



CIRCULAR

The Philippine Stock Exchange, Inc.

| | | | | | |
|-------------------------------------|---------------------|--------------------------|-------------------------|---------|---------------------|
| <input checked="" type="checkbox"/> | Disclosures | <input type="checkbox"/> | Stockholders' Meeting | Others: | <u>Trading Halt</u> |
| <input type="checkbox"/> | Dividend Notice | <input type="checkbox"/> | SEC / Gov't Issuance | | |
| <input type="checkbox"/> | Stock Rights Notice | <input type="checkbox"/> | Transfer Agent's Notice | | |

To : **THE INVESTING PUBLIC AND TRADING PARTICIPANTS**

Company : **PRIME MEDIA HOLDINGS, INC.**
Trading Halt

Date : **April 8, 2013**

Prime Media Holdings, Inc. ("PRIM" or the "Company") submitted to the Exchange the attached disclosure dated April 8, 2013, which stated among others that:

In a special meeting of the Board of Directors last 6 April 2013, the Board approved the following resolutions:

....

- Board approval of the conversion of advances from Neo Oracle Holdings, Inc.(NOHI), a major shareholder, and Metro Tagaytay Land Company, Inc.(MTLCI), an affiliated company, amounting to P600.46 million into 240,184,770 common shares of the Company at a conversion price of P2.50 per share.
- Board approval to raise funds to cover the Company's liabilities through offering of 71.6 million shares to be subscribed by NOHI and MTLCI at a price of P2.50 per share.

Please be advised that the above-mentioned transactions are deemed covered by the Rule on Additional Listing of Securities, which provides that:

SECTION 1. Rule on Additional Listing of Shares – The Rule shall apply to transactions resulting into issuance by a listed company ("Issuer") of new voting shares to any party or to any persons acting in concert ("Subscriber/s") amounting to **at least ten percent (10%) but not more than thirty-five percent (35%)** of the total issued and outstanding capital stock of the Issuer through a single or creeping transactions within a period of twelve (12) months from the initial disclosure. Such transactions may include private placements, share swaps, property-for-share swaps, or conversion of securities into equity.

....

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|----------------------------|----------------------------|----------------------------|---------------------------------|--------------------------------|-------------------|
| | | | | | |
| Controllership & Treasury | Market Operations Division | Issuer Regulation Division | Information Technology Division | Capital Markets Dev't Division | COO/OGC |
| Tel. No. 688-7561/688-7508 | Tel. No. 688-7541 | Tel. No. 688-7510 | Tel. No. 688-7480 | Tel. No. 688-7534 | Tel. No. 688-7411 |



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| <input type="checkbox"/> | Dividend Notice | <input type="checkbox"/> | SEC / Gov't Issuance | <input type="checkbox"/> |
| <input type="checkbox"/> | Stock Rights Notice | <input type="checkbox"/> | Transfer Agent's Notice | <input type="checkbox"/> |

SECTION 3. Trading Halt – The trading of the shares of the Issuer shall be halted for one (1) hour upon announcement or disclosure of any information leading to the transaction(s). Another one (1) hour trading halt shall be implemented upon dissemination of the Comprehensive Corporate Disclosure required herewith.

.....

Given the foregoing, the Exchange will implement a one (1) hour trading halt on PRIM shares on Wednesday, April 10, 2013, which will commence at 9:00 a.m. and will be lifted at 10:00 a.m.

The Exchange will inform the Trading Participants and the investing public of further developments on the matter.

For your information and guidance.

(Original Signed)
NORBERTO T. MORENO JR.
 OIC, Disclosure Department

Noted by:

(Original Signed)
MARSHA M. RESURRECCION
 Head, Issuer Regulation Division

| | | | | | |
|----------------------------|----------------------------|----------------------------|---------------------------------|--------------------------------|-------------------|
| | | | | | |
| Controllership & Treasury | Market Operations Division | Issuer Regulation Division | Information Technology Division | Capital Markets Dev't Division | COO/OGC |
| Tel. No. 688-7561/688-7508 | Tel. No. 688-7541 | Tel. No. 688-7510 | Tel. No. 688-7480 | Tel. No. 688-7534 | Tel. No. 688-7411 |

PRIME MEDIA HOLDINGS INC.

