



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 22401

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

PRIME MEDIA HOLDINGS, INC.

(Amending Article VII Conversion, Reclassification and Declassification of
Shares thereof)

copy annexed, adopted on August 22, 2024 and April 4, 2025 by a majority vote of the Board of Directors and on August 30, 2024 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 3rd day of July, Twenty Twenty-Five.

DONDIE Q. ESGUERRA
Director

Financial Analysis and Audit Department

MIM/mcjt



SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

eOR Number	20250624-LBP-0049492-84
Payment Date	June 24, 2025
Payment Scheme	Landbank Over-the-Counter
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20250623-12976192
PAF Date	2025-06-23 17:02:48
Payor Name	PRIME MEDIA HOLDINGS, INC.
Payor Address	MAKATI CITY

#	Nature of Collection	Account Code	Amount
1	Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value	4020102000(606)	2,000.00
2	Documentary Stamp Tax	4010401000(4010401)	30.00
3	Legal Research Fee (A0823)	2020105000(131)	20.00
TOTAL			2,050.00

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.

Securities and
Exchange
Commission
PHILIPPINES



Machine Validation:

VALID UNTIL: AUGUST 07, 2025



Republic of the Philippines
 DEPARTMENT OF FINANCE
 SECURITIES AND EXCHANGE COMMISSION
 The SEC Headquarters
 7907 Makati Avenue, Salcedo Village,
 Barangay Bel-Air, Makati City, 1209



PAYMENT ASSESSMENT FORM

No. 20250623-12976192

DATE 06/23/2025	RESPONSIBILITY CENTER FAAD
PAYOR: PRIME MEDIA HOLDINGS, INC. MAKATI CITY	

NATURE OF COLLECTION	QUANTITY	ACCOUNT CODE	AMOUNT
Amendment of the Articles of Incorporation-reclassification /declassification / conversion of shares/change of par Value		4020102000 (606)	2,000.00
Legal Research Fee (A0823)		2020105000 (131)	20.00
Documentary Stamp Tax	1	4010401000 (4010401)	30.00
----NOTHING FOLLOWS----			
TOTAL AMOUNT TO BE PAID			Php 2,050.00

Assessed by: mimatillano	Amount in words: TWO THOUSAND FIFTY PESOS AND 00/100
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Remarks:

- PAYMENT OPTIONS**
- Online payment thru eSPAYSEC at
• <https://espaysec.sec.gov.ph>
 - Over the Counter Payments at any LandBank branch nationwide from 8:30 am up to 3:00 pm only

BREAKDOWN SUMMARY

FUND ACCOUNT	AMOUNT	ACCOUNT #
SEC RCC Current Account	2,000.00	3752-2220-44
SEC BIR - DST	30.00	3752-2220-60
SEC BTR Account - LRF	20.00	3402-2319-20
TOTAL	Php 2,050.00	

- NOTES:**
- The Payment Assessment Form (PAF) is valid until AUGUST 07, 2025.
 - Accepted modes of payment at Landbank branches:
 - Cash
 - Manager's/Cashier's Check payable to the Securities and Exchange Commission
 - For check payment, please prepare separate Manager's checks per fund account as indicated on the breakdown summary.
 - For over the counter payment at LandBank:
 - Print 2 copies of PAF, 1 Client Copy, 1 LandBank copy
 - Accomplish the onColl Payment slip per fund account as indicated on the breakdown summary. Use the correct Fund Account and Account No. and provide the below information:
 - Reference Number 1 - PAF No.
 - Reference Number 2 - Name of Payor appearing on the PAF
 - Present OnColl Payment Slip, together with the PAF, to the LandBank Teller
 - You may generate the electronic official receipt (eOR) by visiting <https://espaysec.sec.gov.ph/eor>
 - Payment thru ESPAYSEC – eOR available upon payment
 - LandBank OTC - eOR available within two (2) business days after the payment

F. ANY ALTERATIONS WILL INVALIDATE THIS FORM

VALID UNTIL: AUGUST 07, 2025

COVER SHEET

for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

AMENDMENT

2 2 4 0 1

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 .

Principal Office (No./Street/Barangay/City/Town)Province)

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

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

Mobile Number

N/A

8831-4479

N/A

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

Atty. Diane Madelyn C. Ching

dcc.chinglaw@gmail.com

8831-4479

N/A

Contact Person's Address

16th Floor BDO Towers Valero (Formerly Citibank Tower) 8741 Paseo de Roxas

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor _____

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division



Name of Corporation:	PRIME MEDIA HOLDINGS, INC.	Date:	5/26/2025	FINAL
Date Registered:	February 06, 1963	Term of Existence:	50 yrs from February 6, 2013 (last amendment)	

Application: Amendment of Articles of Incorporation
Conversion and Reclassification of Shares & Declassification

Date of Board's/Stockholders' Meeting: August 22, 2024 & April 4, 2025 (BOD) and August 30, 2024 (Stockholders)

Capital Structure					
	Amount	Conversion of Series "A" Non-Voting Convertible Preferred Shares into Common Shares	Declassification of Series "B" Preferred Shares into Common Shares	Reclassification and Conversion of Common Shares to Series "C" Non-Voting & Redeemable Preferred Shares	As Declassified, Reclassified, & Converted
Authorized Capital Stock					
Common Shares Par Value : P1.00	3,000,000,000.00	-	1,000,000,000	(340,664)	3,999,659,336.00
Series "A" Non-Voting Convertible Preferred P0.04	40,000,000.00	-	-	-	40,000,000.00
Series "B" Preferred P1.00	1,000,000,000.00	-	(1,000,000,000)	-	-
Series "C" Non- Voting Redeemable Preferred P1.00	-	-	-	340,664	340,664.00
	4,040,000,000.00	-	-	-	4,040,000,000.00
Subscribed & Paid-up Capital					
Common Shares Par Value : P1.00	925,298,616.00	312,652.00	-	(209,414)	925,401,854.00
Series "A" Non-Voting Convertible Preferred P0.04	574,650.40	(312,652.00)	-	-	261,998.40
Series "B" Preferred P1.00	-	-	-	-	-
Series "C" Non- Voting Redeemable Preferred P1.00	-	-	-	209,414	209,414.00
	925,873,266.40	-	-	-	925,873,266.40

Basic Requirements	Compliant	Remarks
1. Cover Sheet	C	
2. Directors' certificate – A notarized document signed by majority of the directors and the corporate secretary certifying the amendment of the Articles of incorporation, the votes of the directors and stockholders thereto, and the date and place of the stockholders meeting	C	
3. Amended Articles of Incorporation	C	Amending Art. VII.
4. List of stockholders showing the names, nationalities and stockholdings (No. of Shares, Amount Subscribed and Paid) before and after the reclassification/ declassification/ conversion/change in par value as certified by the corporate secretary (Notarized on 29 April 2025)	C	W/Annex "A-1" List before and after Series A Conversion "A-2" List before and after issuance of Series C "B" List of Series A "C" List of Series B "D" List of Series C
5. Audited financial statements as of the last fiscal year Stamped received by BIR and SEC	N/A	
6. Notarized Secretary's Certificate re: treatment on resulting fractional shares (Will not result to fractional shares)	C	
7. Notarized Secretary's Certificate on no pending case of intra-corporate dispute	C	Notorized on April 29, 2025.
8. Registration under Foreign Investment Act (FIA)	N/A	
9. Clearance from other departments or other government agencies	C	Received Memorandum dated May 20, 2025 from Markets and Securities Regulation Department (MSRD) interposing "no objection to the application." Received Memorandum dated November 12, 2024 from Corporate Governance and Finance Department (CGFD) interposing "no objection to the application."
10. CRMD Monitoring	N/A	

Remarks: Cleared with CIS-URDB as of April 11, 2025.

Filing Fee/s:	
Reclassification/Declassification/Conversion of Shares/Change in Par Value	2,000.00
Legal Research Fee (1% of FF for Change in Par Value)	20.00
DST	30.00
TOTAL	2,050.00


Mariel D. Matillano
Securities Financial Specialist I



PRIME MEDIA
Holdings, Inc.

Reference No. PRIM_LEG_OC2025_031

25 June 2025

Company Registration and Monitoring Department
Financial Analysis and Audit Division
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209

Attention: **Ms. Mariel I. Matillano**
Securities Financial Specialist I
FAAD-CRMD, SEC

Re: **2nd Amendment of the Articles of Incorporation**

Dear Ms. Matillano:

In relation to the Company's Application for Amendment of Articles of Incorporation, we hereby submit the following documents for your perusal:

1. Cover Sheet;
2. Payment Assessment Form with electronic official receipt;
3. Director's Certificate;
4. Amended Articles of Incorporation;
5. Notarized Secretary's Certificate for the List of Stockholders with Annexes;
6. Notarized Secretary's Certificate re: treatment on resulting fractional shares
7. Notarized Secretary's Certificate on no pending case of intra-corporate dispute.

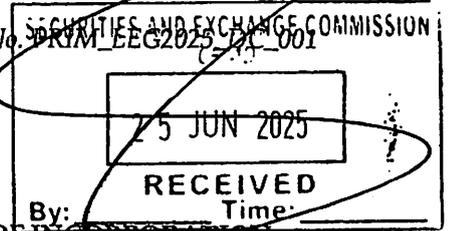
We hope you find the foregoing documents in order. Thank you.

Very truly yours,


Atty. Diane Madelyn C. Ching
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S

Reference No.



**DIRECTORS' CERTIFICATE
ON THE AMENDMENT OF THE AMENDED ARTICLES OF INCORPORATION
OF PRIME MEDIA HOLDINGS, INC.**

We, the undersigned, Chairman, Corporate Secretary and at least majority of the Board of Directors of **PRIME MEDIA HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at 16th Floor BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City, do hereby certify that the **SEVENTH ARTICLE** of the Corporation's Articles of Incorporation shall be amended as follows:

SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (Php 4,040,000,000.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (Php 3,999,659,336) Common Shares with a par value of One Pcs0 (PhP 1.00) per share, One Billion (1,000,000,000) Series A Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share and Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Series "C" Non-Voting and Redeemable Preferred Shares with a par value of One Peso (PhP 1.00) per share. (As amended by the Board of Directors on August 22, 2024 and 04 April 2025 and by the Stockholders representing at least 2/3 of the outstanding capital stock on August 30, 2024.)

xxx

xxx

xxx"

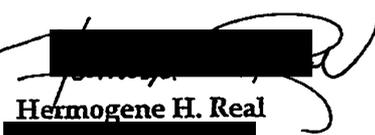
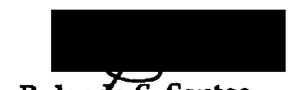
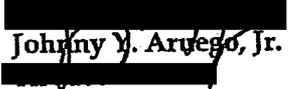
The amendment has been approved by the majority of the Board of Directors during the Special Meeting held on 22 August 2024 wherein a quorum was present and acting throughout *via* remote communication at the Corporation's principal office located at 16th Floor, BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City and the Stockholders representing at least 2/3 of the outstanding capital stock of the Corporation, particularly, 726,850,906 shares equivalent to 84.06% of the combined outstanding common and preferred stock of the Corporation during the Annual Stockholders' Meeting held on 30 August 2024, *via* remote communication and hosted at the Corporation's principal office.

By virtue of the authority vested by the Shareholders to amend the Seventh Article, the Board of Directors, by majority vote during its Regular Meeting on 04 April 2025 wherein a quorum was present and acting throughout *via* remote communication at the Corporation's principal office located at 16th Floor, BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City, resolved to conduct partial conversion of the Series A Preferred Shares into Common Shares at the conversion rate of Twenty Five (25) Series A Preferred Shares into one (1) Common Share where no fractional shares shall result and retain the Series A Non-Voting and Convertible Preferred Shares in its Articles of Incorporation as reflected above.

We further certify that the attached Amended Articles of Incorporation is the true and correct copy thereof.

(signature page follows)

IN WITNESS WHEREOF, we have hereunto set our hand and affixed our signatures this
 _____ day of APR 29 2025 at Makati City.

 Manolito A. Manalo _____ <i>Chairman/Director</i>	 Hermogene H. Real _____ <i>Director</i>
 Rolando S. Santos _____ <i>Director</i>	 Francisco L. Layug III _____ <i>Director</i>
 Michelle F. Ayangco _____ <i>Director</i>	 Johnny Y. Aruego, Jr. _____ <i>Director</i>

Countersigned:

Diane Madelyn C. Ching

Corporate Secretary

SUBSCRIBED AND SWORN to before me this APR 29 2025 day of _____, at Makati City by the above-named persons who exhibited to me their valid government identification cards as indicated below:

Name	TIN	Date and Place Issued
Manolito A. Manalo	[REDACTED]	
Rolando S. Santos		
Hermogene H. Real		
Michelle F. Ayangco		
Francisco L. Layug III		
Johnny Y. Aruego, Jr.		
Diane Madelyn C. Ching		

Doc. No. 13
 Page No. 4
 Book No. I
 Series of 2025


ATTY. REDBEN CARLO O. GENIVAR
 Notary Public for Makati City
 Appt. No. M-223 Until 31 Dec. 2026
 Roll of Attorneys No. 59087
 IBP Membership No. 480027; 12/01/2024
 PTR No. MKT-10476980MN; 01/13/2025
 MCLE Compliance No. VII-0018681;
 3F ALPAP I Building, #140 Leviste Street
 Salcedo Village, Makati City

**AMENDED ARTICLES OF INCORPORATION
OF
PRIME MEDIA HOLDINGS INC.**

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age and residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST- The name of the said Corporation shall be

PRIME MEDIA HOLDINGS, INC.

(Formerly known as First e-Bank Corporation, PDCP Development Bank, Inc. and Private
Development Corporation of the Philippines)

(As amended by the Board of Directors on December 4, 2002 and by the stockholders on December 6, 2002)

SECOND- The purposes or objects for which the said corporation is formed are:

PRIMARY PURPOSE

To purchase, subscribe for or otherwise acquire and own, hold, use, manage, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, debentures, notes, evidence of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, engaged in any and all business, including but not limited to, the business of real estate, manufacturing, trading and agribusiness and to pay therefor in whole or in part, in cash or by exchanging therefor, stocks, bonds and other evidence of indebtedness or securities of this or any other corporation, while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidence of indebtedness or such securities, contracts or obligations, to receive, collect and dispose of the interests, dividends and income arising from such property and to possess and exercise in respect thereof all the rights, powers and privileges of ownership including all voting powers on any stock so owned, without however engaging as an investment company under the Investment Company Act or a finance company or as a dealer in securities or stocks or as a real estate broker or a real estate development company but only holds the foregoing assets for purely investment purposes; to aid in any other manner, any corporation, domestic or foreign, any share of stock or any debentures, evidence, evidence of indebtedness or other security whereof are held by this corporation or in which it shall have interest and to do any act designated to protect, preserve, improve or enhance the value of any property at any time held or controlled by this Corporation in which it, at that time, may be interested. *(As amended by the Board of Directors on December 4, 2002, and by Stockholders on December 6, 2002)*

one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation. (As amended by the Board of Directors on December 4, 2002 and by the Stockholders on December 6, 2002)

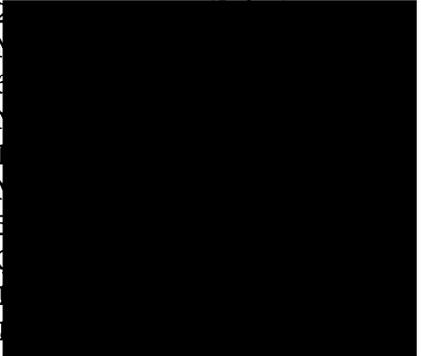
THIRD- That the place where the principal office of the corporation is to be established or located at 16th Floor, Citibank Tower, 8741 Paseo de Roxas, Makati City, (As amended by the Stockholders representing 2/3 of the outstanding capital stock on December 19, 2014 and by the Board of Directors on December 22, 2014)

FOURTH- That the term for which said corporation is to exist is another Fifty (50) years from and after February 6, 2013. (As amended by the Board of Directors on January 26, 2013, and by the Stockholders on February 4, 2013)

FIFTH- The names, nationalities and residences of the incorporators of the Corporation are as follows:

NAME	NATIONALITY	RESIDENCE
Francisco Ortigas Jr.	FILIPINO	
Jesus Cabarrus	FILIPINO	
Aurelio Montinola	FILIPINO	
Antonio C. Delgado	FILIPINO	
Vicente R. Jayme	FILIPINO	
Rodegelio M. Jalandoni	FILIPINO	

SIXTH- The number of Directors of the Corporation shall be seven (7) and the names, nationalities and residences of the directors of the Corporation who are to serve until their successors are elected and qualified as provided by the By-Laws are as follows:

NAME	NATIONALITY	RESIDENCE
Francisco Ortigas Jr.	FILIPINO	
Jesus Cabarrus	FILIPINO	
Aurelio Montinola	FILIPINO	
Antonio C. Delgado	FILIPINO	
Vicente R. Jayme	FILIPINO	
Rodegelio M. Jalandoni	FILIPINO	

(As amended by the Board of Directors on December 4, 2002 and by the Stockholders on December 6, 2002; by the Board of Directors on July 28, 2021 and by the Stockholders representing 2/3 of the outstanding capital stock on October 13, 2021.

SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (Php 4,040,000,000.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (Php 3,999,659,336) Common Shares with a par value of One Peso (PhP 1.00) per share, One Billion (1,000,000,000) Series "A" Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share and Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Series "C" Non-Voting and Redeemable Preferred Shares with a par value of One Peso (PhP 1.00) per share. (As amended by the Board of Directors on August 22, 2024 and April 04, 2025, and by the Stockholders representing at least 2/3 of the outstanding capital stock on August 30, 2024)

The Board of Directors is hereby expressly granted and authorized to adopt resolutions authorizing the establishment, designation and issuance of one or more series for such number of shares and relative rights and preferences as it may deem beneficial to the Corporation. The resolution thus adopted shall be recorded with the Securities and Exchange Commission and the Philippine Stock Exchange, if required, and thereupon deemed and amendment and part of this Articles of Incorporation. The resolution(s) herein authorized to be adopted by the Board of Directors shall specify with respect to a given series, the following:

- a) the number of shares to constitute such series and the distinctive designations thereof;
- b) the annual dividend rate, if any, on the shares of such series and the cumulation or non-cumulation of dividends, the date of cumulation or accrual, but dividends shall be deemed to be cumulative from date of issue unless otherwise specified in the resolution creating such series;
- c) the voting rights, if any, of shares of such series but each share of Preferred Stock shall have one vote on all corporate matters unless specified by law or by the Board of Directors with respect to the shares of any series;
- d) the conditions and restrictions, if any, on the payment of dividends, or on the making of other distributions and purchase, redemption, or other acquisitions by the Corporation or any subsidiary, of the Common Stock or of any other class of stock of the Corporation ranking junior to the shares of Preferred Shares as to dividends or upon liquidation;
- e) the amount which shares of such series shall be entitled to receive out the assets of the Corporation available for distribution to its stockholders, whether from capital or earnings, in the event of any liquidation. Dissolution or winding up of the Corporation (which shall not exceed the consideration received therefore plus accrued and unpaid dividends thereon nor be less than the par value thereof);
- f) the time(s) and price(s) of redemption, if any, of the shares of such series;

- g) the terms and conditions, if any, on which shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, or other series of the same class of the Corporation;
- h) the status as to re-issuance or sale of shares of such series redeemed, purchased or otherwise re-acquired, or surrendered to the Corporation on conversion or exchange;
- i) the terms and conditions of a retirement or sinking fund, if any, for the purchase or redemption of the shares of such series;
- j) the conditions and restrictions, if any, on the creation of indebtedness of the Corporation, or any subsidiary, or on the issue of any additional stock ranking on a parity with or prior to the shares of such series to dividends or upon liquidation; and
- k) such other preferences, rights, restrictions and qualifications as shall not be inconsistent herewith.

All shares of Preferred Stock shall rank equally and be identical in all aspects regardless of series unless otherwise specified by the Board of Directors pursuant to the foregoing provisions of paragraph 1 and if shares of any one series are issued at different times, the subsequently issued shares need not be entitled to receive dividends previously paid on the outstanding shares of such series.

The holders of the Preferred Stock shall be entitled to receive out of the net profits or net assets of the Corporation available for dividends, when and as declared by the Board of Directors, cash dividends at the rate specified for each particular series, and no more, payable quarterly from and on the date or dates specified for each such series, before any dividends shall be declared and paid upon or set apart for the Common Stock. If dividends on the Preferred Stock of any series are not paid in full when payable or declared in full and seems set apart for the payment thereof, then no dividends shall be declared and paid on any Preferred Stock unless declared paid ratably on all shares of each series of the Preferred Stock then outstanding, including dividends accrued or in arrears, if any, in proportion to the respective amounts that would be payable per share if all such dividends were declared and paid in full.

The Preferred Stock shall be preferred over the Common Stock as to assets, and in the event of any liquidation or dissolution or winding up to the Corporation (whether voluntarily or involuntarily), the holders of the then outstanding Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders whether from capital, surplus of earnings, the amount specified for each particular series, together with all dividends (whether or not earned) accrued or in arrears, for every share of their holdings of Preferred Stock before any distribution of the net assets shall be made to the holders of the Common Stock, and shall be entitled to no other further distribution. If upon any liquidation, dissolution or winding up the Corporation, the assets distributable among the holders of the Preferred Stock shall be insufficient to permit the payment in full to the holders of the Preferred Stock of all preferred amounts payable to all such holders, then the entire assets of the Corporation thus distributable

shall be distributed ratably among the holders of the Preferred Stock in proportion to the respective amounts that would be payable per share if such assets were insufficient to permit in full.

For purposes of the preceding paragraph, neither the consolidation nor merger of the Corporation with or into any other corporation, nor any sale, lease, exchange or conveyance of all or any part of the property, assets or business of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Article SEVENTH, unless the Board of Directors of the Corporation elects to treat such transaction as a liquidation, dissolution or winding up of the Corporation subject to the limitations or conditions herein or in the terms of any series as approved by the Board of Directors, the whole or any part of Preferred Stock at any time outstanding, of the whole or any part of any series thereof, may be redeemed by the Corporation at its election, expressed, by resolution of the Board of Directors upon notice to the holders of record of the Preferred Stock to be redeemed, given as hereinafter provided, at the time or times and price or prices specified for each particular series together with all dividends (whether or not earned) accrued or in arrears (hereinafter called the "redemption price"). If less than all of the Preferred Stock then outstanding, or of any series thereof, is to be redeemed, the redemption may be made either by lot or pro rata, in such manner as may be prescribed by resolution of the Board of Directors. A notice of such election shall be mailed by the Corporation, postage, prepaid, not less than 30 nor more than 60 days prior to the date specified in such notice as the redemption date, addresses to the respective holders of record of the Preferred Stock to be redeemed at their respective addresses as the same shall appear on the stock transfer records of the Corporation. Notice having been so given unless default shall be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice, all dividends on the Preferred Stock thereby called for redemption shall cease to accrue from and after the date of redemption specified in such notice. The notice may specify a date (which may be on or prior to the date of redemption so specified) on which the Corporation shall provide the moneys for the payment of the redemption price by depositing the amount thereof with a bank or trust company to the Corporation.

The shareholders of the Corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of the capital stock of the Corporation, whether common or preferred. *(As amended on May 17, 1994; May 21, 1996; November 17, 1999)*

Ownership of the Corporation's shares shall be limited to Philippine citizens, or to corporations, cooperatives, or associations wholly-owned and managed by such citizens, in order to enable the Corporation to invest in shares of stock of corporations or entities which are required to be wholly owned by Philippine citizens or corporations, cooperatives or associations, wholly-owned and managed by such citizens as provided in Section 11, Article XVI of the Philippine Constitution. No issuance, transfer, or sale of stock or interest in the Corporation shall be allowed or permitted to be recorded in the proper books of the Corporation, except to Philippine citizens, or to corporations, cooperatives or associations, wholly-owned and managed by such citizens. *(As amended by the Stockholders representing 2/3 of the outstanding capital stock on October 13, 2021, and by the Board of Directors on October 13, 2021)*

The provisions of the preceding paragraph of the SEVENTH ARTICLE shall be printed on all stock certificates to be issued by the Corporation. *(As amended by the Stockholders representing 2/3 of the outstanding capital stock on October 13, 2021, and by the Board of Directors on October 13, 2021)*

EIGHT- That the amount of said capital stock which has been actually subscribed is Five Hundred Thousand (500,000) shares, worth of FIVE MILLION PESOS (P5,000,000.00) and the following persons have subscribed for the number of shares and the amount capital stock set out after their respective names:

<u>Name of Stockholder</u>	<u>Citizenship</u>	<u>No. of Shares</u>		<u>Amount</u>
		<u>Class A</u>	<u>Class B</u>	<u>Stock Subscribed</u>
Francisco Ortigas Jr.	Filipino	100,000	A	P1,000,000
Jesus Cabarrus	Filipino	100,000	A	1,000,000
Manuel J. Marquez	Filipino	100,000	A	1,000,000
Aurelio Montino	Filipino	50,000	A	500,000
Antonio C. Delgado	Filipino	149,998	A	1,499,980
Vicente R. Jayme	Filipino	1	A	10
Rodegelio M. Jalandoni	Filipino	1	A	10

NINTH- That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names:

<u>Name</u>	<u>Amount Paid</u>	
	<u>Class A</u>	<u>Class B</u>
Francisco Ortigas Jr.	250,000	
Jesus Cabarrus	250,000	
Manuel J. Marquez	250,000	
Aurelio Montino	125,000	
Antonio C. Delgado	374,995	
Vicente R. Jayme	10	
Rodegelio M. Jalandoni	10	
	P1,250,015	

TENTH- That Francisco Ortigas Jr., has been elected by the subscribers as Treasurer of the corporation to act such until his successor is duly elected and qualified in accordance with the By-laws and that, as such Treasurer, he has been authorized to receive for the Corporation, and to issue in its name receipts or all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have hereunto set our hands at Manila, Philippines on this 6th of February 1963.

(Sgd.) FRANCISCO ORTIGAS JR.

(Sgd.) AURELIO MONTINOLA

(Sgd.) JESUS CABARRUS

(Sgd.) ANTONIO C. DELGADO

(Sgd.) MANUEL J. MARQUEZ

(Sgd.) VICENTE R. JAYME

(Sgd.) RODEGELIO M. JALANDONI

SIGNED IN THE PRESENCE OF:

Illegible

Illegible

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
MAKATI, METRO MANILA)S.S

BEFORE ME, a Notary Public in and for Makati, Metro Manila, Philippines, this 6th day of February 1990) personally appeared the following persons:

<u>Name</u>	<u>Res. Cert. No</u>	<u>Date & Place of Issue</u>
Francisco Ortigas Jr.	A-023001	Jan. 2, 1963 Manila
	B-047260	Jan. 30, 1963 Manila
Jesus Cabarrus	A-0122500	Jan. 14, 1963 Manila
	B-0043676	Feb. 13, 1963 Manila
Manuel J. Marquez	A-045085	Jan. 15, 1963 Manila
	B-0584266	Mar. 29, 1963 San Juan, Rizal
Aurelio Montinola	A-3945694	Jan. 16, 1963 Makati, Rizal
	B-0711011	Jan. 15, 1963 Makati, Rizal
Antonio C. Delgado	A-0315686	Jan. 23, 1963 Manila
	B-0163745	Apr. 13, 1963 Manila
Vicente R. Jayme	A-208486	Jan. 15, 1963 Manila
	B-0099678	Mar. 19, 1963 Manila
Rodegelio M. Jalandoni	A-0330297	Feb. 04, 1963 Manila
	B-0118239	Mar. 27, 1963 Manila

All known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation of the Private Development Corporation of the Philippines, consisting of ten (10) pages including that page where this acknowledgement is written, and they acknowledge to me that the same is their free and voluntary act and deed. Said instrument was signed in my presence by said parties and the instrumental witnesses at the foot and on the left-hand margin of each and every page thereof.

IN WITNESS WHEREOF, I have hereunto signed by name and affixed my name and my notarial seal on the date at the place first above-written.

(Sgd.) RAMON M. MEDINA
Notary Public
Until Dec. 31, 1963

Doc. No. 226;
Page No. 46;
Book No. 1
Series of 1963.

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SECRETARY'S CERTIFICATE
List of Stockholders of Record

I, **DIANE MADELYN C. CHING**, of legal age, Filipino, with office address at 16th Floor, BDO Towers Valero (Formerly Citibank Towers), 8741 Paseo de Roxas, Makati City, after having been duly sworn to in accordance with law, do hereby depose and state that:

1. I am the duly appointed and qualified Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with office address at 16th Floor, BDO Towers Valero (Formerly Citibank Towers), 8741 Paseo de Roxas, Makati City.
2. The majority of the Board of Directors during the Special Meeting held on **22 August 2024** wherein a quorum was present and acting throughout via remote communication at the Corporation's principal office located at 16th Floor, BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City and the Stockholders representing at least 2/3 of the outstanding capital stock of the Corporation, particularly, 726,850,906 shares equivalent to 84.06% of the combined outstanding common and preferred stock of the Corporation during the Annual Stockholders' Meeting held on **30 August 2024**, via remote communication and hosted at the Corporation's principal office, approved to amend the Seventh Article of the Articles of Incorporation of the Corporation to implement the following transactions:
 - (a) Reclassification of outstanding Series "A" Non-Voting and 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;
 - (b) Reclassification and Declassification of Series "B" Preferred Shares into Common Shares; and
 - (c) Creation of Series "C" Non-Voting and Redeemable Preferred Shares with a par value of PhP 1.00 per share and Reclassification of all Foreign-Owned Common Shares with a par value of PhP 1.00 per share into Series "C" Non-Voting and Redeemable Preferred Shares with a par value of PhP 1.00 per share.
3. By virtue of the authority vested by the Shareholders to amend the Seventh Article, the Board of Directors, by majority vote during its Regular Meeting on **04 April 2025**

wherein a quorum was present and acting throughout via remote communication at the Corporation's principal office, resolved to conduct partial conversion of the Series A Non-Voting and Convertible Preferred Shares into Common Shares at the conversion rate of Twenty Five (25) Series A Preferred Shares into one (1) Common Share, applicable to Series A Shareholders whose shares when converted will not result to any fractional shares and to retain the Series A Non-Voting and Convertible Preferred Shares.

4. The remaining issued and outstanding Series "A" preferred shares shall be converted into common shares after the Corporation obtains the necessary approval from the Board of Directors and Stockholders for the decrease in authorized capital stock to eliminate the resulting fractional shares arising from the eventual conversion of the remaining Series "A" preferred shares.
5. As of this record, the Corporation has a total of Fourteen Million Three Hundred Sixty-Six Thousand Two Hundred Sixty (14,366,260) Series "A" preferred shares with a par value of Php0.04 per share equivalent to Five Hundred Seventy-Four Thousand Six Hundred Fifty Pesos and 40/100 (PhP574,650.40).
6. The lists of stockholders with their respective nationalities, the amount subscribed and paid-up before and after the partial conversion of Series "A" Non-Voting and Convertible Preferred Shares into Common Shares, declassification of Series "B" Preferred Shares and the reclassification of Foreign-Owned Common Shares into Series "C" Preferred Shares are described herein as follows:

List of Common Shareholders before and after the partial conversion of the Series A Preferred Shares	Annex "A-1"
List of Common Shareholders before and after the issuance of the Series C Preferred Shares	Annex "A-2"
List of Series A Preferred Shareholders	Annex "B"
List of Series B Preferred Shareholders	Annex "C"
List of Series C Preferred Shareholders	Annex "D"

7. As a result of the aforementioned transactions, the Corporation's total issued and outstanding shares shall be reported as follows:

TOTAL ISSUED AND OUTSTANDING SHARES	925,401,854 Common Shares ¹
	6,549,960 Series "A" Preferred Shares
	209,414 Foreign Series "C" Preferred Shares

¹ The Corporation's issued and outstanding common shares as of 30 January 2025 is 925,298,616 shares following the issuance of 75,000,000 common shares to Valiant Consolidated Resources Inc. ("Valiant") on 11 November 2024.

8. The before and after results of the transactions are summarized below:

	Partial Conversion of Series A Preferred Shares & Declassification of Series B Preferred Shares		Reclassification of Foreign-owned Common Shares to Series C Preferred Shares	
	Before conversion to Common Shares	After conversion and declassification to Common Shares	Before Reclassification to Series C Preferred Shares	After Reclassification to Series C Preferred Shares
TOTAL COMMON SHARES	925,298,616	925,611,268	925,611,268	925,401,854
Filipino Shareholders of Common Shares	925,093,588	925,401,854	925,401,854	925,401,854
Foreign Shareholders of Common Shares	205,028	209,414	209,414	0
TOTAL SERIES "A" PREFERRED SHARES	14,366,260			
Filipino Shareholders of Series "A" Preferred Shares entitled to conversion at 25 pref : 1 common	7,706,650	0		
Foreign Shareholders of Series "A" Preferred Shares entitled to conversion 25 pref : 1 common	109,650	0	0	0
Filipino Shareholders of Series "A" Preferred Shares NOT entitled to conversion	6,549,960	6,549,960	6,549,960	6,549,960
Series "B" Preferred Shares	0	0	0	0
Series "C" Preferred Shares	-	-	-	209,414

(signature page follows)

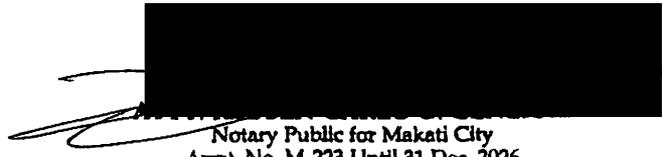
IN WITNESS WHEREOF, I have hereunto affixed my signature this APR 29 2025,
at MAKATI CITY, Philippines.



