

PRIME MEDIA HOLDINGS, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Please be advised that PRIME MEDIA HOLDINGS, INC. will hold its Annual Shareholders' Meeting on **22 December 2015, 9:30 am** at Room 201, The Metropolitan Club Inc., Estrella corner Amapola Sts., Guadalupe Viejo, Makati City, with the following agenda:

1. Call to Order
2. Certification of Quorum
3. Approval of Minutes of the previous meeting
4. Approval of Management Report and Audited Financial Statements
5. Ratification of Management's Act
6. Authority to enter into Management Agreement with RYM Business Management Corp.
7. Election of Directors
8. Appointment of External Auditor
9. Other Matters
10. Adjournment

The Board of Directors has fixed the close of business on the 08 December 2015 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Stockholders' Meeting.

All proxies (which must be acknowledged before a notary public) must be submitted to the Corporate Secretary on or before **11 December 2015, 5:00 p.m.** at the following address:

Prime Media Holdings, Inc.  
c/o Ocampo and Manalo Law Firm  
6<sup>th</sup> Flr. Pacific Star Building  
Makati Ave. cor. Sen. Gil Puyat Ave.  
Makati City  
Attention: Monica Isabelle I. Villanueva

Very truly yours,

**DIANE MADELYN C. CHING**  
*Asst. Corporate Secretary*