(Formerly 1st e-Bank Corporation)

10Flr. MGO Building, Legazpi corner Dela Rosa Streets, Legazpi Village, Makati City
Tel. Nos. (632)889-9009 Telefax (632) 888-0811

8 April 2013

PHILIPPINE STOCK EXCHANGE

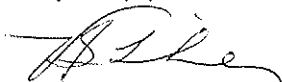
Disclosure Department
4/F PSE Center, Exchange Road
Ortigas Center, Pasig City

Attention: **MS. JANET A. ENCARNACION**
Head
Disclosure Department

Please find attached copy of the SEC Form 17-C for PRIME MEDIA HOLDINGS, INC. (PMHI) relating to the following:

1. Election of a new director, Atty. Monica Isabelle I. Villanueva to replace Atty. Garth Castañeda who resigned as Director.
2. Appointment of Atty. Diane Madelyn C. Ching as Corporate Secretary to replace Atty. Garth Castañeda, who also resigned from his position as Corporate Secretary. Ms. Ching was also appointed to concurrently serve as the Corporation's Assistant Treasurer.
3. Board approval of the conversion of advances from related parties amounting to P600.46 million into 240,184,770 common shares of the Company at a conversion price of P2.50 per share
4. Board approval to raise funds to cover the Company's liabilities through offering of 71.6 million shares to be subscribed by related parties.

Very truly yours,



Vivian S. Liban

Corporate Information Officer

COVER SHEET

2 2 4 0 1

S.E.C. Registration Number

P R I M E M E D I A H O L D I N G S , I N C .

(f o r m e r l y F I R S T e - B A N K)

(Company's Full Name)

N O . 3 S A N A N T O N I O S T .

B O . K A P I T O L Y O P A S I G C I T Y

[Empty grid]

[Empty grid]

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

VIVIAN S. LIBAN

Contact Person

889-9009

Company Telephone Number

Every 3rd Tuesday of May

1 2 3 1

Month Day

Fiscal Year

SEC Form 17-C

FORM TYPE

0 5 [] []

Month Day

Annual Meeting

N/A

Secondary License Type, If Applicable

[] [] []

Dept. Requiring this Doc.

[Empty box]

Amended Articles
Number/Section

[Empty box]

Total No. of Stockholders

Total Amount of Borrowings

[Empty box]

Domestic

[Empty box]

Foreign

To be accomplished by SEC Personnel concerned

[Empty grid]

File Number

LCU

[Empty grid]

Document I.D.

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

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. **08 April 2013**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **22401**
3. BIR Tax Identification No. **000-491-007**
4. **PRIME MEDIA HOLDINGS, INC.**
Exact name of issuer as specified in its charter
5. **METRO MANILA, PHILIPPINES**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
1603
Postal Code
7. **#3 SAN ANTONIO ST. BO. KAPITOLYO PASIG CITY**
Address of principal office
8. **(632) 889-9009**
Issuer's telephone number, including area code
9. **NA**
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 Stock, P1 par value | 387,144,437 |
| Preferred Stock, P1 par value | 48,601,490 |

11. Indicate the item numbers reported herein:

Item 9. (Other events)

In a special meeting of the Board of Directors last 6 April 2013, the Board approved the following resolutions:

1. Election of a new director, Atty. Monica Isabelle I. Villanueva to replace Atty. Garth Castañeda who resigned as Director. A copy of the curriculum vitae and the acceptance of nomination of Ms. Monica Isabelle I. Villanueva are attached hereto as Annexes A and B, respectively.

2. Appointment of Atty. Diane Madelyn C. Ching as Corporate Secretary to replace Atty. Garth Castañeda, who also resigned from his position as Corporate Secretary. Ms. Ching was also appointed to concurrently serve as the Corporation's Assistant Treasurer.
3. Board approval of the conversion of advances from Neo Oracle Holdings, Inc. (NOHI), a major shareholder, and Metro Tagaytay Land Company, Inc. (MTLCI), an affiliated company, amounting to P600.46 million into 240,184,770 common shares of the Company at a conversion price of P2.50 per share.
4. Board approval to raise funds to cover the Company's liabilities through offering of 71.6 million shares to be subscribed by NOHI and MTLCI at a price of P2.50 per share.