DIANE MADELYN C. CHING
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 29 2025, at
MAKATI CITY, Philippines, Affiant exhibited to me her IBP ID Roll of Attorney No.

Doc. No. 12 ;
Page No. 4 ;
Book No. 1 ;
Series of 2025.



Notary Public for Makati City
Appt. No. M-223 Until 31 Dec. 2026
Roll of Attorneys No. 59087
IBP Membership No. 480027; 12/01/2024
PTR No. MKT-10476980MN; 01/13/2025
MCLE Compliance No. VII-0018681;
3F ALPAP I Building, #140 Leviste Street
Salcedo Village, Makati City

PRIME MEDIA HOLDINGS, INC.
SUMMARY OF BEFORE AND AFTER RESULTS

	Partial Conversion of Series A Preferred Shares & Declassification of Series B Preferred Shares		Reclassification of Foreign-owned Common Shares to Series C Preferred Shares	
	Before conversion to Common Shares	After conversion and declassification to Common Shares	Before Reclassification to Series C Preferred Shares	After Reclassification to Series C Preferred Shares
TOTAL COMMON SHARES	925,298,616	925,611,268	925,611,268	925,401,854
Filipino Shareholders of Common Shares	925,093,588	925,401,854	925,401,854	925,401,854
Foreign Shareholders of Common Shares	205,028	209,414	209,414	0
TOTAL SERIES "A" PREFERRED SHARES	14,366,260			
Filipino Shareholders of Series "A" Preferred Shares entitled to conversion at 25 pref : 1 common	7,706,650	0		
Foreign Shareholders of Series "A" Preferred Shares entitled to conversion 25 pref : 1 common	109,650	0	0	0
Filipino Shareholders of Series "A" Preferred Shares NOT entitled to conversion	6,549,960	6,549,960	6,549,960	6,549,960
Series "B" Preferred Shares	0	0	0	0
Series "C" Preferred Shares				209,414

PRIME MEDIA HOLDINGS, INC.

BEFORE				
LIST OF COMMON STOCKHOLDERS BEFORE PARTIAL CONVERSION OF SERIES A PREFERRED SHARES				
I. LIST OF FILIPINO COMMON STOCKHOLDERS				
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (in Php)
PCD Nominee Corporation (Filipino)	Filipino	888,432,165	888,432,165	888,432,165
RYM Business Management Corporation	Filipino	8,927,940	8,927,940	8,927,940
First Producers Holdings Corp. FAO Ray Burton Development Corporation	Filipino	6,175,789	6,175,789.00	6,175,789.00
First Producers Holdings Corp. FAO Producers Properties Inc.	Filipino	4,903,852	4,903,852.00	4,903,852.00
Ray Burton Development Corporation	Filipino	3,213,293	3,213,293.00	3,213,293.00
Producers Properties, Inc.	Filipino	3,013,701	3,013,701.00	3,013,701.00
Mercantile Investment Company, Inc.	Filipino	1,585,989	1,585,989.00	1,585,989.00
Del Rosario, Albert, ITF Anthony Salim	Filipino	1,289,279	1,289,279.00	1,289,279.00
Yan, Lucio, W., &/OR Clara Yan	Filipino	600,000	600,000.00	600,000.00
Vargas, Joel B.	Filipino	534,876	534,876.00	534,876.00
So, Merlene, &/OR So Peng Kee	Filipino	239,000	239,000.00	239,000.00
Uy, Maria T.	Filipino	211,200	211,200.00	211,200.00
Go, Jr., Jose Yu	Filipino	210,000	210,000.00	210,000.00
Solar Securities, Inc.	Filipino	200,000	200,000.00	200,000.00
Que Lu Klong	Filipino	150,000	150,000.00	150,000.00
Go, Jovy Lim	Filipino	150,000	150,000.00	150,000.00
Cruz Jr. Ponciano V.	Filipino	150,000	150,000.00	150,000.00
Abad, Rufino H.	Filipino	142,011	142,011.00	142,011.00
Tan, Luciano H.	Filipino	139,600	139,600.00	139,600.00
Navalta, Leonardo	Filipino	132,294	132,294	132,294.00
Other common shareholders	Filipino	4,692,599	4,692,599	4,692,599
TOTAL		925,093,588	925,093,588	925,093,588.00

II. LIST OF FOREIGN COMMON STOCKHOLDERS				
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (in Php)
PCD Nominee Corporation (Foreign)	Foreign	153,751	153,751	153,751
Helmut Ellspermann Thomas	German	35,000	35,000.00	35,000.00
Tan Katherine G.	Chinese	5,000	5,000.00	5,000.00
Lam Sik Keung	Chinese	4,000	4,000.00	4,000.00
Gawtee Nida Uy	Chinese	3,500	3,500.00	3,500.00
Hanson Harry A.	American	1,899	1,899.00	1,899.00
Hanson Jane O' Sullivan	American	1,051	1,051.00	1,051.00
Poethig Richard P.	American	398	398.00	398.00
Rehmar Marcia P.	American	266	266.00	266.00
Renskers Richard H.	American	137	137.00	137.00
Brain George W.	American	22	22.00	22.00
Choa David	American	1	1.00	1.00

Tatsuhiko Endo	Japanese	1	1.00	1.00
Hartwig Larry D.	American	1	1.00	1.00
Petzke Erhard	German	1	1.00	1.00
TOTAL		205,028	205,028.00	205,028.00

Summary Before Partial Conversion:				
Total Filipino			925,093,588	
Total Foreign			205,028	
Grand Total			925,298,616	

AFTER

LIST OF COMMON STOCKHOLDERS AFTER PARTIAL CONVERSION OF SERIES A PREFERRED SHARES

I. LIST OF FILIPINO COMMON STOCKHOLDERS

Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (in Php)
PCD Nominee Corporation (Filipino)	Filipino	888,432,165	888,432,165	888,432,165
RYM Business Management Corporation	Filipino	8,927,940	8,927,940	8,927,940
First Producers Holdings Corp. FAO Ray Burton Development Corporation	Filipino	6,175,789	6,175,789.00	6,175,789.00
First Producers Holdings Corp. FAO Producers Properties Inc.	Filipino	4,903,852	4,903,852.00	4,903,852.00
Ray Burton Development Corporation	Filipino	3,213,293	3,213,293.00	3,213,293.00
Producers Properties, Inc.	Filipino	3,013,701	3,013,701.00	3,013,701.00
Mercantile Investment Company, Inc.	Filipino	1,585,989	1,585,989.00	1,585,989.00
Del Rosario, Albert, ITF Anthony Salim	Filipino	1,289,279	1,289,279.00	1,289,279.00
Yan, Lucio, W., &/OR Clara Yan	Filipino	600,000	600,000.00	600,000.00
Vargas, Joel B.	Filipino	534,876	534,876.00	534,876.00
So, Merlene, &/OR So Peng Kee	Filipino	239,000	239,000.00	239,000.00
Uy, Maria T.	Filipino	211,200	211,200.00	211,200.00
Go, Jr., Jose Yu	Filipino	210,000	210,000.00	210,000.00
Solar Securities, Inc.	Filipino	200,000	200,000.00	200,000.00
Que Lu Kiong	Filipino	150,000	150,000.00	150,000.00
Go, Jovy Lim	Filipino	150,000	150,000.00	150,000.00
Cruz Jr. Ponciano V.	Filipino	150,000	150,000.00	150,000.00
Abad, Rufino H.	Filipino	142,011	142,011.00	142,011.00
Tan, Luciano H.	Filipino	139,600	139,600.00	139,600.00
Navalta, Leonardo	Filipino	132,294	132,294	132,294.00
Other common shareholders	Filipino	4,692,599	4,692,599	4,692,599
A. T. DE CASTRO SECURITIES CORPORATION	FILIPINO	436	436.00	436.00
ABANSI JANET G.	FILIPINO	780	780.00	780.00
ABAYA CORAZON O.	FILIPINO	244	244.00	244.00
AGONOY MIRIAM G.	FILIPINO	500	500.00	500.00
ALEGRE RAMON J.	FILIPINO	436	436.00	436.00
ALIPIO ANTONIO	FILIPINO	8,720	8,720.00	8,720.00
AMIL AMADOR R.	FILIPINO	1,402	1,402.00	1,402.00
ANG SANTIAGO S.	FILIPINO	436	436.00	436.00
ANG TOMAS YU	FILIPINO	1,308	1,308.00	1,308.00

ANGPING & ASSOC. SEC. INC.	FILIPINO	3,174	3,174.00	3,174.00
ASIAN CAPITAL EQUITIES INC. FAO LEANDRO M. LAYA	FILIPINO	436	436.00	436.00
ASTUDILLO MA. CONCEPCION SUSANA D	FILIPINO	700	700.00	700.00
BACULINAO EVELYN M.	FILIPINO	400	400.00	400.00
BALLAD HECTOR T.	FILIPINO	2,000	2,000.00	2,000.00
BANCO DE ORO TRUST BANKING GROUP FAO MIRIAM COLLEGE FOUNDATION INC. EMPLOYEES	FILIPINO	11,200	11,200.00	11,200.00
BANTA MARGARITO A.	FILIPINO	500	500.00	500.00
BEARNEZA FELIMON B.	FILIPINO	478	478.00	478.00
BISMONTE ROBERTO S.	FILIPINO	2,000	2,000.00	2,000.00
BLANCAFLOR HERNANI Q.	FILIPINO	800	800.00	800.00
CARIASO III BERNABE A.	FILIPINO	500	500.00	500.00
CEBEDO JULIE V.	FILIPINO	500	500.00	500.00
CEDRON LINA E.	FILIPINO	500	500.00	500.00
CHENG JANET VERONICA	FILIPINO	4,880	4,880.00	4,880.00
CHENG PAUL	FILIPINO	2,200	2,200.00	2,200.00
CHING FELICITA T.	FILIPINO	1,308	1,308.00	1,308.00
CHUA CAROLYN	FILIPINO	488	488.00	488.00
CHUA ALFREDO &/OR MAY ANN CHUA	FILIPINO	4,712	4,712.00	4,712.00
CITISECURITIES INC.	FILIPINO	16,120	16,120.00	16,120.00
CO FEDERICO	FILIPINO	872	872.00	872.00
CO LUCITA YAP	FILIPINO	488	488.00	488.00
COMETA TERESITA C.	FILIPINO	8,400	8,400.00	8,400.00
CROSBY UBP SECURITIES INC.	FILIPINO	1,308	1,308.00	1,308.00
CU ALEXANDER V.	FILIPINO	872	872.00	872.00
CU GEORGE VINZONS	FILIPINO	872	872.00	872.00
DALIS MARECAR CECILIA C.	FILIPINO	800	800.00	800.00
DE LA PAZ LILIA R.	FILIPINO	86	86.00	86.00
DE LEON RAMIL P.	FILIPINO	1,000	1,000.00	1,000.00
DEL MAR JENNIFER Y.	FILIPINO	800	800.00	800.00
DELA CRUZ MARY T.	FILIPINO	3,938	3,938.00	3,938.00
DELOS SANTOS ERNESTO	FILIPINO	960	960.00	960.00
DESCALLAR GREMAE G.	FILIPINO	500	500.00	500.00
DUNGAO JR. ANASTACIO C.A.	FILIPINO	500	500.00	500.00
DUYA JOSEFINA V.	FILIPINO	1,200	1,200.00	1,200.00
DY HERBERT U.	FILIPINO	244	244.00	244.00
DY CHUA BENITO	FILIPINO	488	488.00	488.00
EQUITABLE SEC. (PHILS.) INC.	FILIPINO	614	614.00	614.00
FIRST ORIENT SECURITIES INC.	FILIPINO	2,180	2,180.00	2,180.00
FLORES ROLAND O.	FILIPINO	500	500.00	500.00
FRANCO LEILANIE G.	FILIPINO	500	500.00	500.00
FRIAS LIGAYA G.	FILIPINO	62	62.00	62.00
FRIAS LIGAYA REBECCA G.	FILIPINO	488	488.00	488.00
GABIONZA JR. SANTIAGO	FILIPINO	448	448.00	448.00
GALICIA THELMA	FILIPINO	984	984.00	984.00
GALINDO CYNTHIA R.	FILIPINO	4,100	4,100.00	4,100.00
GAN CATALINO	FILIPINO	488	488.00	488.00
GEPE IX ANTONIO S.	FILIPINO	900	900.00	900.00
HDI SECURITIES INC. A/C # BAUTR001	FILIPINO	218	218.00	218.00
HDI SECURITIES INC. A/C # REYEJ001	FILIPINO	18	18.00	18.00
HK SECURITIES INC. A/C # 1010181	FILIPINO	488	488.00	488.00
HPPI EMPLOYEES RETIREMENT PLAN	FILIPINO	20,000	20,000.00	20,000.00

I. B. GIMENEZ SECURITIES INC. A/C NO. CMC-023	FILIPINO	80	80.00	80.00
I. B. GIMENEZ SECURITIES INC. A/C NO. JTC-002	FILIPINO	52	52.00	52.00
I. B. GIMENEZ SECURITIES INC. A/C NO. MK-03	FILIPINO	488	488.00	488.00
I. B. GIMENEZ SECURITIES INC. A/C NO. R-19	FILIPINO	4	4.00	4.00
I. B. GIMENEZ SECURITIES INC. A/C NO. WSM-047	FILIPINO	218	218.00	218.00
INTRA-INVEST SECURITIES INC.	FILIPINO	488	488.00	488.00
ISIDRO ROSANNA G.	FILIPINO	700	700.00	700.00
JOHAN TATO A.	FILIPINO	12,000	12,000.00	12,000.00
KATIGBAK ENRIQUETA V.	FILIPINO	600	600.00	600.00
KING TERESITA M.	FILIPINO	500	500.00	500.00
KONG RODRIGO C.	FILIPINO	500	500.00	500.00
LEANO RODOLFO T.	FILIPINO	500	500.00	500.00
LEE MARIE FRANCES C.	FILIPINO	1,048	1,048.00	1,048.00
LIM HILDA K. GOCUAN	FILIPINO	488	488.00	488.00
LLADO MARIA ASUNCION C. &/OR ERNA C. LLADO	FILIPINO	872	872.00	872.00
LOCSIN TINA N.	FILIPINO	1,000	1,000.00	1,000.00
LUCERO BEATRIZ T.	FILIPINO	1,622	1,622.00	1,622.00
LUGTU LIGARIO P. &/OR MA. LOURDES T. LUGTU	FILIPINO	52	52.00	52.00
MAGAWAY JULIETA N.	FILIPINO	500	500.00	500.00
MALIGAD IGNACIO D.	FILIPINO	400	400.00	400.00
MATEO BERNARDO BERNIE S.	FILIPINO	800	800.00	800.00
MDI EMPLOYEES RETIREMENT PLAN	FILIPINO	24,418	24,418.00	24,418.00
MENDOZA JR. JAIME JEREMY	FILIPINO	500	500.00	500.00
MENES SALUD N.	FILIPINO	872	872.00	872.00
MIDER JR. JOSE ENRIQUE V.	FILIPINO	488	488.00	488.00
MONSANTO VERA MARIE P.	FILIPINO	500	500.00	500.00
MORALES MELVIN O.	FILIPINO	3,300	3,300.00	3,300.00
NABUA ROSITA M.	FILIPINO	500	500.00	500.00
NALUZ RENATO T.	FILIPINO	4,360	4,360.00	4,360.00
NAVALTA LEONARDO	FILIPINO	6,000	6,000.00	6,000.00
OLIVER CESAR RODEL G.	FILIPINO	3,492	3,492.00	3,492.00
ONG DONALDO	FILIPINO	2,180	2,180.00	2,180.00
ONG MARCELINO	FILIPINO	872	872.00	872.00
ONG ROBERT P.	FILIPINO	488	488.00	488.00
OSBUAL JOSEPH MICHAEL A.	FILIPINO	500	500.00	500.00
PADILLA MA. ISABEL D.	FILIPINO	1,600	1,600.00	1,600.00
PADILLA PRISCILLA R.	FILIPINO	576	576.00	576.00
PAZ JUDELYN V.	FILIPINO	900	900.00	900.00
PEREZ ROSA MILA R.	FILIPINO	488	488.00	488.00
PINEDA GLENDA C.	FILIPINO	800	800.00	800.00
PONTILLAS JOAN L.	FILIPINO	600	600.00	600.00
PUNO VERONICA D.	FILIPINO	800	800.00	800.00
QUINEZ CRISELDA Q.	FILIPINO	500	500.00	500.00
R & L INVESTMENT INC.	FILIPINO	3,038	3,038.00	3,038.00
REGINA CAPITAL DEVELOPMENT CORP.	FILIPINO	800	800.00	800.00
REYES GERARD	FILIPINO	244	244.00	244.00

