

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

30 January 2013

PHILIPPINE STOCK EXCHANGE

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

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


**RE: PRIME MEDIA HOLDINGS, INC. ("PMHI") (PSE: PRIM)
Certificate of Compliance with the Manual of Corporate Governance**

Dear Ms. Encarnacion:

We submit herewith the enclosed sworn certification of compliance of Prime Media Holdings, Inc. with its Manual on Corporate Governance for the year 2012.

We trust that you will find the attached in order.

Very truly yours,



VIVIAN S. LIBAN
Corporate Information Officer



101302013002347



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

Barcode Page

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Company Representative

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Company Information

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Company Type Stock Corporation

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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)

(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

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

VIVIAN S. LIBAN

Contact Person

889-9009

Company Telephone Number

Every 3rd Tuesday of May

1 2

Month

3 1

Day

Fiscal Year

**Certification on Compliance
with Manual on Corporate
Governance**

FORM TYPE

0 5

Month

Day

Annual Meeting

N/A

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles
Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

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REPUBLIC OF THE PHILIPPINES)
MANILA MAKATI CITY, METRO MANILA) S.S.

CERTIFICATION

I, **VIVIAN S. LIBAN**, of legal age, Filipino, with office address at the 10TH Flr. MGO Bldg. Legaspi corner Dela Rosa Sts. Legaspi Village Makati, after having been sworn in accordance with law, hereby certify that:

1. I am the duly appointed and incumbent Corporate Information Officer of **PRIME MEDIA HOLDINGS, INC.** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at No.3 San Antonio Street Bo. Kapitolyo, Pasig City.

2. The Corporation has not been able to fully comply with the Manual of Corporate Governance (the "Manual") for the completed year 2012. However, The Corporation evaluates its compliance with the Manual by using its Governance Self-Rating Form (the "CG-SRF"). Any Deviation from the policies and procedures contained in the Manual is due mainly to the fact that the Corporation is non-operational. It is currently in the process of settling all its liabilities to clean up its books preparatory to the possible entry of a new investor into the Corporation. Thus, there are provisions in the Manual, which are not applicable to the present situation of the Corporation and not yet implemented by it.

JAN 30 2013

IN WITNESS WHEREOF, I have hereunto affixed my signature on _____
at Makati City, Metro Manila.


VIVIAN S. LIBAN
Corporate Information Officer

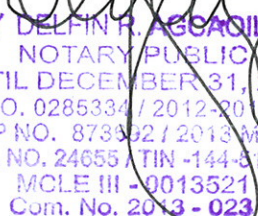
Countersigned by:


DIONNE M. SANCHEZ
President & CEO

JAN 30 2013

SUBSCRIBED AND SWORN to before me on _____ at MANILA City,
Metro Manila. Affiant exhibited to me her Driver's License No. N04-88-081813 with expiry on
March 3, 2015.

Doc. No. 197 :
Page No. 20 :
Book No. 779 :
Series of 2013.


ATTY DELFIN R. AGCAILLA, JR.
NOTARY PUBLIC
UNTIL DECEMBER 31, 2013
PTR NO. 0285334 / 2012-2013 MLA.
IBP NO. 873892 / 2013 MLA.
ROLL NO. 24655 / TIN -144-519-088
MCLE III - 0013521
Com. No. 2013 - 023