.

**A. Proposed Amendments to Articles of Incorporation:**

**A.1** Decrease in the Authorized Capital Stock to Four Billion Thirty-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six Pesos (PhP 4,039,659,336) resulting from the mandatory redemption and retirement of 340,664 Series C Non-Voting Redeemable Preferred Shares with a par value of PhP 1.00 at a redemption price of PhP 2.00 per share payable in cash.

**A.2** Increase in the authorized capital stock from Four Billion Thirty-Nine Million Six Hundred Fifty-Nine Thousand Three Hundred Thirty-Six (PhP 4,039,659,336.00) to Six Billion Pesos (PhP6,000,000,000.00).

**A.3** Decrease in the authorized capital stock from Six Billion Pesos (PhP 6,000,000,000.00) to Five Billion Nine Hundred Sixty Million Pesos (PhP 5,960,000,000.00) resulting from the retirement of Series "A" Preferred Shares.

**A.4** Amendment to delete all other provisions/ paragraphs in the Seventh Article relating to Preferred Shares to have one (1) class of common shares.

**B. Golden Peregrine Transaction**

**B.1** Authority to the Board to execute the Deed of Exchange with Atty. Hermogene H. Real and Ms. Michelle F. Ayangco, the 100% owner of the Golden Peregrine Holdings, Inc. (herein referred as the "Golden Peregrine Shareholders") and Reconfirmation of the issuance of 980,000,000 Common Shares for and in consideration of 100% of the issued and outstanding capital stock of Golden Peregrine Holdings Inc.

**B.2** Approval of the Additional Listing of 980,000,000 common shares issued to Golden Peregrine Shareholders as described above.

## 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

.....July 28, 2025.....  
Date

  
Diane Madelyn C. Ching  
Corporate Secretary

.....  
Signature and Title\*

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