REYES JR. NARCISO Z.	FILIPINO	488	488.00	488.00
RTG & CO. INC. A/C NO. 2421	FILIPINO	6	6.00	6.00
SALAPARE MA. AMELIA S.	FILIPINO	800	800.00	800.00
SAMSON ANTONIO R.	FILIPINO	10,000	10,000.00	10,000.00
SEANGIO SEGUNDO	FILIPINO	9,760	9,760.00	9,760.00
SEANGIO SEGUNDO &/OR VIRGINIA SEANGIO	FILIPINO	480	480.00	480.00
SIA ANTONIO	FILIPINO	2,180	2,180.00	2,180.00
SO ERNESTO	FILIPINO	1,308	1,308.00	1,308.00
SOLIDBANK FAO NORFIL FOUNDATION INC.	FILIPINO	3,480	3,480.00	3,480.00
ST. SCHOLASTICA RESEARCH & DEV. FOUNDATION INC.	FILIPINO	2,000	2,000.00	2,000.00
SUMAGUE ANTONINA C.	FILIPINO	244	244.00	244.00
SUMINISTRADO VERONICA T.	FILIPINO	800	800.00	800.00
SUN HUNG KAI SEC. (PHIL.) INC.	FILIPINO	436	436.00	436.00
SUN HUNG KAI SEC. (PHIL.) INC. A/C NO. RA083	FILIPINO	244	244.00	244.00
SUN HUNG KAI SEC. (PHIL.) INC. FAO MARIANO QUE	FILIPINO	3,488	3,488.00	3,488.00
TAN JUDY C.	FILIPINO	1,334	1,334.00	1,334.00
TAN SONIA G.	FILIPINO	2,000	2,000.00	2,000.00
TORIO NICOLLO MICHAEL A.	FILIPINO	700	700.00	700.00
TORRES CARLOS	FILIPINO	32,000	32,000.00	32,000.00
TRAJE LANY V.	FILIPINO	500	500.00	500.00
TURA LORAIN NOOT	FILIPINO	500	500.00	500.00
UMIPIG JR. JUAN B.	FILIPINO	7,200	7,200.00	7,200.00
UNG EDUARDO	FILIPINO	436	436.00	436.00
WEALTH SECURITIES INC.	FILIPINO	16,080	16,080.00	16,080.00
WOLFF & CO. INC	FILIPINO	1,360	1,360.00	1,360.00
YU AIMEE	FILIPINO	488	488.00	488.00
YU ROBERT G.	FILIPINO	872	872.00	872.00
YUPITUN ANTONIO	FILIPINO	4,880	4,880.00	4,880.00
TOTAL FILIPINO COMMON STOCKHOLDERS AFTER CONVERSION		925,401,854	925,401,854.00	925,401,854.00

II. LIST OF FOREIGN COMMON STOCKHOLDERS TO BE CONVERTED TO SERIES C				
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (in Php)
PCD Nominee Corporation (Foreign)	Foreign	153,751	153,751	153,751
Helmut Ellspermann Thomas	German	35,000	35,000.00	35,000.00
Tan Katherine G.	Chinese	5,000	5,000.00	5,000.00
Lam Sik Keung	Chinese	4,000	4,000.00	4,000.00
Gawtee Nida Uy	Chinese	3,500	3,500.00	3,500.00
Hanson Harry A.	American	1,899	1,899.00	1,899.00
Hanson Jane O' Sullivan	American	1,051	1,051.00	1,051.00
Poethig Richard P.	American	398	398.00	398.00
Rehmar Marcia P.	American	266	266.00	266.00
Renskers Richard H.	American	137	137.00	137.00
Brain George W.	American	22	22.00	22.00
Choa David	American	1	1.00	1.00
Tatsuhiko Endo	Japanese	1	1.00	1.00

Hartwig Larry D.	American	1	1.00	1.00
Petzke Erhard	German	1	1.00	1.00
MIYAKE HIKARU	JAPANESE	4,360.00	4,360.00	4,360.00
UY-TIOCO & CO. INC. A/C # BN	CHINESE	26.00	26.00	26.00
TOTAL FOREIGN COMMON STOCKHOLDERS AFTER CONVERSION		209,414	209,414.00	209,414.00

Summary After Partial Conversion of Series A	
Total Filipino	925,401,854
Total Foreign	209,414
Grand Total	925,611,268

OVERALL SUMMARY	Before	After
Total Filipino Shareholders	925,093,588	925,401,854
Total Foreign Shareholders	205,028	209,414
Grand Total	925,298,616	925,611,268

PRIME MEDIA HOLDINGS, INC.

BEFORE				
LIST OF COMMON STOCKHOLDERS BEFORE ISSUANCE OF SERIES C				
I. LIST OF FILIPINO COMMON STOCKHOLDERS				
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (in Php)
PCD Nominee Corporation (Filipino)	Filipino	888,432,165	888,432,165	888,432,165
RYM Business Management Corporation	Filipino	8,927,940	8,927,940	8,927,940
First Producers Holdings Corp. FAO Ray Burton Development Corporation	Filipino	6,175,789	6,175,789.00	6,175,789.00
First Producers Holdings Corp. FAO Producers Properties Inc.	Filipino	4,903,852	4,903,852.00	4,903,852.00
Ray Burton Development Corporation	Filipino	3,213,293	3,213,293.00	3,213,293.00
Producers Properties, Inc.	Filipino	3,013,701	3,013,701.00	3,013,701.00
Mercantile Investment Company, Inc.	Filipino	1,585,989	1,585,989.00	1,585,989.00
Del Rosario, Albert, ITF Anthony Salim	Filipino	1,289,279	1,289,279.00	1,289,279.00
Yan, Lucio, W., &/OR Clara Yan	Filipino	600,000	600,000.00	600,000.00
Vargas, Joel B.	Filipino	534,876	534,876.00	534,876.00
So, Merlene, &/OR So Peng Kee	Filipino	239,000	239,000.00	239,000.00
Uy, Maria T.	Filipino	211,200	211,200.00	211,200.00
Go, Jr., Jose Yu	Filipino	210,000	210,000.00	210,000.00
Solar Securities, Inc.	Filipino	200,000	200,000.00	200,000.00
Que Lu Kiong	Filipino	150,000	150,000.00	150,000.00
Go, Jovy Lim	Filipino	150,000	150,000.00	150,000.00
Cruz Jr. Ponciano V.	Filipino	150,000	150,000.00	150,000.00
Abad, Rufino H.	Filipino	142,011	142,011.00	142,011.00
Tan, Luciano H.	Filipino	139,600	139,600.00	139,600.00
Navalta, Leonardo	Filipino	132,294	132,294	132,294.00
Other common shareholders	Filipino	4,692,599	4,692,599	4,692,599
A. T. DE CASTRO SECURITIES CORPORATION	FILIPINO	436	436.00	436.00
ABANSI JANET G.	FILIPINO	780	780.00	780.00
ABAYA CORAZON O.	FILIPINO	244	244.00	244.00
AGONOY MIRIAM G.	FILIPINO	500	500.00	500.00
ALEGRE RAMON J.	FILIPINO	436	436.00	436.00
ALIPIO ANTONIO	FILIPINO	8,720	8,720.00	8,720.00
AMIL AMADOR R.	FILIPINO	1,402	1,402.00	1,402.00
ANG SANTIAGO S.	FILIPINO	436	436.00	436.00
ANG TOMAS YU	FILIPINO	1,308	1,308.00	1,308.00
ANGPING & ASSOC. SEC. INC.	FILIPINO	3,174	3,174.00	3,174.00
ASIAN CAPITAL EQUITIES INC. FAO LEANDRO M. LAYA	FILIPINO	436	436.00	436.00
ASTUDILLO MA. CONCEPCION SUSANA D.	FILIPINO	700	700.00	700.00
BACULINAO EVELYN M.	FILIPINO	400	400.00	400.00
BALLAD HECTOR T.	FILIPINO	2,000	2,000.00	2,000.00
BANCO DE ORO TRUST BANKING GROUP	FILIPINO	11,200	11,200.00	11,200.00

BANTA MARGARITO A.	FILIPINO	500	500.00	500.00
BEARNEZA FELIMON B.	FILIPINO	478	478.00	478.00
BISMONTE ROBERTO S.	FILIPINO	2,000	2,000.00	2,000.00
BLANCAFLOR HERNANI Q.	FILIPINO	800	800.00	800.00
CARIASO III BERNABE A.	FILIPINO	500	500.00	500.00
CEBEDO JULIE V.	FILIPINO	500	500.00	500.00
CEDRON LINA E.	FILIPINO	500	500.00	500.00
CHENG JANET VERONICA	FILIPINO	4,880	4,880.00	4,880.00
CHENG PAUL	FILIPINO	2,200	2,200.00	2,200.00
CHING FELICITA T.	FILIPINO	1,308	1,308.00	1,308.00
CHUA CAROLYN	FILIPINO	488	488.00	488.00
CHUA ALFREDO &/OR MAY ANN CHUA	FILIPINO	4,712	4,712.00	4,712.00
CITISECURITIES INC.	FILIPINO	16,120	16,120.00	16,120.00
CO FEDERICO	FILIPINO	872	872.00	872.00
CO LUCITA YAP	FILIPINO	488	488.00	488.00
COMETA TERESITA C.	FILIPINO	8,400	8,400.00	8,400.00
CROSBY UBP SECURITIES INC.	FILIPINO	1,308	1,308.00	1,308.00
CU ALEXANDER V.	FILIPINO	872	872.00	872.00
CU GEORGE VINZONS	FILIPINO	872	872.00	872.00
DALIS MARECAR CECILIA C.	FILIPINO	800	800.00	800.00
DE LA PAZ LILIA R.	FILIPINO	86	86.00	86.00
DE LEON RAMIL P.	FILIPINO	1,000	1,000.00	1,000.00
DEL MAR JENNIFER Y.	FILIPINO	800	800.00	800.00
DELA CRUZ MARY T.	FILIPINO	3,938	3,938.00	3,938.00
DELOS SANTOS ERNESTO	FILIPINO	960	960.00	960.00
DESCALLAR GREMAE G.	FILIPINO	500	500.00	500.00
DUNGAO JR. ANASTACIO C.A.	FILIPINO	500	500.00	500.00
DUYA JOSEFINA V.	FILIPINO	1,200	1,200.00	1,200.00
DY HERBERT U.	FILIPINO	244	244.00	244.00
DY CHUA BENITO	FILIPINO	488	488.00	488.00
EQUITABLE SEC. (PHILS.) INC.	FILIPINO	614	614.00	614.00
FIRST ORIENT SECURITIES INC.	FILIPINO	2,180	2,180.00	2,180.00
FLORES ROLAND O.	FILIPINO	500	500.00	500.00
FRANCO LEILANIE G.	FILIPINO	500	500.00	500.00
FRIAS LIGAYA G.	FILIPINO	62	62.00	62.00
FRIAS LIGAYA REBECCA G.	FILIPINO	488	488.00	488.00
GABIONZA JR. SANTIAGO	FILIPINO	448	448.00	448.00
GALICIA THELMA	FILIPINO	984	984.00	984.00
GALINDO CYNTHIA R.	FILIPINO	4,100	4,100.00	4,100.00
GAN CATALINO	FILIPINO	488	488.00	488.00
GEPTE IX ANTONIO S.	FILIPINO	900	900.00	900.00
HDI SECURITIES INC. A/C # BAUTR001	FILIPINO	218	218.00	218.00
HDI SECURITIES INC. A/C # REYEJ001	FILIPINO	18	18.00	18.00
HK SECURITIES INC. A/C # 1010181	FILIPINO	488	488.00	488.00
HPPI EMPLOYEES RETIREMENT PLAN	FILIPINO	20,000	20,000.00	20,000.00
I. B. GIMENEZ SECURITIES INC. A/C NO. CMC-023	FILIPINO	80	80.00	80.00
I. B. GIMENEZ SECURITIES INC. A/C NO. JTC-002	FILIPINO	52	52.00	52.00
I. B. GIMENEZ SECURITIES INC. A/C NO. MK-03	FILIPINO	488	488.00	488.00
I. B. GIMENEZ SECURITIES INC. A/C NO. R-19	FILIPINO	4	4.00	4.00

I. B. GIMENEZ SECURITIES INC. A/C NO. WSM-047	FILIPINO	218	218.00	218.00
INTRA-INVEST SECURITIES INC.	FILIPINO	488	488.00	488.00
ISIDRO ROSANNA G.	FILIPINO	700	700.00	700.00
JOHAN TATO A.	FILIPINO	12,000	12,000.00	12,000.00
KATIGBAK ENRIQUETA V.	FILIPINO	600	600.00	600.00
KING TERESITA M.	FILIPINO	500	500.00	500.00
KONG RODRIGO C.	FILIPINO	500	500.00	500.00
LEANO RODOLFO T.	FILIPINO	500	500.00	500.00
LEE MARIE FRANCES C.	FILIPINO	1,048	1,048.00	1,048.00
LIM HILDA K. GOCUAN	FILIPINO	488	488.00	488.00
LLADO MARIA ASUNCION C. &/OR ERNA C. LLADO	FILIPINO	872	872.00	872.00
LOCSIN TINA N.	FILIPINO	1,000	1,000.00	1,000.00
LUCERO BEATRIZ T.	FILIPINO	1,622	1,622.00	1,622.00
LUGTU LIGARIO P. &/OR MA. LOURDES T	FILIPINO	52	52.00	52.00
MAGAWAY JULIETA N.	FILIPINO	500	500.00	500.00
MALIGAD IGNACIO D.	FILIPINO	400	400.00	400.00
MATEO BERNARDO BERNIE S.	FILIPINO	800	800.00	800.00
MDI EMPLOYEES RETIREMENT PLAN	FILIPINO	24,418	24,418.00	24,418.00
MENDOZA JR. JAIME JEREMY	FILIPINO	500	500.00	500.00
MENES SALUD N.	FILIPINO	872	872.00	872.00
MIDER JR. JOSE ENRIQUE V.	FILIPINO	488	488.00	488.00
MONSANTO VERA MARIE P.	FILIPINO	500	500.00	500.00
MORALES MELVIN O.	FILIPINO	3,300	3,300.00	3,300.00
NABUA ROSITA M.	FILIPINO	500	500.00	500.00
NALUZ RENATO T.	FILIPINO	4,360	4,360.00	4,360.00
NAVALTA LEONARDO	FILIPINO	6,000	6,000.00	6,000.00
OLIVER CESAR RODEL G.	FILIPINO	3,492	3,492.00	3,492.00
ONG DONALDO	FILIPINO	2,180	2,180.00	2,180.00
ONG MARCELINO	FILIPINO	872	872.00	872.00
ONG ROBERT P.	FILIPINO	488	488.00	488.00
OSBUAL JOSEPH MICHAEL A.	FILIPINO	500	500.00	500.00
PADILLA MA. ISABEL D.	FILIPINO	1,600	1,600.00	1,600.00
PADILLA PRISCILLA R.	FILIPINO	576	576.00	576.00
PAZ JUDELYN V.	FILIPINO	900	900.00	900.00
PEREZ ROSA MILA R.	FILIPINO	488	488.00	488.00
PINEDA GLENDA C.	FILIPINO	800	800.00	800.00
PONTILLAS JOAN L.	FILIPINO	600	600.00	600.00
PUNO VERONICA D.	FILIPINO	800	800.00	800.00
QUINEZ CRISELDA Q.	FILIPINO	500	500.00	500.00
R & L INVESTMENT INC.	FILIPINO	3,038	3,038.00	3,038.00
REGINA CAPITAL DEVELOPMENT CORP.	FILIPINO	800	800.00	800.00
REYES GERARD	FILIPINO	244	244.00	244.00
REYES JR. NARCISO Z.	FILIPINO	488	488.00	488.00
RTG & CO. INC. A/C NO. 2421	FILIPINO	6	6.00	6.00
SALAPARE MA. AMELIA S.	FILIPINO	800	800.00	800.00
SAMSON ANTONIO R.	FILIPINO	10,000	10,000.00	10,000.00
SEANGIO SEGUNDO	FILIPINO	9,760	9,760.00	9,760.00
SEANGIO SEGUNDO &/OR VIRGINIA SEANGIO	FILIPINO	480	480.00	480.00
SIA ANTONIO	FILIPINO	2,180	2,180.00	2,180.00
SO ERNESTO	FILIPINO	1,308	1,308.00	1,308.00

