

**MINUTES OF THE ANNUAL SHAREHOLDERS' MEETING
OF
PRIME MEDIA HOLDINGS, INC.**
Held at Metroclub, Rockwell,
Guadalupe Viejo, Makati City
On 21 December 2017 at 9:30 am

<u>STOCKHOLDERS PRESENT</u>	<u>NUMBER OF SHARES</u>	<u>PERCENTAGE</u>
Total number of shares present in present and represented by proxy (Preferred and Common)	591,917,989	82.82%
Total Shares and Outstanding (Preferred and Common)	714,664,876	100%

DIRECTORS PRESENT:

Manolito A. Manalo
Bernadeth A. Lim
Rolando S. Santos
Juan Victor S. Valdez
Diane Madelyn C. Ching
Johnny Y. Aruego, Jr. (Independent Director)
Francisco L. Layug III (Independent Director)

OTHERS PRESENT:

Atty. Christopher Sam Salvador

I. CALL TO ORDER

The Chairman, Atty. Manolito A. Manalo, called the meeting to order and presided over the same. Atty. Diane Madelyn C. Ching, the Corporate Secretary, recorded the minutes of the meeting.

II. PROOF OF NOTICE OF MEETING AND CERTIFICATION OF QUORUM

The Chairman inquired with the Corporate Secretary whether proper notices of the meeting were sent to the stockholders of record of the Corporation and whether there is quorum to proceed with the meeting. The Corporate Secretary certified that the notice of the meeting has been sent to each stockholder of record as of 01 December 2017. She further certified that out of the total issued and outstanding capital stock of the Corporation, there are present in person or by proxy, holders of 591,917,989 shares of stock entitled to vote, representing an attendance of 82.82% percent, which is more than two thirds (2/3) of the total issued and outstanding capital stock of the Corporation. Therefore, there exists quorum to transact business at hand.

III. APPROVAL OF THE MINUTES OF THE PREVIOUS MEETING

The Chairman stated that the first item in the Agenda is the reading and approval of the minutes of the last stockholders meeting held on 25 October 2016. Atty. Diane Madelyn C. Ching, the Corporate Secretary, stated that during the annual stockholders meeting held last 25 October 2016, the shareholders performed the following actions: 1.) Approved the Management Report and Audited Financial Statements for the year 2015; 2.) Ratified and Approved the Corporate Acts; 3.) Elected the Board of Directors for the ensuing year; 4.) Appointed Reyes Tacandong & Co. as External Auditor; and 5.) Approved the Conversion of Preferred Shares to Common Shares.

Upon motion duly made and seconded, the shareholders approved the minutes of the annual shareholders meeting held on 25 October 2016, *viz*:

“RESOLVED, as it is hereby resolved, that the minutes of the annual stockholders meeting held on 25 October 2016 be approved.”

IV. APPROVAL OF THE MANAGEMENT REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2016

The President, Manolito A. Manalo, presented to the shareholders the financial highlights resulting from the Company’s operation in 2016. He stated that the Company has been transferring assets to Philippine Deposit Insurance Corporation pursuant to the Memorandum of Agreement in 2002. He stated that copies of the Audited Financial Statements for the year ended 31 December 2016 and up to the third quarter report for the period ended 31 September 2017 were earlier distributed for the perusal of the shareholders.

One of stockholders asked the Board regarding previous resolution of the Board of using the additional paid-in to wipe out the deficit of the Corporation. The President confirmed that the Board previously approved an equity restructuring to reduce the Company’s deficit to PhP 800,440,923 by conversion of the additional paid-in capital of PhP 2,114,921,869 to reduce the deficit of PhP 2,915,362,792.

After discussions, upon motion duly made and seconded, the shareholders noted the President’s report and approved the Audited Financial Statement as circulated.

V. RATIFICATION OF THE ALL ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT FOR THE YEAR 2017

The Chairman likewise stated that the next item in the agenda is the ratification of all the actions of the Board of Directors and management from the last stockholders’ meeting up to the present. Upon motion duly made and seconded, the shareholders approved all the acts, proceedings, transactions, and agreements, authorized and entered into by the Board of Directors and Officers of the Corporation from the last stockholders’ meeting to date.

The following resolution was adopted:

“RESOLVED, as it is hereby resolved, that all actions, proceedings, transactions and agreements, authorized and entered into by the directors and

officers of the Corporation from the last stockholders' meeting up to present be approved, ratified, and confirmed."

VI. ELECTION OF DIRECTORS

The Chairman then proceeded to the election of directors of the Company. There are seven (7) seats to be filled including two (2) seats for independent directors. The Nominations Committee has nominated the following directors:

Regular Directors:

Manolito A. Manalo
Bernadeth A. Lim
Rolando S. Santos
Juan Victor S. Valdez
Diane Madelyn C. Ching

Independent Directors:

Johnny Y. Aruego, Jr.
Francisco L. Layug III

Thereafter, it was moved, seconded, and unanimously resolved to close the nominations. There being only seven (7) nominees to the position of seven (7) directors, the Corporate Secretary was directed and authorized to cast all votes of the stockholders present or represented at the meeting equally among all the seven (7) nominees. The Chairman, therefore, declared the seven (7) nominees as the duly elected members of the Board of Directors for the current term to act as such until their successors are duly elected and qualified in accordance with the By-Laws.

VII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman stated that the next item is the appointment of the Corporation's external auditor. The Audit Committee has recommended the appointment of Reyes Tacandong & Co. as the Company's external auditor.

Upon motion duly made and seconded, the shareholders appointed the auditing firm of Reyes Tacandong & Co. as the Company's external auditor for the year. The following resolution was adopted:

"RESOLVED, as it is hereby resolved, that Reyes Tacandong & Co., be appointed as the Corporation's external auditor for the year."

VIII. OTHER MATTERS AND ADJOURNMENT

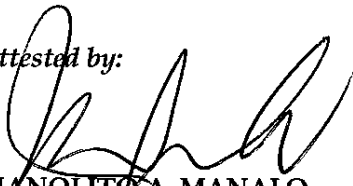
The Chairman then opened the table to discuss other matters.

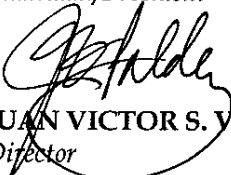
Mr. Emil dela Cruz clarified the present business of the Company and whether it has any mining claim. The Chairman replied that the Company has no active business and it has no mining claims.

There being no further matters to discuss, upon motion duly made and seconded, the meeting was thereupon adjourned.


Prepared and Certified by:


ATTY. DIANE MADELYN C. CHING
Corporate Secretary/ Director

Attested by:

MANOLITO A. MANALO *in*
Chairman/President


JUAN VICTOR S. VALDEZ *in*
Director


FRANCISCO L. LAYUG III
Independent Director


BERNADETH A. LIM
Director/Vice President


JOHNNY Y. ARUEGO, JR.
Independent Director


ROLANDO S. SANTOS
Director