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

April 8, 2013
Date



VIVIAN S. LIBAN
Corporation Information Officer

MONICA ISABELLE IBAVIOA VILLANUEVA
6th Floor, Pacific Star Bldg, Makati Ave. corner
Sen. Gil Puyat Avenue, Makati City
Landline No.: (02) 7517799
Fax No.: (02) 7514000
Email address: miv@omlawphil.com

PROFESSIONAL ELIGIBILITY

2009 Admitted to the Bar

EDUCATION

2003 - 2007 ATENEO DE MANILA UNIVERSITY SCHOOL OF LAW
Juris Doctor

1999 - 2003 ATENEO DE MANILA UNIVERSITY
Bachelor of Science in Legal Management, Minor in International
Business

1989 - 1999 ST. PAUL COLLEGE, PASIG
Elementary Diploma, March 1995; High School Diploma, March,
1999

WORK EXPERIENCE

Oct. 2008 – Present *Associate Lawyer*
OCAMPO & MANALO LAW FIRM
6th Floor Pacific Star Building
Makati cor. Sen. Gil Puyat Ave.
Makati City, Philippines

Areas of Practice:

1. Corporate Law
 - a. Provided advice and extensive legal opinions on business planning and re-structuring;
 - b. Corporate housekeeping;
 - c. Facilitated corporate acquisitions, and created joint ventures;
 - d. Drafted and/or reviewed various corporate related contracts such as but not limited to: Share Sale and Purchase Agreements, Mortgage Agreements, Loan Agreements, Construction Agreements, Joint Venture Agreements, Notes Facility Agreements, Guarantee Agreements Financial Lease Agreements;
 - e. Represented clients during contract negotiations;

- f. Conducted due diligence audits for corporate clients;
 - g. Incorporation of domestic corporations; registration and securing of licenses from the Securities and Exchange Commission (SEC), in order for foreign companies to establish legal presence in the Philippines, obtaining of necessary licenses from the Local Government Units involved and other related government agencies.
2. Litigation
- a. Prepared and filed pleadings, motions and appeals as well as appeared in court for the following cases:
 - i. Corporate litigation;
 - ii. Labor cases;
 - iii. Petition for declaration of nullity of marriage;
 - iv. Insolvency;
 - v. Criminal cases.
 - b. Assisted court appointed Sheriffs and officers in the service of warrants and in implementing attachments, garnishments and execution.
3. Tax Law
- a. Tax exposure advice, tax structuring/planning in relation to a client's business structure, activities and transactions;
 - b. Estate planning;
 - c. Secured tax rulings from the Bureau of Internal Revenue for tax free transactions and tax exempt transactions.
4. Commercial Law
- a. Aircraft registration and de-registration with the Civil Aviation Authority of the Philippines (CAAP);
 - b. Filed applications for operating permits from the Civil Aviation Authority;
 - c. Rendered legal opinions on questions concerning aviation operations in the Philippines as well as the establishment and maintenance of aerodromes;
 - d. Facilitated purchases of aircraft as well as wet and dry leasing of aircraft;
 - e. Registration with the Land Transportation and Franchising Regulatory Board.

Apr. – June 2006

Staff, Legal Department
TWIN V TECH SYSTEMS CORP.
Ortigas Extension, Pasig City

1. Corporate Law
- a. Corporate housekeeping;
 - b. Drafted and reviewed contracts and other business related documents.

Increased experience in drafting and reviewing contracts and other legal documents.

- Apr. - June 2005 INTERN, BATINO LAW OFFICE
Enhanced proficiency in writing pleadings and other legal documents. Obtained first-hand experience of law practice through court and quasi-judicial proceedings.
- Sep. – March 2003 FINANCE OFFICER, INFINITE FINE JEWELS
Gained first-hand experience in accounting and finance.

AREAS OF PRACTICE

EXTRA - CURRICULAR ACTIVITIES

- June 2007 TEACHING ASSISTANT, *INTRODUCTION TO LAW*, ATENEO SCHOOL OF LAW
Assisted Dean Jose Roy in conducting the class, prepared notes and teaching materials.
- 2005 – 2007 VICE-PRESIDENT, ATENEO LAW SCHOOL DANCE ORGANIZATION
Created various presentations for law school activities.
- 2005 - 2006 HEAD, SPECIAL PROJECTS COMMITTEE, ATENEO LAW BAR OPERATIONS 2006
Organized several fund - raising activities for the upcoming Bar Operations 2006.
- Aug. 2006 PROJECT HEAD, *RAISING THE BAR CONCERT*, ATENEO CENTRAL BAR OPERATIONS, ATENEO SCHOOL OF LAW STUDENT COUNCIL
Organized a major fundraising concert for the Central Bar Operations of 2006.
- Sep. 2005 PROJECT HEAD, *SALUBONG*, ATENEO SCHOOL OF LAW STUDENT COUNCIL
Organized an event to celebrate the end of bar season and to uplift the spirits of the barristers on the last Sunday of the bar.
- Aug. 2005 FOUNDING MEMBER, *REGINA IUSTITIAE SORORITY*
Co-founded a sorority in the Ateneo Law School to address the specific needs of female students and to provide a much needed support system for female students in the law school.
- Feb. 2005 PROJECT HEAD, *MR. LAW SCHOOL 2005*, ATENEO SCHOOL OF LAW STUDENT COUNCIL
Coordinated a school-wide event celebrating the various talents of law students while raising funds for Central Bar Operations of 2005.