SOLIDBANK FAO NORFIL FOUNDATION INC.	FILIPINO	3,480	3,480.00	3,480.00
ST. SCHOLASTICA RESEARCH & DEV. FOUNDATION INC.	FILIPINO	2,000	2,000.00	2,000.00
SUMAGUE ANTONINA C.	FILIPINO	244	244.00	244.00
SUMINISTRADO VERONICA T.	FILIPINO	800	800.00	800.00
SUN HUNG KAI SEC. (PHIL.) INC.	FILIPINO	436	436.00	436.00
SUN HUNG KAI SEC. (PHIL.) INC. A/C NO. RA083	FILIPINO	244	244.00	244.00
SUN HUNG KAI SEC. (PHIL.) INC. FAO MARIANO QUE	FILIPINO	3,488	3,488.00	3,488.00
TAN JUDY C.	FILIPINO	1,334	1,334.00	1,334.00
TAN SONIA G.	FILIPINO	2,000	2,000.00	2,000.00
TORIO NICOLLO MICHAEL A.	FILIPINO	700	700.00	700.00
TORRES CARLOS	FILIPINO	32,000	32,000.00	32,000.00
TRAJE LANY V.	FILIPINO	500	500.00	500.00
TURA LORAIN NOOT	FILIPINO	500	500.00	500.00
UMIPIG JR. JUAN B.	FILIPINO	7,200	7,200.00	7,200.00
UNG EDUARDO	FILIPINO	436	436.00	436.00
WEALTH SECURITIES INC.	FILIPINO	16,080	16,080.00	16,080.00
WOLFF & CO. INC	FILIPINO	1,360	1,360.00	1,360.00
YU AIMEE	FILIPINO	488	488.00	488.00
YU ROBERT G.	FILIPINO	872	872.00	872.00
YUPITUN ANTONIO	FILIPINO	4,880	4,880.00	4,880.00
TOTAL FILIPINO COMMON STOCKHOLDERS BEFORE ISSUANCE OF SERIES C		925,401,854	925,401,854.00	925,401,854.00

II. LIST OF FOREIGN COMMON STOCKHOLDERS TO BE CONVERTED TO SERIES C				
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (in Php)
PCD Nominee Corporation (Foreign)	Foreign	153,751	153,751	153,751
Helmut Ellspermann Thomas	German	35,000	35,000.00	35,000.00
Tan Katherine G.	Chinese	5,000	5,000.00	5,000.00
Lam Sik Keung	Chinese	4,000	4,000.00	4,000.00
Gawtee Nida Uy	Chinese	3,500	3,500.00	3,500.00
Hanson Harry A.	American	1,899	1,899.00	1,899.00
Hanson Jane O' Sullivan	American	1,051	1,051.00	1,051.00
Poethig Richard P.	American	398	398.00	398.00
Rehmar Marcia P.	American	266	266.00	266.00
Renskers Richard H.	American	137	137.00	137.00
Brain George W.	American	22	22.00	22.00
Choa David	American	1	1.00	1.00
Tatsuhiko Endo	Japanese	1	1.00	1.00
Hartwig Larry D.	American	1	1.00	1.00
Petzke Erhard	German	1	1.00	1.00
MIYAKE HIKARU	JAPANESE	4,360.00	4,360.00	4,360.00
UY-TIOCO & CO. INC. A/C # BN	CHINESE	26.00	26.00	26.00
TOTAL FOREIGN COMMON STOCKHOLDERS BEFORE ISSUANCE OF SERIES C		209,414	209,414.00	209,414.00

Summary Before Issuance of Series C	
Total Filipino	925,401,854
Total Foreign	209,414
Grand Total	925,611,268

AFTER				
LIST OF COMMON STOCKHOLDERS AFTER ISSUANCE OF SERIES C				
I. LIST OF FILIPINO COMMON STOCKHOLDERS				
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (in Php)
PCD Nominee Corporation (Filipino)	Filipino	888,432,165	888,432,165	888,432,165
RYM Business Management Corporation	Filipino	8,927,940	8,927,940	8,927,940
First Producers Holdings Corp. FAO Ray Burton Development Corporation	Filipino	6,175,789	6,175,789.00	6,175,789.00
First Producers Holdings Corp. FAO Producers Properties Inc.	Filipino	4,903,852	4,903,852.00	4,903,852.00
Ray Burton Development Corporation	Filipino	3,213,293	3,213,293.00	3,213,293.00
Producers Properties, Inc.	Filipino	3,013,701	3,013,701.00	3,013,701.00
Mercantile Investment Company, Inc.	Filipino	1,585,989	1,585,989.00	1,585,989.00
Del Rosario, Albert, ITF Anthony Salim	Filipino	1,289,279	1,289,279.00	1,289,279.00
Yan, Lucio, W., &/OR Clara Yan	Filipino	600,000	600,000.00	600,000.00
Vargas, Joel B.	Filipino	534,876	534,876.00	534,876.00
So, Merlene, &/OR So Peng Kee	Filipino	239,000	239,000.00	239,000.00
Uy, Maria T.	Filipino	211,200	211,200.00	211,200.00
Go, Jr., Jose Yu	Filipino	210,000	210,000.00	210,000.00
Solar Securities, Inc.	Filipino	200,000	200,000.00	200,000.00
Que Lu Kiong	Filipino	150,000	150,000.00	150,000.00
Go, Jovy Lim	Filipino	150,000	150,000.00	150,000.00
Cruz Jr. Ponciano V.	Filipino	150,000	150,000.00	150,000.00
Abad, Rufino H.	Filipino	142,011	142,011.00	142,011.00
Tan, Luciano H.	Filipino	139,600	139,600.00	139,600.00
Navalta, Leonardo	Filipino	132,294	132,294.00	132,294.00
Other common shareholders	Filipino	4,692,599	4,692,599	4,692,599
A. T. DE CASTRO SECURITIES CORPORATION	FILIPINO	436	436.00	436.00
ABANSI JANET G.	FILIPINO	780	780.00	780.00
ABAYA CORAZON O.	FILIPINO	244	244.00	244.00
AGONOY MIRIAM G.	FILIPINO	500	500.00	500.00
ALEGRE RAMON J.	FILIPINO	436	436.00	436.00
ALIPIO ANTONIO	FILIPINO	8,720	8,720.00	8,720.00
AMIL AMADOR R.	FILIPINO	1,402	1,402.00	1,402.00
ANG SANTIAGO S.	FILIPINO	436	436.00	436.00
ANG TOMAS YU	FILIPINO	1,308	1,308.00	1,308.00
ANGPING & ASSOC. SEC. INC.	FILIPINO	3,174	3,174.00	3,174.00
ASIAN CAPITAL EQUITIES INC. FAO LEANDRO M. LAYA	FILIPINO	436	436.00	436.00

ASTUDILLO MA. CONCEPCION SUSANA D.	FILIPINO	700	700.00	700.00
BACULINAO EVELYN M.	FILIPINO	400	400.00	400.00
BALLAD HECTOR T.	FILIPINO	2,000	2,000.00	2,000.00
BANCO DE ORO TRUST BANKING GROUP FAO MIRIAM COLLEGE FOUNDATION INC. EMPLOYEES	FILIPINO	11,200	11,200.00	11,200.00
BANTA MARGARITO A.	FILIPINO	500	500.00	500.00
BEARNEZA FELIMON B.	FILIPINO	478	478.00	478.00
BISMONTE ROBERTO S.	FILIPINO	2,000	2,000.00	2,000.00
BLANCAFLOR HERNANI Q.	FILIPINO	800	800.00	800.00
CARIASO III BERNABE A.	FILIPINO	500	500.00	500.00
CEBEDO JULIE V.	FILIPINO	500	500.00	500.00
CEDRON LINA E.	FILIPINO	500	500.00	500.00
CHENG JANET VERONICA	FILIPINO	4,880	4,880.00	4,880.00
CHENG PAUL	FILIPINO	2,200	2,200.00	2,200.00
CHING FELICITA T.	FILIPINO	1,308	1,308.00	1,308.00
CHUA CAROLYN	FILIPINO	488	488.00	488.00
CHUA ALFREDO &/OR MAY ANN CHUA	FILIPINO	4,712	4,712.00	4,712.00
CITISECURITIES INC.	FILIPINO	16,120	16,120.00	16,120.00
CO FEDERICO	FILIPINO	872	872.00	872.00
CO LUCITA YAP	FILIPINO	488	488.00	488.00
COMETA TERESITA C.	FILIPINO	8,400	8,400.00	8,400.00
CROSBY UBP SECURITIES INC.	FILIPINO	1,308	1,308.00	1,308.00
CU ALEXANDER V.	FILIPINO	872	872.00	872.00
CU GEORGE VINZONS	FILIPINO	872	872.00	872.00
DALIS MARECAR CECILIA C.	FILIPINO	800	800.00	800.00
DE LA PAZ LILIA R.	FILIPINO	86	86.00	86.00
DE LEON RAMIL P.	FILIPINO	1,000	1,000.00	1,000.00
DEL MAR JENNIFER Y.	FILIPINO	800	800.00	800.00
DELA CRUZ MARY T.	FILIPINO	3,938	3,938.00	3,938.00
DELOS SANTOS ERNESTO	FILIPINO	960	960.00	960.00
DESCALLAR GREMAE G.	FILIPINO	500	500.00	500.00
DUNGAO JR. ANASTACIO C.A.	FILIPINO	500	500.00	500.00
DUYA JOSEFINA V.	FILIPINO	1,200	1,200.00	1,200.00
DY HERBERT U.	FILIPINO	244	244.00	244.00
DY CHUA BENITO	FILIPINO	488	488.00	488.00
EQUITABLE SEC. (PHILS.) INC.	FILIPINO	614	614.00	614.00
FIRST ORIENT SECURITIES INC.	FILIPINO	2,180	2,180.00	2,180.00
FLORES ROLAND O.	FILIPINO	500	500.00	500.00
FRANCO LEILANIE G.	FILIPINO	500	500.00	500.00
FRIAS LIGAYA G.	FILIPINO	62	62.00	62.00
FRIAS LIGAYA REBECCA G.	FILIPINO	488	488.00	488.00
GABIONZA JR. SANTIAGO	FILIPINO	448	448.00	448.00
GALICIA THELMA	FILIPINO	984	984.00	984.00
GALINDO CYNTHIA R.	FILIPINO	4,100	4,100.00	4,100.00
GAN CATALINO	FILIPINO	488	488.00	488.00
GEPTI IX ANTONIO S.	FILIPINO	900	900.00	900.00
HDI SECURITIES INC. A/C # BAUTR001	FILIPINO	218	218.00	218.00
HDI SECURITIES INC. A/C # REYEJ001	FILIPINO	18	18.00	18.00
HK SECURITIES INC. A/C # 1010181	FILIPINO	488	488.00	488.00
HPPI EMPLOYEES RETIREMENT PLAN	FILIPINO	20,000	20,000.00	20,000.00
I. B. GIMENEZ SECURITIES INC. A/C NO. CMC-023	FILIPINO	80	80.00	80.00

I. B. GIMENEZ SECURITIES INC. A/C NO. JTC-002	FILIPINO	52	52.00	52.00
I. B. GIMENEZ SECURITIES INC. A/C NO. MK-03	FILIPINO	488	488.00	488.00
I. B. GIMENEZ SECURITIES INC. A/C NO. R-19	FILIPINO	4	4.00	4.00
I. B. GIMENEZ SECURITIES INC. A/C NO. WSM-047	FILIPINO	218	218.00	218.00
INTRA-INVEST SECURITIES INC.	FILIPINO	488	488.00	488.00
ISIDRO ROSANNA G.	FILIPINO	700	700.00	700.00
JOHAN TATO A.	FILIPINO	12,000	12,000.00	12,000.00
KATIGBAK ENRIQUETA V.	FILIPINO	600	600.00	600.00
KING TERESITA M.	FILIPINO	500	500.00	500.00
KONG RODRIGO C.	FILIPINO	500	500.00	500.00
LEANO RODOLFO T.	FILIPINO	500	500.00	500.00
LEE MARIE FRANCES C.	FILIPINO	1,048	1,048.00	1,048.00
LIM HILDA K. GOCUAN	FILIPINO	488	488.00	488.00
LLADO MARIA ASUNCION C. &/OR ERNA C. LLADO	FILIPINO	872	872.00	872.00
LOCSIN TINA N.	FILIPINO	1,000	1,000.00	1,000.00
LUCERO BEATRIZ T.	FILIPINO	1,622	1,622.00	1,622.00
LUGTU LIGARIO P. &/OR MA. LOURDES T	FILIPINO	52	52.00	52.00
MAGAWAY JULIETA N.	FILIPINO	500	500.00	500.00
MALIGAD IGNACIO D.	FILIPINO	400	400.00	400.00
MATEO BERNARDO BERNIE S.	FILIPINO	800	800.00	800.00
MDI EMPLOYEES RETIREMENT PLAN	FILIPINO	24,418	24,418.00	24,418.00
MENDOZA JR. JAIME JEREMY	FILIPINO	500	500.00	500.00
MENES SALUD N.	FILIPINO	872	872.00	872.00
MIDER JR. JOSE ENRIQUE V.	FILIPINO	488	488.00	488.00
MONSANTO VERA MARIE P.	FILIPINO	500	500.00	500.00
MORALES MELVIN O.	FILIPINO	3,300	3,300.00	3,300.00
NABUA ROSITA M.	FILIPINO	500	500.00	500.00
NALUZ RENATO T.	FILIPINO	4,360	4,360.00	4,360.00
NAVALTA LEONARDO	FILIPINO	6,000	6,000.00	6,000.00
OLIVER CESAR RODEL G.	FILIPINO	3,492	3,492.00	3,492.00
ONG DONALDO	FILIPINO	2,180	2,180.00	2,180.00
ONG MARCELINO	FILIPINO	872	872.00	872.00
ONG ROBERT P.	FILIPINO	488	488.00	488.00
OSBUAL JOSEPH MICHAEL A.	FILIPINO	500	500.00	500.00
PADILLA MA. ISABEL D.	FILIPINO	1,600	1,600.00	1,600.00
PADILLA PRISCILLA R.	FILIPINO	576	576.00	576.00
PAZ JUDELYN V.	FILIPINO	900	900.00	900.00
PEREZ ROSA MILA R.	FILIPINO	488	488.00	488.00
PINEDA GLENDA C.	FILIPINO	800	800.00	800.00
PONTILLAS JOAN L.	FILIPINO	600	600.00	600.00
PUNO VERONICA D.	FILIPINO	800	800.00	800.00
QUINEZ CRISELDA Q.	FILIPINO	500	500.00	500.00
R & L INVESTMENT INC.	FILIPINO	3,038	3,038.00	3,038.00
REGINA CAPITAL DEVELOPMENT CORP.	FILIPINO	800	800.00	800.00
REYES GERARD	FILIPINO	244	244.00	244.00
REYES JR. NARCISO Z.	FILIPINO	488	488.00	488.00
RTG & CO. INC. A/C NO. 2421	FILIPINO	6	6.00	6.00
SALAPARE MA. AMELIA S.	FILIPINO	800	800.00	800.00

SAMSON ANTONIO R.	FILIPINO	10,000	10,000.00	10,000.00
SEANGIO SEGUNDO	FILIPINO	9,760	9,760.00	9,760.00
SEANGIO SEGUNDO &/OR VIRGINIA SEANGIO	FILIPINO	480	480.00	480.00
SIA ANTONIO	FILIPINO	2,180	2,180.00	2,180.00
SO ERNESTO	FILIPINO	1,308	1,308.00	1,308.00
SOLIDBANK FAO NORFIL FOUNDATION INC.	FILIPINO	3,480	3,480.00	3,480.00
ST. SCHOLASTICA RESEARCH & DEV. FOUNDATION INC.	FILIPINO	2,000	2,000.00	2,000.00
SUMAGUE ANTONINA C.	FILIPINO	244	244.00	244.00
SUMINISTRADO VERONICA T.	FILIPINO	800	800.00	800.00
SUN HUNG KAI SEC. (PHIL.) INC.	FILIPINO	436	436.00	436.00
SUN HUNG KAI SEC. (PHIL.) INC. A/C NO. RA083	FILIPINO	244	244.00	244.00
SUN HUNG KAI SEC. (PHIL.) INC. FAO MARIANO QUE	FILIPINO	3,488	3,488.00	3,488.00
TAN JUDY C.	FILIPINO	1,334	1,334.00	1,334.00
TAN SONIA G.	FILIPINO	2,000	2,000.00	2,000.00
TORIO NICOLLO MICHAEL A.	FILIPINO	700	700.00	700.00
TORRES CARLOS	FILIPINO	32,000	32,000.00	32,000.00
TRAJE LANY V.	FILIPINO	500	500.00	500.00
TURA LORAIN NOOT	FILIPINO	500	500.00	500.00
UMIPIG JR. JUAN B.	FILIPINO	7,200	7,200.00	7,200.00
UNG EDUARDO	FILIPINO	436	436.00	436.00
WEALTH SECURITIES INC.	FILIPINO	16,080	16,080.00	16,080.00
WOLFF & CO. INC	FILIPINO	1,360	1,360.00	1,360.00
YU AIMEE	FILIPINO	488	488.00	488.00
YU ROBERT G.	FILIPINO	872	872.00	872.00
YUPITUN ANTONIO	FILIPINO	4,880	4,880.00	4,880.00
TOTAL FILIPINO COMMON STOCKHOLDERS AFTER ISSUANCE OF SERIES C		925,401,854	925,401,854.00	925,401,854.00

II. LIST OF FOREIGN COMMON STOCKHOLDERS TO BE CONVERTED TO SERIES C				
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (in Php)
	0	0	0	0
TOTAL FOREIGN COMMON STOCKHOLDERS AFTER CONVERSION	0	0	0.00	0.00

Summary After Issuance of Series C	
Total Filipino	925,401,854
Total Foreign	0
Grand Total	925,401,854

OVERALL SUMMARY	Before	After
Common Shares (Filipino)	925,401,854	925,401,854
Common Shares (Foreign)	209,414	-
Series C	-	209,414
Grand Total	925,611,268	925,611,268

PRIME MEDIA HOLDINGS, INC.

