

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Nov 15, 2023
2. SEC Identification Number
22401
3. BIR Tax Identification No.
000-491-007
4. Exact name of issuer as specified in its charter
PRIME MEDIA HOLDINGS, INC.
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
16TH FLOOR BDO TOWERS VALERO (FORMERLY CITIBANK TOWER), 8741 PASEO DE ROXAS MAKATI CITY
Postal Code
1227
8. Issuer's telephone number, including area code
(632) 8831-4479
9. Former name or former address, if changed since last report
-
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|---------------------|---|
| COMMON | 700,298,616 |
| PREFERRED | 14,366,260 |

11. Indicate the item numbers reported herein
Item 9 Other Events

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Prime Media Holdings, Inc.

PRIM

PSE Disclosure Form 7-1 - Notice of Annual or Special Stockholders' Meeting

References: SRC Rule 17 (SEC Form 17-C) and Sections 7 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Notice of Annual Stockholders' Meeting

Background/Description of the Disclosure

We advise that at the special meeting of the Board of Directors of PRIME MEDIA HOLDINGS, INC. (the "Corporation") held on October 19, 2023, the Board of Directors of the Corporation approved the holding of the Annual Stockholders' Meeting on December 5, 2023, and setting November 7, 2023 as the record date of the said meeting.

Type of Meeting

- Annual
- Special

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|---|---|
| Date of Approval by Board of Directors | Oct 19, 2023 |
| Date of Stockholders' Meeting | Dec 5, 2023 |
| Time | 2:00 P.M. |
| Venue | 16F BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City via Virtual Meeting/Video Conferencing/Remote Communication |
| Record Date | Nov 7, 2023 |

Agenda

1. Call to Order.
2. Proof of Notice and Certification of Quorum.
3. Approval of Minutes of Previous Stockholders' Meeting.
4. Approval of the Annual Report and the Audited Financial Statements for the year ending December 31, 2022
5. Approval of the Additional Listing of 150,000,000 shares arising from Private Placements.
6. For Re-approval
 - (a) Approval of the Amendment of the Articles of Incorporation (AOI) to reduce the par value of all Series A Preferred Shares from Php1.00 to Php0.04 per share;
 - (b) Approval to convert all Series A Preferred Shares into Common Shares at the conversion rate of 25:1;
 - (c) Amendment of the AOI to create a new class of Series C Redeemable Preferred Shares with a par value of Php 1.00 and to authorize the conversion of the remaining foreign-owned common shares to Series C Redeemable Preferred Shares subsequent to the conversion of all Series A Preferred Shares (There are approximately Three Hundred Forty Thousand Six Hundred Sixty Four (340,664) foreign-owned common shares post conversion based on records as of 30 July 2022;
 - (d) Amendment of the AOI to reclassify all Series B Preferred Shares to Common Shares;
 - (e) Approval to redeem all Series C Preferred Shares at a redemption price approved by the Board and payable in cash;
 - (f) Amendment of the AOI to delete all provisions relating to the Preferred Shares (Series A, Series B and Series C) after the conversion of all Series A Shares, reclassification of Series B Shares and the redemption of Series C Preferred Shares;
 - (g) Approval to amend the Corporation's Memorandum of Agreement with Atty. Hermogene H. Real and Ms. Michelle F. Ayangco (as "Golden Peregrine Shareholders") relating to the issuance in favor of the Golden Peregrine Shareholders of up to One Billion Six Hundred Forty Five Million (1,645,000,000) Common Share, subject to final determination of the Board, third party appraisal, fairness opinions, and other closing conditions to be issued out of the Corporation's increase in authorized capital stock in consideration for the assignment of shares of stock of Golden Peregrine Holdings, Inc., representing one hundred percent (100%) of its outstanding capital stock;
 - (h) Amendment of the Articles of Incorporation to increase the authorized capital stock of up to Seven Billion Pesos (Php 7,000,000,000.00) as may be determined by the Board of Directors;
 - (i) Waiver by the minority stockholders of the rights or public offer requirement under the PSE Additional Listing Rule
7. Ratification of All Acts of the Board of Directors and Management
8. Election of Board of Directors.
9. Appointment of External Auditor.
10. Other Matters.
11. Adjournment.

Inclusive Dates of Closing of Stock Transfer Books

| | |
|-------------------|-----|
| Start Date | N/A |
| End Date | N/A |

Other Relevant Information

Amended to provide the Agenda of the Annual Stockholders' Meeting.

Filed on behalf by:

| | |
|--------------------|---------------------------|
| Name | Joanna Manzano |
| Designation | Junior Compliance Officer |

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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(Business Address: No. Street/City/Province)

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|-------------------------------|
| Diane Madelyn C. Ching |
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Contact Person

| |
|------------------|
| 8831-4479 |
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Company Telephone Number

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| 1 | 2 | 3 | 1 |
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Month Day
Fiscal Year

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| SEC FORM 17-C (Notice of 2023 Annual Stockholders' Meeting) FORM TYPE |
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Month Day
Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles
Number/Section

Total Amount of Borrowings

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Total No. of Stockholders

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

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Document I.D.

Cashier

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| STAMPS |
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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

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4. .. **Prime Media Holdings, Inc.**.....
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5. **Manila, Philippines**..... 6. (Use Only)
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. .**16th Floor BDO Towers Valero (formerly Citibank Tower), 8741 Paseo de Roxas, Makati City 1227**
Address of principal office Postal Code
8. **+632 8831-4479**.....
Issuer's telephone number, including area code
9.
..... **N/A**.....
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|------------------------------|--|
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| Preferred | 14,366,260 |
11. Indicate the item numbers reported herein:**Item No. 9 Other Events**.....

Item 9. Notice of 2023 Annual Stockholders' Meeting

We advise that at the special meeting of the Board of Directors of PRIME MEDIA HOLDINGS, INC. (the "Corporation") held on October 19, 2023, the Board of Directors of the Corporation approved the holding of the Annual Stockholders' Meeting on December 5, 2023, and setting November 7, 2023 as the record date of the said meeting.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

.. PRIME MEDIA HOLDINGS, INC......
Issuer

..... October 19, 2023.....
Date


Diane Madelyn C. Ching /Corporate Secretary
.....
Signature and Title*

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