

**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. **November 19, 2020**  
Date of Report
2. SEC Identification Number: **167423**    3. BIR Tax Identification No: **000-477-103**
4. **MEGAWORLD CORPORATION**  
Exact name of Issuer as specified in its charter
5. **Metro Manila**  
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)  
Industry Classification Code
7. **30<sup>th</sup> Floor, Alliance Global Tower  
36<sup>th</sup> Street cor. 11<sup>th</sup> Avenue  
Uptown Bonifacio, Taguig City 1634**  
Address of principal office
8. **(632) 8894-6300/6400**  
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Stock Outstanding</u>
<b>Common</b>	<b>31,944,242,872</b>
<b>Preferred</b>	<b>6,000,000,000</b>
<b>Total</b>	<b>37,944,242,872</b>

10. **Item 9(b)**

Please see the attached disclosure to the Philippine Stock Exchange.

**SIGNATURE**

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.

**MEGAWORLD CORPORATION**

Issuer

By:



**DR. FRANCISCO C. CANUTO**

Senior Vice President and  
Corporate Information Officer  
November 19, 2020

# 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 19, 2020
2. SEC Identification Number  
167423
3. BIR Tax Identification No.  
000-477-103
4. Exact name of issuer as specified in its charter  
MEGAWORLD CORPORATION
5. Province, country or other jurisdiction of incorporation  
Metro Manila
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
30th Floor, Alliance Global Tower 36th Street cor. 11th Avenue Uptown Bonifacio,  
Taguig City  
Postal Code  
1634
8. Issuer's telephone number, including area code  
(632) 8894-6300/6400
9. Former name or former address, if changed since last report  
N/A
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	31,944,242,872
Preferred	6,000,000,000

11. Indicate the item numbers reported herein  
Item 9(b)

*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.*



# Megaworld Corporation

## MEG

**PSE Disclosure Form 4-4 - Amendments to By-Laws**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Section 4.4 of the Revised Disclosure Rules**

<b>Subject of the Disclosure</b>
Amendment of Sections 4 and 6, Article I and Section 3, Article II of the Amended By-laws.
<b>Background/Description of the Disclosure</b>
<p>On 09 July 2020, the Board of Directors approved the amendment of Sections 4 and 6, Article I and Section 3, Article II of the Amended By-laws of Megaworld Corporation.</p> <p>On 24 August 2020, the Stockholders approved the amendment of Sections 4 and 6, Article I and Section 3, Article II of the Amended By-laws of Megaworld Corporation.</p> <p>On 18 November 2020, Securities and Exchange Commission approved the amendment of Sections 4 and 6, Article I and Section 3, Article II of the Amended By-laws of Megaworld Corporation.</p>

<b>Date of Approval by Board of Directors</b>	Jul 9, 2020
<b>Date of Approval by Stockholders</b>	Aug 24, 2020
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	Nov 18, 2020
<b>Date of Receipt of SEC approval</b>	Nov 19, 2020

**Amendment(s)**

Article and Section Nos.	From	To

Section 4, Article I	4. Quorum. – A quorum for any meeting of the stockholders shall consist of a majority of the outstanding capital stock of the Corporation, and a majority of such quorum shall decide any question at such meeting, save and except in those matters where the Corporation Code requires the affirmative vote of a greater proportion.	4. Quorum. – A quorum for any meeting of the stockholders shall consist of a majority of the outstanding capital stock of the Corporation, and a majority of such quorum shall decide any question at such meeting, save and except in those matters where the Corporation Code requires the affirmative vote of a greater proportion. Stockholders, voting through remote communication or in absentia, electronically or otherwise, shall be deemed present for purposes of determining the existence of quorum.
Section 6, Article I	6. At every meeting of stockholders of the Corporation, every stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the of the Corporation. Voting by proxy shall be allowed, provided the instrument authorizing a proxy shall be filed with the Secretary before or during the meeting. The election must be by ballots.	6. At every meeting of stockholders of the Corporation, every stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the of the Corporation. Stockholders may vote in person, though remote communication or in absentia, electronically or otherwise, subject to compliance with such rules and regulations as may be issued by the Securities and Exchange Commission. Voting by proxy shall also be allowed, provided the instrument authorizing a proxy shall be filed with the Secretary before or during the meeting. The election must be by ballots.
Section 3, Article II	3. Board Meetings. – The Board of Directors shall hold regular monthly meetings, at such time and place as said Board may prescribe. Special meetings of the Board may be called by the President, or by written request by any two (2) Directors. Notice of any special meeting of the Board of Directors shall be mailed to each Director at his last know post-office address or delivered to him personally or left at his office, or transmitted by telegraph or telephone at least three (3) days previous to the date fixed for the meeting. No notice need be given of regular meetings of the Board at a time and place previously fixed by the Board of Directors.	3. Board Meetings. – The Board of Directors shall hold regular monthly meetings, at such time and place as said Board may prescribe. Special meetings of the Board may be called by the President, or by written request by any two (2) Directors. Notice of any special meeting of the Board of Directors shall be mailed to each Director at his last know post-office address or delivered to him personally or left at his office, or transmitted by telegraph or telephone at least three (3) days previous to the date fixed for the meeting. No notice need be given of regular meetings of the Board at a time and place previously fixed by the Board of Directors. Directors may participate and vote in their meetings through remote communication, such as videoconferencing or teleconferencing, and shall be deemed present for purposes of determining the existence of quorum.