BEFORE				
LIST OF SERIES A PREFERRED STOCKHOLDERS BEFORE PARTIAL CONVERSION				
I. LIST OF FILIPINO PREFERRED SERIES "A" STOCKHOLDERS				
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (at Php 0.04 per share)
A. T. DE CASTRO SECURITIES CORPORATION	FILIPINO	10,900	436.00	436.00
AACTC FAO T/A # 94-057	FILIPINO	7,320	292.80	292.80
ABACUS SECURITIES CORP.	FILIPINO	25,290	1,011.60	1,011.60
ABACUS SECURITIES CORP. FAO JOSE ONG	FILIPINO	48,840	1,953.60	1,953.60
ABANSI JANET G.	FILIPINO	19,500	780.00	780.00
ABAYA CORAZON O.	FILIPINO	6,100	244.00	244.00
ACOL MA. ROSARIO J.	FILIPINO	39,570	1,582.80	1,582.80
ACOL JR. MANUEL J.	FILIPINO	280	11.20	11.20
ACOL MA. ROSARIO J. ITF MORGAN VINCENT J. ACOL	FILIPINO	80	3.20	3.20
AGANAN CRISTINA J.	FILIPINO	1,530	61.20	61.20
AGJ SECURITIES CORPORATION	FILIPINO	3,530	141.20	141.20
AGONOY MIRIAM G.	FILIPINO	12,500	500.00	500.00
ALCANTARA TOMASITO V.	FILIPINO	610	24.40	24.40
ALEGRE RAMON J.	FILIPINO	10,900	436.00	436.00
ALIPIO ANTONIO	FILIPINO	218,000	8,720.00	8,720.00
ALTAMAR INVESTMENT & DEVELOPMENT CORPORATION	FILIPINO	21,120	844.80	844.80
ALVARADO FERNANDO	FILIPINO	15,870	634.80	634.80
AMIL AMADOR R.	FILIPINO	4,090	163.60	163.60
AMIL AMADOR R.	FILIPINO	35,050	1,402.00	1,402.00
ANG SANTIAGO S.	FILIPINO	10,900	436.00	436.00
ANG TOMAS YU	FILIPINO	32,700	1,308.00	1,308.00
ANGPING & ASSOC. SEC. INC.	FILIPINO	79,350	3,174.00	3,174.00
ARMSTRONG SECURITIES INC.	FILIPINO	121,210	4,848.40	4,848.40
ASIAN CAPITAL EQUITIES INC. A/C # CLX0104	FILIPINO	2,610	104.40	104.40
ASIAN CAPITAL EQUITIES INC. FAO LEANDRO M. LAYA	FILIPINO	10,900	436.00	436.00
ASTUDILLO MA. CONCEPCION SUSANA D.	FILIPINO	17,500	700.00	700.00
AZADA CIPRIANO	FILIPINO	24,960	998.40	998.40
BACULINAO EVELYN M.	FILIPINO	10,000	400.00	400.00

BALLAD HECTOR T.	FILIPINO	50,000	2,000.00	2,000.00
BANCO DE ORO TRUST BANKING GROUP FAO MIRIAM COLLEGE FOUNDATION INC. EMPLOYEES	FILIPINO	280,000	11,200.00	11,200.00
BANTA MARGARITO A.	FILIPINO	12,500	500.00	500.00
BARLIS NELIA	FILIPINO	36,620	1,464.80	1,464.80
BASA ROMMEL T.	FILIPINO	21,370	854.80	854.80
BEARNEZA FELIMON B.	FILIPINO	11,950	478.00	478.00
BISMONTE ROBERTO S.	FILIPINO	50,000	2,000.00	2,000.00
BLANCAFLOR HERNANI Q.	FILIPINO	20,000	800.00	800.00
BUENAVENTURA MA. VICTORIA P.	FILIPINO	14,730	589.20	589.20
BUENO ROUMELIA M.	FILIPINO	15,810	632.40	632.40
CABALUNA MANUEL &/OR INOCENCIO C. CABALUNA	FILIPINO	2,920	116.80	116.80
CARIASO III BERNABE A.	FILIPINO	12,500	500.00	500.00
CEBEDO JULIE V.	FILIPINO	12,500	500.00	500.00
CEDRON LINA E.	FILIPINO	12,500	500.00	500.00
CHENG JANET VERONICA	FILIPINO	122,000	4,880.00	4,880.00
CHENG PAUL	FILIPINO	55,000	2,200.00	2,200.00
CHING FELICITA T.	FILIPINO	32,700	1,308.00	1,308.00
CHIU ROSE	FILIPINO	60,680	2,427.20	2,427.20
CHUA ALFREDO	FILIPINO	39,060	1,562.40	1,562.40
CHUA CAROLYN	FILIPINO	12,200	488.00	488.00
CHUA ALBERTO &/OR LINDA CHUA	FILIPINO	25,630	1,025.20	1,025.20
CHUA ALFREDO &/OR MAY ANN CHUA	FILIPINO	117,800	4,712.00	4,712.00
CHUA CAROLYN ITF BRENCIS CARL CHUA	FILIPINO	34,870	1,394.80	1,394.80
CHUA CHUACO MARY S.	FILIPINO	13,940	557.60	557.60
CHUA JOSEPH &/OR LOTY MARIE CHUA	FILIPINO	12,210	488.40	488.40
CHUAN ANNIE C.	FILIPINO	31,740	1,269.60	1,269.60
CITICORP SECURITIES INT'L. (RP) INC.	FILIPINO	33,320	1,332.80	1,332.80
CITISECURITIES INC.	FILIPINO	403,000	16,120.00	16,120.00
CO FEDERICO	FILIPINO	21,800	872.00	872.00
CO LUCITA YAP	FILIPINO	12,200	488.00	488.00
COMETA TERESITA C.	FILIPINO	210,000	8,400.00	8,400.00
CROSBY UBP SECURITIES INC.	FILIPINO	32,700	1,308.00	1,308.00
CRUZ PONCIANO V.	FILIPINO	4,880	195.20	195.20
CU ALEXANDER V.	FILIPINO	21,800	872.00	872.00
CU GEORGE VINZONS	FILIPINO	21,800	872.00	872.00
CUSTODIO HELEN L.	FILIPINO	8,720	348.80	348.80
DALIS MARECAR CECILIA C.	FILIPINO	20,000	800.00	800.00
DE LA PAZ LILIA R.	FILIPINO	2,150	86.00	86.00
DE LEON EUGENIO S.	FILIPINO	2,280	91.20	91.20
DE LEON RAMIL P.	FILIPINO	25,000	1,000.00	1,000.00
DE LEON ARCANGEL F. ITF ADORA F. DE LEON	FILIPINO	6,370	254.80	254.80
DE LEON ARCANGEL F. ITF MONETTE OSORIO	FILIPINO	4,170	166.80	166.80
DEGAY MATTHEW B.	FILIPINO	97,670	3,906.80	3,906.80
DEL MAR JENNIFER Y.	FILIPINO	20,000	800.00	800.00
DEL PRADO FLORENCIA	FILIPINO	10,840	433.60	433.60

DELA CRUZ MARY T.	FILIPINO	98,450	3,938.00	3,938.00
DELA CRUZ ROMUALDO	FILIPINO	6,820	272.80	272.80
DELA PAZ MA. LOURDES H.	FILIPINO	3,660	146.40	146.40
DELGADO VIRGINIA T.	FILIPINO	1,830	73.20	73.20
DELOS SANTOS ERNESTO	FILIPINO	24,000	960.00	960.00
DESCALLAR GREMAE G.	FILIPINO	12,500	500.00	500.00
DIKITANAN JR. LUIS	FILIPINO	390	15.60	15.60
DIVERSIFIED SEC. INC.	FILIPINO	218,080	8,723.20	8,723.20
DUNGAO JR. ANASTACIO C.A.	FILIPINO	12,500	500.00	500.00
DUYA JOSEFINA V.	FILIPINO	30,000	1,200.00	1,200.00
DY HERBERT U.	FILIPINO	6,100	244.00	244.00
DY CHUA BENITO	FILIPINO	12,200	488.00	488.00
E. CHUA CHIACO SEC. INC.	FILIPINO	449,640	17,985.60	17,985.60
EASTERN SECURITIES DEVELOPMENT CORPORATION	FILIPINO	196,340	7,853.60	7,853.60
EDUALINO ELEUTHERIUS LIWAG	FILIPINO	34,180	1,367.20	1,367.20
EDUALINO EUSTACIO G.	FILIPINO	84,240	3,369.60	3,369.60
ENRIQUEZ FLOR M.	FILIPINO	4,520	180.80	180.80
EQUITABLE SEC. (PHILS.) INC.	FILIPINO	15,350	614.00	614.00
ESTRELLA CORAZON	FILIPINO	6,540	261.60	261.60
EVANGELISTA GERARDO OR SALUD EVANGELISTA	FILIPINO	1,220	48.80	48.80
FERNANDO DAVID	FILIPINO	122,090	4,883.60	4,883.60
FIRST ORIENT SECURITIES INC.	FILIPINO	54,500	2,180.00	2,180.00
FLORES ROLAND O.	FILIPINO	12,500	500.00	500.00
FRANCO LEILANIE G.	FILIPINO	12,500	500.00	500.00
FRIAS LIGAYA G.	FILIPINO	1,550	62.00	62.00
FRIAS LIGAYA REBECCA G.	FILIPINO	12,200	488.00	488.00
GABILA BENJAMIN G.	FILIPINO	3,970	158.80	158.80
GABIONZA JR. SANTIAGO	FILIPINO	11,200	448.00	448.00
GAITOS MA. CECILIA M.	FILIPINO	2,260	90.40	90.40
GALICIA THELMA	FILIPINO	24,600	984.00	984.00
GALINDO ALFONSO T.	FILIPINO	80	3.20	3.20
GALINDO CYNTHIA R.	FILIPINO	102,500	4,100.00	4,100.00
GAN CATALINO	FILIPINO	12,200	488.00	488.00
GARCIA RAMON T.	FILIPINO	2,210	88.40	88.40
GEPE IX ANTONIO S.	FILIPINO	22,500	900.00	900.00
GO AIDA	FILIPINO	122,090	4,883.60	4,883.60
GO ANTHONY L.	FILIPINO	61,040	2,441.60	2,441.60
GUZMAN ANTONIO V.	FILIPINO	3,430	137.20	137.20
HDI SECURITIES INC. A/C # BAUTR001	FILIPINO	5,450	218.00	218.00
HDI SECURITIES INC. A/C # ISSAN001	FILIPINO	3,270	130.80	130.80
HDI SECURITIES INC. A/C # LAGUV001	FILIPINO	1,070	42.80	42.80
HDI SECURITIES INC. A/C # REYEJ001	FILIPINO	450	18.00	18.00
HERNANDEZ MA. LOURDES P.	FILIPINO	4,770	190.80	190.80
HK SECURITIES INC. A/C # 1010152	FILIPINO	260	10.40	10.40
HK SECURITIES INC. A/C # 1010181	FILIPINO	12,200	488.00	488.00
HK SECURITIES INC. A/C # 101035	FILIPINO	1,070	42.80	42.80
HPPI EMPLOYEES RETIREMENT PLAN	FILIPINO	500,000	20,000.00	20,000.00

I. B. GIMENEZ SECURITIES INC. A/C NO. AAB-037	FILIPINO	2,180	87.20	87.20
I. B. GIMENEZ SECURITIES INC. A/C NO. B-14D C	FILIPINO	660	26.40	26.40
I. B. GIMENEZ SECURITIES INC. A/C NO. CMC-023	FILIPINO	2,000	80.00	80.00
I. B. GIMENEZ SECURITIES INC. A/C NO. JTC 002	FILIPINO	1,300	52.00	52.00
I. B. GIMENEZ SECURITIES INC. A/C NO. MK-03	FILIPINO	12,200	488.00	488.00
I. B. GIMENEZ SECURITIES INC. A/C NO. R-19	FILIPINO	100	4.00	4.00
I. B. GIMENEZ SECURITIES INC. A/C NO. WSM-047	FILIPINO	5,450	218.00	218.00
IBARRA ANDRES F.	FILIPINO	470	18.80	18.80
IGUAL DEVELOPMENT CORPORATION	FILIPINO	160	6.40	6.40
IMPERIAL ERNESTO K.	FILIPINO	2,670	106.80	106.80
INTRA-INVEST SECURITIES INC.	FILIPINO	12,200	488.00	488.00
ISIDRO ROSANNA G.	FILIPINO	17,500	700.00	700.00
JANTE REGINO B.	FILIPINO	6,120	244.80	244.80
JAVELLANA PHILIP	FILIPINO	17,090	683.60	683.60
JOHAN TATO A.	FILIPINO	300,000	12,000.00	12,000.00
JOHNSON MA. ROSARIO B.	FILIPINO	4,040	161.60	161.60
KABALIKAT PARA SA MAUNLAD NA BUHAY INC. (KMBI)	FILIPINO	24,410	976.40	976.40
KANG ROSITA Y.	FILIPINO	2,440	97.60	97.60
KATIGBAK ENRIQUETA V.	FILIPINO	15,000	600.00	600.00
KING TERESITA M.	FILIPINO	12,500	500.00	500.00
KONG RODRIGO C.	FILIPINO	12,500	500.00	500.00
LASA ELISA I	FILIPINO	4,630	185.20	185.20
LEANO RODOLFO T.	FILIPINO	12,500	500.00	500.00
LEE MARIE FRANCES C.	FILIPINO	26,200	1,048.00	1,048.00
LIM HILDA K. GOCUAN	FILIPINO	12,200	488.00	488.00
LIM JONATHAN SE	FILIPINO	3,360	134.40	134.40
LIPPO SECURITIES INC.	FILIPINO	220	8.80	8.80
LITTON ANDREW L.	FILIPINO	134,070	5,362.80	5,362.80
LITTON MICHAEL R.	FILIPINO	2,440	97.60	97.60
LLADO MARIA CONCEPCION	FILIPINO	24,410	976.40	976.40
LLADO MARIA ASUNCION C. &/OR ERNA C. LLADO	FILIPINO	21,800	872.00	872.00
LLEREZA HELENA	FILIPINO	529,810	21,192.40	21,192.40
LOCSIN TINA N.	FILIPINO	25,000	1,000.00	1,000.00
LUCERO BEATRIZ T.	FILIPINO	40,550	1,622.00	1,622.00
LUCKY SECURITIES INC.	FILIPINO	89,120	3,564.80	3,564.80
LUGTU LIGARIO P. &/OR MA. LOURDES T. LUGTU	FILIPINO	1,300	52.00	52.00
LUNA LEO	FILIPINO	24,410	976.40	976.40
LUYS SECURITIES CO. INC	FILIPINO	86,680	3,467.20	3,467.20
MACLAN ALICIA L.	FILIPINO	2,640	105.60	105.60
MAGAT-TANGLAO SONYA	FILIPINO	8,470	338.80	338.80