- Sept. 2004 PUBLICITY HEAD, *SALUBONG*, ATENEO LAW BAR OPERATIONS 2004, ATENEO SCHOOL OF LAW STUDENT COUNCIL
Led the information dissemination campaign to let the whole law school community be acquainted with the festivities that will take place during the *salubong*.
- Feb. 2004 OVER-ALL HEAD, *INTER BATCH PARTY*, ATENEO LAW SCHOOL STUDENT COUNCIL
Organized a party for all batches as part of the festivities during the *Lex Loci Celebrationis 2004*.
- 2002 – 2003 CO-CAPTAIN, CHEERDANCERS, BLUE BABBLE BATTALION
- 1999 – 2003 CHEERDANCER, BLUE BABBLE BATTALION
- 1999 – 2003 MEMBER, ATENEO LEX ORGANIZATION

SEMINARS ORGANIZED

- Feb. 2006 A DISCOURSE ON THE WIRETAPPING CONTROVERSY
Administrative Law Class, Ateneo De Manila University School of Law
- March 2006 CURRENT ISSUES IN MEDIA LAW
Media Law and Ethics elective class, Ateneo de Manila University School of Law
- June 2004 FRESHMEN ORIENTATION SEMINAR
Student Council, Ateneo De Manila University School of Law

RESEARCH PAPERS PREPARED AND THESIS DEFENDED

- Sept. 2006 VOTING BEHIND BARS: A PROPOSAL TO ADDRESS THE PROBLEM OF PRISONER DISENFRANCHISEMENT
Juris Doctor; Successfully defended a thesis on the unconstitutionality of the disqualification of certain classes of prisoners from suffrage.
- March 2003 BUSINESS PLAN: INFINITE FINE JEWELS, BUSINESS AND ORGANIZATION POLICY
Successfully defended and implemented a business plan on the marketing and selling of fine jewels.
- Oct. 2002 OPERATIONS MANAGEMENT
Successfully defended a carefully researched business feasibility plan for the manufacturing and marketing of snack foods.

O C A M P O & M A N A L O
L A W F I R M

PARTNERS

CARLOS T. OCAMPO
MANOLITO A. MANALO
JOHANNES R. BERNABE

JUAN VICTOR S. VALDEZ
BERNADETH A. LIM

ASSOCIATES

MONICA ISABELLE I. VILLANUEVA
OMAR C. TACCAD*
MARC ANTHONY A. COX*

DIANE MADELYN C. CHING
RICHYL MARIE A. MACASERO
CHRISTOPHER SAM S. SALVADOR
FABIO T. LAPADA, JR.
TANYA PAMELA C. CARONONGAN
MICHELLE G. RAYMUNDO

JUAN LORENZO T. TAÑADA
Of Counsel

JUAN JOSE L. CHUA
REX PETER RAZ
CHRISTINE V. URGELLO
AMELITO A. VELASCO
Consultants

AUDELIO A. GONZALES, JR.
Office Manager

*On Leave

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E-mail: info@omlawphil.com Website: www.omlawphil.com

CORRESPONDENT FIRMS

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FABIOSA LAW FIRM
Unit 107, Building A
Oxford Business Center
880 A.S. Portuna Street, Baulad
Mandaue City, 6014 Cebu
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Metro Davao
GEMPESAW, GEMPESAW & CASTILLO
Mezzanine Floor, Soriano Building
1, Ingo Street, Davao City
Telephone: +62 222-8840
+62 300 1810

6 April 2013

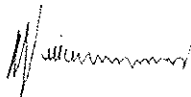
The Board of Directors
PRIME MEDIA HOLDINGS, INC.
No. 3 San Antonio Street
Bo. Kapitolyo, Pasig City 1603

Re: Acceptance of Nomination and Certification

Gentlemen:

I hereby accept my nomination as Director of Prime Media Holdings, Inc. (PMHI). I hereby certify that, to the best of my knowledge, I possess all of the qualifications and none of the disqualifications to be nominated and elected as Director of PMHI as provided under the Corporation Code, related laws and issuances of the Securities and Exchange Commission, and the Corporation's Manual on Corporate Governance.

Very truly yours,



MONICA ISABELLE I. VILLANUEVA