**Rationale for the amendment(s)**

The amendments are intended to allow directors and stockholders to participate and vote in their meetings, through remote communication or other alternative modes of communication, subject to such rules and regulations as may be issued by the Securities and Exchange Commission.

**The timetable for the effectivity of the amendment(s)**

<b>Expected date of filing the amendments to the By-Laws with the SEC</b>	Sep 29, 2020
<b>Expected date of SEC approval of the Amended By-Laws</b>	Nov 19, 2020

**Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

None.

**Other Relevant Information**

The disclosure is amended to update the date of approval of SEC. Please see attached copy of the SEC Certificates as well as Amended By-Laws.

**Filed on behalf by:**

<b>Name</b>	Sherwin De Joya
<b>Designation</b>	Vice President



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. 167423

**CERTIFICATE OF FILING OF AMENDED BY-LAWS**

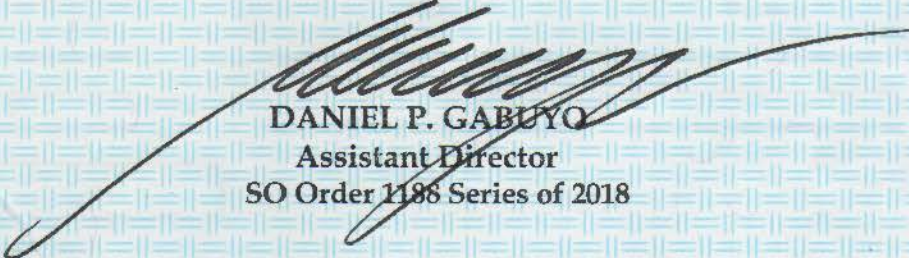
**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the Amended By-Laws of

**MEGAWORLD CORPORATION**

copy annexed, adopted on July 09, 2020 by majority vote of the Board of Directors and on August 24, 2020 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 18<sup>th</sup> day of November, Twenty Twenty.

  
DANIEL P. GABUYO  
Assistant Director  
SO Order 1188 Series of 2018

IS/qba

# COVER SHEET

for Applications at  
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

1 6 7 4 2 3

Former Company Name

MEGAWORLD  
CORPORATION

AMENDED TO:  
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province)

28 / F The World Centre 330 Sen.  
Gil Puyat Avenue, Makati City  
ZIP CODE

COMPANY INFORMATION

Company Email Address

Company's Telephone Numbers

Mobile Number

CONTACT PERSON INFORMATION

*The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation*

Name of Contact Person

Email Address

Telephone Numbers

Mobile Number

Rolando D. Siatela

88946400

Contact Person's Address

c/o 20th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

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Document I.D.

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Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- Corporate and Partnership Registration Division
- Green Lane Unit
- Financial Analysis and Audit Division
- Licensing Unit
- Compliance Monitoring Division

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**MARKETS & SECURITIES REGULATION DEPARTMENT**

October 12, 2020

**MEGAWORLD CORPORATION (MEG)**  
30<sup>th</sup> Floor, Alliance Global Tower  
36<sup>th</sup> St. cor. 11<sup>th</sup> Avenue Uptown Bonifacio  
Taguig City

Attention: **MR. ANDREW L. TAN**  
President & CEO

Subject : **REQUEST FOR COMMENT/RECOMMENDATION**

Gentlemen:

This is in connection with **Megaworld Corporation's**, ("MEG" or "Company") request for comment/or recommendation relative to the company's application for amendment of its Amended By-laws:

Article 1 Section 4 - Stockholders, voting through remote communication or in absentia, electronically or otherwise, shall be deemed present for purposes of determining the existence of quorum:

Section 6 -Voting may also be exercised in person, though remote communication or in absentia, electronically or otherwise, subject to compliance with such rules and regulations as may be issued by the Securities and Exchange Commission; and

Article II Section 3 - Directors may participate and vote in a meeting through remote communication, such as videoconferencing or teleconferencing.

We do not interpose any objection to your application provided that once the application has been approved **MEG**, shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendments at the PSE Edge.

Notwithstanding the foregoing comment, our Department, nonetheless, defers to the discretion of the Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Revised Corporation Code of the Philippines.