MAGAWAY JULIETA N.	FILIPINO	12,500	500.00	500.00
MALIGAD IGNACIO D.	FILIPINO	10,000	400.00	400.00
MALOLES NICANOR M.	FILIPINO	20,120	804.80	804.80
MANDARIN SECURITIES CORPORATION	FILIPINO	127,320	5,092.80	5,092.80
MANZANILLA MA. RANILLA V.	FILIPINO	1,790	71.60	71.60
MARIN JR. NICASIO M. &/OR ARNOLFO O. ACERO	FILIPINO	36,620	1,464.80	1,464.80
MARINO OLONDRIZ Y CIA	FILIPINO	143,880	5,755.20	5,755.20
MARTINEZ CARMEN	FILIPINO	36,620	1,464.80	1,464.80
MARTINEZ FLORENTINO L.	FILIPINO	907,340	36,293.60	36,293.60
MATEO BERNARDO BERNIE S.	FILIPINO	20,000	800.00	800.00
MDI EMPLOYEES RETIREMENT PLAN	FILIPINO	610,450	24,418.00	24,418.00
MDR SECURITIES INC.	FILIPINO	12,210	488.40	488.40
MEDINA BUSTAMANTE O.	FILIPINO	20,570	822.80	822.80
MENDOZA GLECY SILVA	FILIPINO	28,340	1,133.60	1,133.60
MENDOZA JR. JAIME JEREMY	FILIPINO	12,500	500.00	500.00
MENES SALUD N.	FILIPINO	21,800	872.00	872.00
METROLAB EMPLOYEES RETIREMENT PLAN	FILIPINO	545,040	21,801.60	21,801.60
MIDER JR. JOSE ENRIQUE V.	FILIPINO	12,200	488.00	488.00
MOGUL RESURRECCION B.	FILIPINO	1,310	52.40	52.40
MONSANTO VERA MARIE P.	FILIPINO	12,500	500.00	500.00
MORALES MELVIN O.	FILIPINO	82,500	3,300.00	3,300.00
NABUA ROSITA M.	FILIPINO	12,500	500.00	500.00
NALUZ RENATO T.	FILIPINO	109,000	4,360.00	4,360.00
NAVALTA LEONARDO	FILIPINO	150,000	6,000.00	6,000.00
NAVALTA LEONARDO N.	FILIPINO	46,980	1,879.20	1,879.20
NG VIRGINIA U.	FILIPINO	183,130	7,325.20	7,325.20
NG VIRGINIA U.	FILIPINO	344,470	13,778.80	13,778.80
NORMA T. NUBLA AND SOLEDAD SYLVIA T. NUBLA	FILIPINO	32,840	1,313.60	1,313.60
OLIVER CESAR RODEL G.	FILIPINO	87,300	3,492.00	3,492.00
OMENGAN RAFAEL A.	FILIPINO	7,320	292.80	292.80
OMENGAN RAFAEL A.	FILIPINO	62,130	2,485.20	2,485.20
ONG DONALDO	FILIPINO	54,500	2,180.00	2,180.00
ONG MARCELINO	FILIPINO	21,800	872.00	872.00
ONG ROBERT P.	FILIPINO	12,200	488.00	488.00
OSBUAL JOSEPH MICHAEL A.	FILIPINO	12,500	500.00	500.00
PADILLA MA. ISABEL D.	FILIPINO	40,000	1,600.00	1,600.00
PADILLA PRISCILLA R.	FILIPINO	14,400	576.00	576.00
PAGTAMA BUENAVENTURA MA. VICTORIA A.	FILIPINO	4,270	170.80	170.80
PAZ JUDELYN V.	FILIPINO	22,500	900.00	900.00
PE FELICIANO	FILIPINO	7,480	299.20	299.20
PEREZ ROSA MILA R.	FILIPINO	12,200	488.00	488.00
PERMANO LANIE B.	FILIPINO	25,960	1,038.40	1,038.40
PESTANO DJARNA J.	FILIPINO	26,920	1,076.80	1,076.80
PINEDA GLENDA C.	FILIPINO	20,000	800.00	800.00
PNB SECURITIES INC.	FILIPINO	300,280	12,011.20	12,011.20
PO JOAQUIN	FILIPINO	66,990	2,679.60	2,679.60

PONTILLAS JOAN L.	FILIPINO	15,000	600.00	600.00
PUNO VERONICA D.	FILIPINO	20,000	800.00	800.00
QUINEZ CRISELDA Q.	FILIPINO	12,500	500.00	500.00
R & L INVESTMENT INC.	FILIPINO	75,950	3,038.00	3,038.00
RCBC SECURITIES INC.	FILIPINO	1,110	44.40	44.40
REGINA CAPITAL DEVELOPMENT CORP.	FILIPINO	20,000	800.00	800.00
REYES GERARD	FILIPINO	6,100	244.00	244.00
REYES MARIAN CORAZON C.	FILIPINO	12,530	501.20	501.20
REYES JR. NARCISO Z.	FILIPINO	12,200	488.00	488.00
RIPOLL JR. GABRIEL	FILIPINO	48,830	1,953.20	1,953.20
ROTEA ZENAIDA V.	FILIPINO	77,230	3,089.20	3,089.20
RTG & CO. INC.	FILIPINO	5,390	215.60	215.60
RTG & CO. INC. A/C NO. 229	FILIPINO	330	13.20	13.20
RTG & CO. INC. A/C NO. 2421	FILIPINO	150	6.00	6.00
RTG & CO. INC. A/C NO. 562	FILIPINO	1,060	42.40	42.40
SALAPARE MA. AMELIA S.	FILIPINO	20,000	800.00	800.00
SAMSON ANTONIO R.	FILIPINO	250,000	10,000.00	10,000.00
SAY ELIZABETH C.	FILIPINO	2,440	97.60	97.60
SAY VALENTIN C.	FILIPINO	24,410	976.40	976.40
SEANGIO SEGUNDO	FILIPINO	244,000	9,760.00	9,760.00
SEANGIO SEGUNDO &/OR VIRGINIA SEANGIO	FILIPINO	12,000	480.00	480.00
SIA ANTONIO	FILIPINO	54,500	2,180.00	2,180.00
SISON ROMULO C.	FILIPINO	4,880	195.20	195.20
SO ERNESTO	FILIPINO	32,700	1,308.00	1,308.00
SOBERANO ARTHUR E.	FILIPINO	50,140	2,005.60	2,005.60
SOLIDBANK FAO NORFIL FOUNDATION INC.	FILIPINO	87,000	3,480.00	3,480.00
ST. SCHOLASTICA RESEARCH & DEV. FOUNDATION INC.	FILIPINO	50,000	2,000.00	2,000.00
SUMAGUE ANTONINA C.	FILIPINO	6,100	244.00	244.00
SUMINISTRADO VERONICA T.	FILIPINO	20,000	800.00	800.00
SUN HUNG KAI SEC. (PHIL.) INC.	FILIPINO	10,900	436.00	436.00
SUN HUNG KAI SEC. (PHIL.) INC. A/C NO. 0001	FILIPINO	230	9.20	9.20
SUN HUNG KAI SEC. (PHIL.) INC. A/C NO. RA083	FILIPINO	6,100	244.00	244.00
SUN HUNG KAI SEC. (PHIL.) INC. FAO MARIANO QUE	FILIPINO	87,200	3,488.00	3,488.00
SY BABY L.	FILIPINO	34,010	1,360.40	1,360.40
SY BENJAMIN ITF AIBE SY	FILIPINO	1,830	73.20	73.20
SY BENJAMIN ITF ANNEVI SY	FILIPINO	1,830	73.20	73.20
SY BENJAMIN ITF BENSON SY	FILIPINO	2,440	97.60	97.60
TAN ANNA MARIA	FILIPINO	3,880	155.20	155.20
TAN JUDY C.	FILIPINO	33,350	1,334.00	1,334.00
TAN MARIA MERCEDES	FILIPINO	3,880	155.20	155.20
TAN SONIA G.	FILIPINO	50,000	2,000.00	2,000.00
TIPTON EDWARD M.	FILIPINO	66,920	2,676.80	2,676.80
TIPTON EDWARD M. &/OR SONIA B. TIPTON	FILIPINO	18,680	747.20	747.20

TORIO NICOLLO MICHAEL A.	FILIPINO	17,500	700.00	700.00
TORRES CARLOS	FILIPINO	800,000	32,000.00	32,000.00
TORROBA EDUARDO	FILIPINO	770	30.80	30.80
TRAJE LANY V.	FILIPINO	12,500	500.00	500.00
TURA LORAIN NOOT	FILIPINO	12,500	500.00	500.00
UMIPIG JR. JUAN B.	FILIPINO	180,000	7,200.00	7,200.00
UNG EDUARDO	FILIPINO	10,900	436.00	436.00
UNLAD RESOURCES DEV'T. CORP.	FILIPINO	67,170	2,686.80	2,686.80
VALENCIA IGNACIO A.	FILIPINO	3,710	148.40	148.40
VALENCIA IGNACIO A. &/OR EMMANUEL VALENCIA	FILIPINO	9,760	390.40	390.40
VENTURE SECURITIES INC.	FILIPINO	16,260	650.40	650.40
WEALTH SECURITIES INC.	FILIPINO	402,000	16,080.00	16,080.00
WOLFF & CO. INC	FILIPINO	34,000	1,360.00	1,360.00
YU AIMEE	FILIPINO	12,200	488.00	488.00
YU ROBERT G.	FILIPINO	21,800	872.00	872.00
YUPITUN ANTONIO	FILIPINO	122,000	4,880.00	4,880.00
TOTAL SERIES A FILIPINO PREFERRED SHAREHOLDERS BEFORE CONVERSION		14,256,610	570,264.40	570,264.40

II. LIST OF FOREIGN PREFERRED SERIES "A" STOCKHOLDERS				
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (at Php 0.04 per share)
MIYAKE HIKARU	JAPANESE	109,000	4,360.00	4,360.00
UY-TIOCO & CO. INC. A/C # BN	CHINESE	650	26.00	26.00
TOTAL SERIES A FOREIGN PREFERRED SHAREHOLDERS BEFORE CONVERSION		109,650	4,386.00	4,386.00

SUMMARY: (BEFORE CONVERSION)				
	Number of Share	Amount in PhP		
Total Series A Preferred Shares FILIPINO	14,256,610	570,264.40		
Total Series A Preferred Shares FOREIGN	109,650	4,386		
TOTAL	14,366,260	574,650.40		

AFTER:				
I. LIST OF REMAINING PREFERRED SERIES "A" STOCKHOLDERS				
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (at Php 0.04 per share)

AACTC FAO T/A # 94-057	FILIPINO	7,320	292.80	292.80
ABACUS SECURITIES CORP.	FILIPINO	25,290	1,011.60	1,011.60
ABACUS SECURITIES CORP. FAO JOSE ONG	FILIPINO	48,840	1,953.60	1,953.60
ACOL MA. ROSARIO J.	FILIPINO	39,570	1,582.80	1,582.80
ACOL JR. MANUEL J.	FILIPINO	280	11.20	11.20
ACOL MA. ROSARIO J. ITF MORGAN VINCENT J. ACOL	FILIPINO	80	3.20	3.20
AGANAN CRISTINA J.	FILIPINO	1,530	61.20	61.20
AGJ SECURITIES CORPORATION	FILIPINO	3,530	141.20	141.20
ALCANTARA TOMASITO V.	FILIPINO	610	24.40	24.40
ALTAMAR INVESTMENT & DEVELOPMENT CORPORATION	FILIPINO	21,120	844.80	844.80
ALVARADO FERNANDO	FILIPINO	15,870	634.80	634.80
AMIL AMADOR R.	FILIPINO	4,090	163.60	163.60
ARMSTRONG SECURITIES INC.	FILIPINO	121,210	4,848.40	4,848.40
ASIAN CAPITAL EQUITIES INC. A/C # CLX0104	FILIPINO	2,610	104.40	104.40
AZADA CIPRIANO	FILIPINO	24,960	998.40	998.40
BARLIS NELIA	FILIPINO	36,620	1,464.80	1,464.80
BASA ROMMEL T.	FILIPINO	21,370	854.80	854.80
BUENAVENTURA MA. VICTORIA P.	FILIPINO	14,730	589.20	589.20
BUENO ROUMELIA M.	FILIPINO	15,810	632.40	632.40
CABALUNA MANUEL &/OR INOCENCIO C. CABALUNA	FILIPINO	2,920	116.80	116.80
CHIU ROSE	FILIPINO	60,680	2,427.20	2,427.20
CHUA ALFREDO	FILIPINO	39,060	1,562.40	1,562.40
CHUA ALBERTO &/OR LINDA CHUA	FILIPINO	25,630	1,025.20	1,025.20
CHUA CAROLYN ITF BRENCIS CARL CHUA	FILIPINO	34,870	1,394.80	1,394.80
CHUA CHUACO MARY S.	FILIPINO	13,940	557.60	557.60
CHUA JOSEPH &/OR LOTY MARIE CHUA	FILIPINO	12,210	488.40	488.40
CHUAN ANNIE C.	FILIPINO	31,740	1,269.60	1,269.60
CITICORP SECURITIES INT'L. (RP) INC.	FILIPINO	33,320	1,332.80	1,332.80
CRUZ PONCIANO V.	FILIPINO	4,880	195.20	195.20
CUSTODIO HELEN L.	FILIPINO	8,720	348.80	348.80
DE LEON EUGENIO S.	FILIPINO	2,280	91.20	91.20
DE LEON ARCANGEL F. ITF ADORA F. DE LEON	FILIPINO	6,370	254.80	254.80
DE LEON ARCANGEL F. ITF MONETTE OSORIO	FILIPINO	4,170	166.80	166.80
DEGAY MATTHEW B.	FILIPINO	97,670	3,906.80	3,906.80
DEL PRADO FLORENCIA	FILIPINO	10,840	433.60	433.60
DELA CRUZ ROMUALDO	FILIPINO	6,820	272.80	272.80
DELA PAZ MA. LOURDES H.	FILIPINO	3,660	146.40	146.40
DELGADO VIRGINIA T.	FILIPINO	1,830	73.20	73.20
DIKITANAN JR. LUIS	FILIPINO	390	15.60	15.60
DIVERSIFIED SEC. INC.	FILIPINO	218,080	8,723.20	8,723.20
E. CHUA CHIACO SEC. INC.	FILIPINO	449,640	17,985.60	17,985.60
EASTERN SECURITIES DEVELOPMENT CORPORATION	FILIPINO	196,340	7,853.60	7,853.60

