

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 31, 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)

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

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	925,298,616
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 31 July 2025
Background/Description of the Disclosure

We advise that at the Annual Stockholders' Meeting of PRIME MEDIA HOLIDINGS, INC. (the "Corporation") held on 31 July 2025, the following matters were approved:

1. Minutes of the Previous Annual Stockholders' Meeting.
2. Annual Report and the Audited Financial Statements for the year ending December 31, 2024.
3. Approval of the following transactions:

3.1 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.

3.2 Additional Listing of 980,000,000 common shares issued to Golden Peregrine Shareholders as described above.

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

3.4 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.

3.5 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.

3.6 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 as described in item 3.5 above, if necessary.

3.7 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 equivalent to at least its par value of PhP 1.00 per share or at the price determined by the Board and payable in cash.

4. Amendments to Articles of Incorporation of the Corporation:

4.1 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.

4.2 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), thereby amending the Seventh Article of the Articles of Incorporation.

4.3 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" class.

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

5. Ratification of All Acts of the Board of Directors and Management.

6. Election of Board of Directors, namely:

For Regular Directors:

1. MANOLITO A. MANALO
2. BERNADETH A. LIM
3. HERMOGENE H. REAL
4. MICHELLE F. AYANGCO
5. ROLANDO S. SANTOS

Independent Directors:

6. JOHNNY Y. ARUEGO, JR.
7. FRANCISCO L. LAYUG III

7. Appointment of Reyes Tacandong & Co. as External Auditor

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

Please see attached SEC FORM 17-C.

Other Relevant Information

None

Filed on behalf by:

Name	Mikko Jane Guntang
Designation	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		
Month		Day		Fiscal Year			

SEC FORM 17-C
(Results of Annual Stockholders' Meeting held on July 31, 2025)
FORM TYPE

Month		Day	
Annual Meeting			

N/A

Secondary License Type, If Applicable

Dept. Requiring this Doc.		

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

nil
Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number							
Document I.D.							

LCU

Cashier

STAMPS

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1.31 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 Industry Classification Code:
of 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 Stock Outstanding
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 Annual Stockholders' Meeting held on 31 July 2025

We advise that at the Annual Stockholders' Meeting of **PRIME MEDIA HOLIDNGS, INC.** (the "Corporation") held on 31 July 2025, the following matters were approved:

1. Minutes of the Previous Annual Stockholders' Meeting.
2. Annual Report and the Audited Financial Statements for the year ending December 31, 2024.
3. **Approval of the following transactions:**
 - 3.1 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.
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- 4.2 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), thereby amending the Seventh Article of the Articles of Incorporation.
- 4.3 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" class.
- 4.4 Amendment to delete all other provisions/ paragraphs in the Seventh Article relating to Preferred Shares to have one (1) class of common shares.

5. Ratification of All Acts of the Board of Directors and Management.

6. Election of Board of Directors, namely:

For Regular Directors:

- 1. MANOLITO A. MANALO
- 2. BERNADETH A. LIM
- 3. HERMOGENE H. REAL
- 4. MICHELLE F. AYANGCO
- 5. ROLANDO S. SANTOS

Independent Directors:

- 6. JOHNNY Y. ARUEGO, JR.
- 7. FRANCISCO L. LAYUG III

7. Appointment of Reyes Tacandong & Co. as External Auditor

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 31, 2025.....
Date


Diane Madelyn C. Ching
Corporate Secretary

.....
Signature and Title*

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