

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)
Jan 20, 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)
[REDACTED]
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 4-8 - Change in Directors and/or Officers
(Resignation/Removal or Appointment/Election)
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

Appointments of Atty. Diane Madelyn C. Ching as Corporate Secretary, Co-Compliance Officer, Co-Corporate Information Officer and Co-Data Privacy Officer, and of Atty. Marjorie A. San Juan as Assistant Corporate Secretary, Co-Compliance Officer, Co-Corporate Information Officer and Co-Data Privacy Officer.

Background/Description of the Disclosure

On 18 January 2023, the Board of Directors of Prime Media Holdings Inc. (“the Corporation”) approved the appointments of Atty. Diane Madelyn C. Ching as the Corporation’s Corporate Secretary, Co-Compliance Officer, Co-Corporate Information Officer and Co-Data Privacy Officer, and of Atty. Marjorie A. San Juan as Assistant Corporate Secretary, Co-Compliance Officer, Co-Corporate Information Officer and Co-Data Privacy Officer.

Atty. Diane Madelyn C. Ching is a member of the Integrated Bar of the Philippines. She obtained her Bachelor of Laws degree from San Beda College-Mendiola in 2009. She acts as Corporate Secretary to various companies, including, Armstrong Securities Inc., Asian Appraisal Company Inc., among others. She previously served as Director and Corporate Secretary of Prime Media Holdings Inc. from 2014 to June 2019. She was the previous General Counsel and Assistant Corporate Secretary of Marcventures Holdings Inc. (Marc’s) as well as the VP Legal and Corporate Secretary of Marc’s subsidiary, Marcventures Mining and Development Corp. from 2013 to June 2019. She was likewise the Corporate Secretary of Bright Kindle Resources and Investment Corp. until June 2019. Atty. Ching was previously an associate of Ocampo & Manalo Law Firm from March 2010 to June 2013.

Atty. Marjorie A. San Juan is also a member of the Integrated Bar of the Philippines, having passed the 2017 Bar Exams. She obtained her Bachelor of Arts in Communication Research from the University of the Philippines – Diliman in 2005 and Bachelor of Laws degree from Arellano University School of Law from in 2015. She is currently the Assistant Corporate Secretary and Legal Counsel of Marcventures Mining and Development Corporation since August 2019. She was previously a Senior Associate in Sycip Gorres Velayo (SGV) and Co. from June 2018 to August 2019 and a Legal Associate in Bernaldo Directo and Po Law Offices from January 2018 to April 2018.

Resignation/Removal or Replacement

Name of Person	Position/Designation	Effective Date of Resignation/Cessation of term (mmm/dd/yyyy)	Reason(s) for Resignation/Cessation
-	-	-	-

Election or Appointment

Name of Person	Position/Designation	Date of Appointment/Election (mmm/dd/yyyy)	Effective Date of Appointment Election (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
				Direct	Indirect	
DIANE MADELYN C. CHING	Corporate Secretary, Co-Compliance Officer, Co-Corporate Information Officer and Co-Data Privacy Officer	01/18/2023	01/18/2023	0	0	-
MARJORIE A. SAN JUAN	Assistant Corporate Secretary, Co-Compliance Officer, Co-Corporate Information Officer and Co-Data Privacy Officer	01/18/2023	01/18/2023	0	0	-

Promotion or Change in Designation

Name of Person	Position/Designation		Date of Approval (mmm/dd/yyyy)	Effective Date of Change (mmm/dd/yyyy)	Shareholdings in the Listed Company		Nature of Indirect Ownership
	From	To			Direct	Indirect	
-	-	-	-	-	0	0	-

Other Relevant Information

amended to include the qualification and business experience of Atty. Diane Madelyn C. Ching and Atty. Marjorie A. San Juan.

Filed on behalf by:

Name	Joanna Manzano
Designation	Junior Compliance Officer

COVER SHEET

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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		C	o	r	p	.)

(Company's Full Name)

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		
M	a	k	a	t	i		C	i	t	y																	

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

ROLANDO S. SANTOS									
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Contact Person

8831-4479			
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Company Telephone Number

1	2	3	1
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Month Day
Fiscal Year

SEC FORM 17C (Results of Board Meeting held on January 18, 2023)
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FORM TYPE

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Month Day
Annual Meeting

N/A

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

nil

Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

_____ LCU

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Document I.D.

_____ Cashier

STAMPS									
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AND SRC RULE 17.2(c) THEREUNDER

1. January 18, 2023
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. 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
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 |
|------------------------------|--|
| <u>Common</u> | <u>700,298,616</u> |
| <u>Preferred</u> | <u>14,366,260</u> |
11. Indicate the item numbers reported herein: Item No. 9 Other Events

Item 9. Results of the Board Meeting held on January 18, 2023

We advise that at the special meeting of the Board of Directors of PRIME MEDIA HOLDINGS, INC. (the "Corporation") held today, January 18, 2023 at 2:00 p.m., the Board of Directors of the Corporation approved the following:

1. Appointment of Atty. Diane Madelyn C. Ching as Corporate Secretary, Co-Compliance Officer, Co- Corporate Information Officer and Co-Data Privacy Officer effective 18 January 2023.
2. Appointment of Atty. Marjorie A. San Juan as Assistant Corporate Secretary, Co-Compliance Officer, Co- Corporate Information Officer and Co-Data Privacy Officer effective 18 January 2023
3. Amendment of the MOA with Golden Peregrine to:
 - (a) Change the Exchange Ratio to 4,700 PRIM shares for 1 Golden Peregrine share pursuant to the updated appraisal report.
 - (b) Subscription by Atty. Hermogene H. Real and Ms. Michelle Ayangco to 1,645,000,000 PRIM Common Shares to be issued out of the proposed increase in authorized capital stock in consideration of the assignment of 100% of the Outstanding Capital Stock of Golden Peregrine pursuant to the updated appraisal report.
 - (c) Other provisions which requires updating and affected by the amendments aforementioned.

(signature page follows)