EDUALINO ELEUTHERIUS LIWAG	FILIPINO	34,180	1,367.20	1,367.20
EDUALINO EUSTACIO G.	FILIPINO	84,240	3,369.60	3,369.60
ENRIQUEZ FLOR M.	FILIPINO	4,520	180.80	180.80
ESTRELLA CORAZON	FILIPINO	6,540	261.60	261.60
EVANGELISTA GERARDO OR SALUD EVANGELISTA	FILIPINO	1,220	48.80	48.80
FERNANDO DAVID	FILIPINO	122,090	4,883.60	4,883.60
GABILA BENJAMIN G.	FILIPINO	3,970	158.80	158.80
GAITOS MA. CECILIA M.	FILIPINO	2,260	90.40	90.40
GALINDO ALFONSO T.	FILIPINO	80	3.20	3.20
GARCIA RAMON T.	FILIPINO	2,210	88.40	88.40
GO AIDA	FILIPINO	122,090	4,883.60	4,883.60
GO ANTHONY L.	FILIPINO	61,040	2,441.60	2,441.60
GUZMAN ANTONIO V.	FILIPINO	3,430	137.20	137.20
HDI SECURITIES INC. A/C # ISSAN001	FILIPINO	3,270	130.80	130.80
HDI SECURITIES INC. A/C # LAGUV001	FILIPINO	1,070	42.80	42.80
HERNANDEZ MA. LOURDES P.	FILIPINO	4,770	190.80	190.80
HK SECURITIES INC. A/C # 1010152	FILIPINO	260	10.40	10.40
HK SECURITIES INC. A/C # 101035	FILIPINO	1,070	42.80	42.80
I. B. GIMENEZ SECURITIES INC. A/C NO. AAB-037	FILIPINO	2,180	87.20	87.20
I. B. GIMENEZ SECURITIES INC. A/C NO. B- 14D C	FILIPINO	660	26.40	26.40
IBARRA ANDRES F.	FILIPINO	470	18.80	18.80
IGUAL DEVELOPMENT CORPORATION	FILIPINO	160	6.40	6.40
IMPERIAL ERNESTO K.	FILIPINO	2,670	106.80	106.80
JANTE REGINO B.	FILIPINO	6,120	244.80	244.80
JAVELLANA PHILIP	FILIPINO	17,090	683.60	683.60
JOHNSON MA. ROSARIO B.	FILIPINO	4,040	161.60	161.60
KABALIKAT PARA SA MAUNLAD NA BUHAY INC. (KMBI)	FILIPINO	24,410	976.40	976.40
KANG ROSITA Y.	FILIPINO	2,440	97.60	97.60
LASA ELISA I	FILIPINO	4,630	185.20	185.20
LIM JONATHAN SE	FILIPINO	3,360	134.40	134.40
LIPPO SECURITIES INC.	FILIPINO	220	8.80	8.80
LITTON ANDREW L.	FILIPINO	134,070	5,362.80	5,362.80
LITTON MICHAEL R.	FILIPINO	2,440	97.60	97.60
LLADO MARIA CONCEPCION	FILIPINO	24,410	976.40	976.40
LLEREZA HELENA	FILIPINO	529,810	21,192.40	21,192.40
LUCKY SECURITIES INC.	FILIPINO	89,120	3,564.80	3,564.80
LUNA LEO	FILIPINO	24,410	976.40	976.40
LUYS SECURITIES CO. INC	FILIPINO	86,680	3,467.20	3,467.20
MACLAN ALICIA L.	FILIPINO	2,640	105.60	105.60
MAGAT-TANGLAO SONYA	FILIPINO	8,470	338.80	338.80
MALOLES NICANOR M.	FILIPINO	20,120	804.80	804.80
MANDARIN SECURITIES CORPORATION	FILIPINO	127,320	5,092.80	5,092.80
MANZANILLA MA. RANILLA V.	FILIPINO	1,790	71.60	71.60
MARIN JR. NICASIO M. &/OR ARNOLFO O. ACERO	FILIPINO	36,620	1,464.80	1,464.80
MARINO OLONDRIZ Y CIA	FILIPINO	143,880	5,755.20	5,755.20

MARTINEZ CARMEN	FILIPINO	36,620	1,464.80	1,464.80
MARTINEZ FLORENTINO L.	FILIPINO	907,340	36,293.60	36,293.60
MDR SECURITIES INC.	FILIPINO	12,210	488.40	488.40
MEDINA BUSTAMANTE O.	FILIPINO	20,570	822.80	822.80
MENDOZA GLECY SILVA	FILIPINO	28,340	1,133.60	1,133.60
METROLAB EMPLOYEES RETIREMENT PLAN	FILIPINO	545,040	21,801.60	21,801.60
MOGUL RESURRECCION B.	FILIPINO	1,310	52.40	52.40
NAVALTA LEONARDO N.	FILIPINO	46,980	1,879.20	1,879.20
NG VIRGINIA U.	FILIPINO	183,130	7,325.20	7,325.20
NG VIRGINIA U.	FILIPINO	344,470	13,778.80	13,778.80
NORMA T. NUBLA AND SOLEDAD SYLVIA T. NUBLA	FILIPINO	32,840	1,313.60	1,313.60
OMENGAN RAFAEL A.	FILIPINO	7,320	292.80	292.80
OMENGAN RAFAEL A.	FILIPINO	62,130	2,485.20	2,485.20
PAGTAMA BUENAVENTURA MA. VICTORIA A.	FILIPINO	4,270	170.80	170.80
PE FELICIANO	FILIPINO	7,480	299.20	299.20
PERMANO LANIE B.	FILIPINO	25,960	1,038.40	1,038.40
PESTANO DJARNA J.	FILIPINO	26,920	1,076.80	1,076.80
PNB SECURITIES INC.	FILIPINO	300,280	12,011.20	12,011.20
PO JOAQUIN	FILIPINO	66,990	2,679.60	2,679.60
RCBC SECURITIES INC.	FILIPINO	1,110	44.40	44.40
REYES MARIAN CORAZON C.	FILIPINO	12,530	501.20	501.20
RIPOLL JR. GABRIEL	FILIPINO	48,830	1,953.20	1,953.20
ROTEA ZENAIDA V.	FILIPINO	77,230	3,089.20	3,089.20
RTG & CO. INC.	FILIPINO	5,390	215.60	215.60
RTG & CO. INC. A/C NO. 229	FILIPINO	330	13.20	13.20
RTG & CO. INC. A/C NO. 562	FILIPINO	1,060	42.40	42.40
SAY ELIZABETH C.	FILIPINO	2,440	97.60	97.60
SAY VALENTIN C.	FILIPINO	24,410	976.40	976.40
SISON ROMULO C.	FILIPINO	4,880	195.20	195.20
SOBERANO ARTHUR E.	FILIPINO	50,140	2,005.60	2,005.60
SUN HUNG KAI SEC. (PHIL.) INC. A/C NO. 0001	FILIPINO	230	9.20	9.20
SY BABY L.	FILIPINO	34,010	1,360.40	1,360.40
SY BENJAMIN ITF AIBE SY	FILIPINO	1,830	73.20	73.20
SY BENJAMIN ITF ANNEVI SY	FILIPINO	1,830	73.20	73.20
SY BENJAMIN ITF BENSON SY	FILIPINO	2,440	97.60	97.60
TAN ANNA MARIA	FILIPINO	3,880	155.20	155.20
TAN MARIA MERCEDES	FILIPINO	3,880	155.20	155.20
TIPTON EDWARD M.	FILIPINO	66,920	2,676.80	2,676.80
TIPTON EDWARD M. &/OR SONIA B. TIPTON	FILIPINO	18,680	747.20	747.20
TORROBA EDUARDO	FILIPINO	770	30.80	30.80
UNLAD RESOURCES DEV'T. CORP.	FILIPINO	67,170	2,686.80	2,686.80
VALENCIA IGNACIO A.	FILIPINO	3,710	148.40	148.40
VALENCIA IGNACIO A. &/OR EMMANUEL VALENCIA	FILIPINO	9,760	390.40	390.40
VENTURE SECURITIES INC.	FILIPINO	16,260	650.40	650.40

TOTAL REMAINING SERIES A PREFERRED SHARES AFTER CONVERSION		6,549,960	261,998.40	261,998.40

II. LIST OF FOREIGN PREFERRED SERIES "A" STOCKHOLDERS				
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (at Php 0.04 per share)
NONE			-	
TOTAL SERIES A FOREIGN PREFERRED SHAREHOLDERS AFTER CONVERSION				

SUMMARY AFTER PARTIAL CONVERSION				
	Number of Share	Amount in PhP		
Total Series A Preferred Shares FILIPINO	6,549,960	261,998.40		
Total Series A Preferred Shares FOREIGN	-	-		
TOTAL	6,549,960	261,998.40		

PRIME MEDIA HOLDINGS, INC.

BEFORE					
I. LIST OF PREFERRED SERIES "B" STOCKHOLDERS BEFORE PARTIAL CONVERSION					
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (in Php)	Before Partial Conversion
NONE					
TOTAL PREFERRED SERIES "B" STOCKHOLDERS BEFORE PARTIAL CONVERSION					

AFTER					
I. LIST OF PREFERRED SERIES "B" STOCKHOLDERS AFTER PARTIAL CONVERSION					
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (in Php)	After Partial Conversion
NONE					
TOTAL PREFERRED SERIES "B" STOCKHOLDERS AFTER PARTIAL CONVERSION					

PRIME MEDIA HOLDINGS, INC.

BEFORE					
LIST OF SERIES C PREFERRED STOCKHOLDERS BEFORE RECLASSIFICATION OF FOREIGN-OWNED COMMON SHARES INTO SERIES C PREFERRED SHARES					
I. LIST OF PREFERRED SERIES "C" STOCKHOLDERS					
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (in Php)	Before Reclassification of Foreign-Owned Common Shares to Series "C" Preferred Shares
NONE					
TOTAL PREFERRED SERIES "C" STOCKHOLDERS BEFORE RECLASSIFICATION OF FOREIGN-OWNED COMMON SHARES INTO SERIES C PREFERRED SHARES					

AFTER					
LIST OF SERIES C PREFERRED STOCKHOLDERS AFTER RECLASSIFICATION OF FOREIGN-OWNED COMMON SHARES INTO SERIES C PREFERRED SHARES					
I. LIST OF PREFERRED SERIES "C" STOCKHOLDERS					
Name of Shareholder	Nationality	Subscribed No. of Shares	Amount Subscribed	Paid-Up (in Php)	After Reclassification of Foreign-Owned Common Shares to Series "C" Preferred Shares
PCD Nominee Corporation (Foreign)	Foreign	153,751	153,751	153,751	153,751
Helmut Ellspermann Thomas	German	35,000	35,000.00	35,000.00	35,000
Tan Katherine G.	Chinese	5,000	5,000.00	5,000.00	5,000
Lam Sik Keung	Chinese	4,000	4,000.00	4,000.00	4,000
Gawtee Nida Uy	Chinese	3,500	3,500.00	3,500.00	3,500
Hanson Harry A.	American	1,899	1,899.00	1,899.00	1,899
Hanson Jane O' Sullivan	American	1,051	1,051.00	1,051.00	1,051
Poethig Richard P.	American	398	398.00	398.00	398
Rehmar Marcia P.	American	266	266.00	266.00	266
Renskers Richard H.	American	137	137.00	137.00	137
Brain George W.	American	22	22.00	22.00	22
Choa David	American	1	1.00	1.00	1
Tatsuhiko Endo	Japanese	1	1.00	1.00	1
Hartwig Larry D.	American	1	1.00	1.00	1
Petzke Erhard	German	1	1.00	1.00	1
MIYAKE HIKARU	JAPANESE	4,360	4,360.00	4,360.00	4,360

UY-TIOCO & CO. INC. A/C # BN	CHINESE	26	26.00	26.00	26
TOTAL PREFERRED SERIES "C" STOCKHOLDERS AFTER RECLASSIFICATION OF FOREIGN- OWNED COMMON SHARES INTO SERIES C PREFERRED SHARES		<u>209,414</u>	<u>209,414.00</u>	<u>209,414.00</u>	<u>209,414</u>

REPUBLIC OF THE PHILIPPINES)
CITY OF MAKATI) S.S.

SECRETARY'S CERTIFICATE

I, **DIANE MADELYN C. CHING**, of legal age, Filipino, with office address at 16th Floor, BDO Towers Valero (Formerly Citibank Towers), 8741 Paseo de Roxas, Makati City, after having been duly sworn to in accordance with law, do hereby depose and state that:

1. I am the duly appointed and qualified Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with office address at 16th Floor, BDO Towers Valero (Formerly Citibank Towers), 8741 Paseo de Roxas, Makati City.
2. I hereby attest that the Board of Directors and the Shareholders of the Corporation resolved to amend the **SEVENTH ARTICLE** of the Corporation's Articles of Incorporation as follows:

SEVENTH - That the capital stock of said Corporation is Four Billion Forty Million Pesos (Php 4,040,000,000.00) divided into Three Billion Nine Hundred Ninety-Nine Million Six Hundred Fifty Nine Thousand Three Hundred Thirty Six (Php 3,999,659,336) Common Shares with a par value of One Peso (PhP 1.00) per share, One Billion (1,000,000,000) Series A Non-Voting and Convertible Preferred Shares with a par value of Four Centavos (PhP 0.04) per share and Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) Series "C" Non-Voting and Redeemable Preferred Shares with a par value of One Peso (PhP 1.00) per share. (As amended by the Board of Directors on August 22, 2024 and 04 April 2025 and by the Stockholders representing at least 2/3 of the outstanding capital stock on August 30, 2024.)

3. The amendment has been approved by the majority of the Board of Directors during the Special Meeting held on 22 August 2024 wherein a quorum was present and acting throughout *via* remote communication at the Corporation's principal office located at 16th Floor, BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City and the Stockholders representing at least 2/3 of the outstanding capital stock of the Corporation, particularly, 726,850,906 shares equivalent to 84.06% of the combined outstanding common and preferred stock of the Corporation during the Annual Stockholders' Meeting held on 30 August 2024, *via* remote communication and hosted at the Corporation's principal office.
4. By virtue of the authority vested by the Shareholders to amend the Seventh Article, the Board of Directors, by majority vote during its Regular Meeting on 04 April 2025 wherein a quorum was present and acting throughout *via* remote communication at the

Corporation's principal office located at 16th Floor, BDO Towers Valero (formerly: Citibank Tower), 8741 Paseo de Roxas, Makati City, resolved to conduct partial conversion of the Series A Preferred Shares into Common Shares at the conversion rate of Twenty Five (25) Series A Preferred Shares into one (1) Common Share where no fractional shares shall result and retain the Series A Non-Voting and Convertible Preferred Shares in its Articles of Incorporation as reflected above.

5. The implementation of the aforementioned partial conversion of the Series A Preferred Shares into Common Shares at the ratio provided above will not result to fractional shares.

(signature page follows)

IN WITNESS WHEREOF, I have hereunto affixed my signature this _____, at Makati City, Philippines.


DIANE MADELYN C. CHING
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this MAY 14 2025, at Makati City, Philippines, Affiant exhibited to me her 

Doc. No. 21;
Page No. 2;
Book No. I;
Series of 2025.


ATTY. REUBEN CARLO O. GENERAL

Notary Public for Makati City
Appt. No. M-223 Until 31 Dec. 2026
Roll of Attorneys No. 59087
IBP Membership No. 460027; 12/01/2024
PTR No. MKT-10476980MN; 01/13/2025
MCLE Compliance No. VII-0018681;
3F ALPAP I Building, #140 Leviste Street
Salcedo Village, Makati City

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SECRETARY'S CERTIFICATE

I, **DIANE MADELYN C. CHING**, of legal age, Filipino, with office address at 16th Floor, BDO Towers Valero (Formerly Citibank Towers), 8741 Paseo de Roxas, Makati City, after having been duly sworn to in accordance with law, do hereby depose and state that:

1. I am the duly appointed and qualified Corporate Secretary of **PRIME MEDIA HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with office address at 16th Floor, BDO Towers Valero (Formerly Citibank Towers), 8741 Paseo de Roxas, Makati City.
2. To the best of my knowledge, from the date of approval of the amendment of Articles of Incorporation by (a) the majority of the Board of Directors in a Special Meeting held on August 22, 2024 and in a Regular Meeting held on April 4, 2025, and by (b) the Stockholders representing at least 2/3 of the outstanding capital stock in the Annual Meeting held on August 30, 2024 up to the date of filing of the application for amendment of Articles of Incorporation with the Securities and Exchange Commission, no action or proceeding has been filed or is pending before any Court or tribunal involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this APR 29 2025 day of APRIL at Makati City, Philippines.


ATTY. DIANE MADELYN C. CHING
Corporate Secretary

SUBSCRIBED AND SWORN to before me this APR 29 2025 at Makati City, affiant exhibited to me here 

Doc. No. 14 ;
Page No. 4 ;
Book No. I ;
Series of 2025.


ATTY. REUBEN CARLO O. GENERAL
Notary Public for Makati City
Appt. No. M-223 Until 31 Dec. 2026
Roll of Attorneys No. 59087
IBP Membership No. 480027; 12/01/2024
PTR No. MKT-10476980MN; 01/13/2025
MCLE Compliance No. VII-0018681;
3F ALPAP I Building, #140 Leviste Street
Salcedo Village, Makati City



PRIME MEDIA
Holdings, Inc.

Reference No. PRIM_LEG_OC2025_031

25 June 2025

Company Registration and Monitoring Department
Financial Analysis and Audit Division
SECURITIES AND EXCHANGE COMMISSION
The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209

Attention: **Ms. Mariel I. Matillano**
Securities Financial Specialist I
FAAD-CRMD, SEC

Re: **2nd Amendment of the Articles of Incorporation**

Dear Ms. Matillano:

In relation to the Company's Application for Amendment of Articles of Incorporation, we hereby submit the following documents for your perusal:

1. Cover Sheet;
2. Payment Assessment Form with electronic official receipt;
3. Director's Certificate;
4. Amended Articles of Incorporation;
5. Notarized Secretary's Certificate for the List of Stockholders with Annexes;
6. Notarized Secretary's Certificate re: treatment on resulting fractional shares
7. Notarized Secretary's Certificate on no pending case of intra-corporate dispute.

We hope you find the foregoing documents in order. Thank you.

Very truly yours,

Atty. Diane Madelyn C. Ching
Corporate Secretary