Finally, it is emphasized that this comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,

**signed**  
**VICENTE GRACIANO P. FELIZMENIO, JR.**  
Director

cc: Office of the Director, CRMD Corporate and Partnership Registration Division; CRMD



CERTIFICATE OF AMENDMENT OF THE  
AMENDED CODE OF BY-LAWS  
OF  
MEGAWORLD CORPORATION



WE, the Chairman of the Board, the Corporate Secretary and at least a majority of the members of the Board of Directors of **MEGAWORLD CORPORATION** (the "Corporation"), a corporation organized and existing under Philippine laws with principal office at the 30<sup>th</sup> Floor, Alliance Global Tower, 36<sup>th</sup> Street cor. 11<sup>th</sup> Avenue, Uptown Bonifacio, Taguig City, do hereby certify that:

1. On 09 July 2020, at least a majority of the members of the Board of Directors of the Corporation approved the amendment of Sections 4 and 6, Article I and Section 3, Article II of the Corporation's Amended Code of By-Laws.

2. The amended provisions of the attached Amended Code of By-Laws are as follows:

a. The amended SECTIONS 4 and 6, ARTICLE I – STOCKHOLDERS' MEETING shall henceforth read as follows:

SECTION 4. Quorum. A quorum for any meeting of the stockholders shall consist of a majority of the outstanding capital stock of the *Corporation*, and a majority of such quorum shall decide any question at such meeting, save and except in those matters where the Corporation Code requires the affirmative vote of a greater proportion. **Stockholders, voting through remote communication or in absentia, electronically or otherwise, shall be deemed present for purposes of determining the existence of quorum. (AS AMENDED ON 24 AUGUST 2020)**

SECTION 6. At every meeting of the stockholders of the *Corporation*, every stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the *Corporation*. **Stockholders may vote in person, through remote communication or in absentia, electronically or otherwise, subject to compliance with such rules and regulations as may be issued by the Securities and Exchange Commission.** Voting by proxy shall also be allowed, provided the instrument authorizing a proxy shall be filed with the Secretary before or during the meeting. The election must be by ballots. **(AS AMENDED ON 24 AUGUST 2020)**

b. The amended SECTION 3, ARTICLE II – DIRECTORS shall henceforth read as follows:

SECTION 3. Board Meetings. The Board of Directors shall hold regular monthly meetings, at such time and place as said Board may prescribe. Special meetings of the Board may be called by the President, or by written request by any two (2) directors. Notice of any special meeting of the Board of Directors shall be mailed to each director at his last known post-office address or delivered to him personally or left at his office, or transmitted by telegraph or telephone at least three (3) days previous to the date fixed for the meeting. No notice need be given of regular meetings of the Board at a time and place previously fixed by the Board of Directors.

**Directors may participate and vote in their meetings through remote communication, such as videoconferencing or teleconferencing, and shall be deemed present for purposes of determining the existence of quorum. (AS AMENDED ON 24 AUGUST 2020)**

3. On 24 August 2020, during the Annual Meeting of the Corporation's stockholders conducted through remote communication, the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation ratified the said amendment to Sections 4 and 6, Article I and Section 3, Article II of the Corporation's Amended Code of By-Laws.


4. The amendment to Sections 4 and 6, Article I and Section 3, Article II of the Corporation's Amended Code of By-Laws is embodied in the attached true and correct copy of the Corporation's Amended Code of By-Laws.

IN WITNESS WHEREOF, we have hereunto affixed our signatures this \_\_\_\_\_ 2020 at Taguig City, Metro Manila, Philippines.

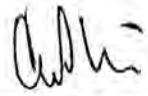
  
**ANDREW L. TAN** §  
Chairman of the Board

  
**ANNA MICHELLE T. LLOVIDO** §  
Corporate Secretary

  
**KATHERINE L. TAN** §  
Director

  
**KINGSON U. SIAN** §  
Director

  
**ENRIQUE SANTOS L. SY** §  
Director

  
**CRENCIO P. AQUINO** §  
Director

**JESUS B. VARELA** §  
Director

  
**ROBERTO S. GUEVARA** §  
Director

Republic of the Philippines)  
)S.S.

SEP 25 2020

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ at  
MAKATI CITY, Philippines, affiants exhibited to me their  
valid identifications, to wit:

<u>Name</u>	<u>Valid ID</u>
Andrew L. Tan	
Anna Michelle T. Llovido	
Katherine L. Tan	
Kingson U. Sian	
Enrique Santos L. Sy	
Cresencio P. Aquino	
Roberto S. Guevara	

Doc. No. 191;  
Page No. 70  
Book No. 99  
Series of 2020.

*Rubén T. M. Ramirez*  
**RUBEN T.M. RAMIREZ** Notary Public  
Honorary Public for Makati City  
Valid December 31, 2021  
20041 - Division Office, Makati City  
RRP CLK No. 11-1-17/December 10, 2019  
Roll No. 2008780, JFN No. VI-0020246  
PTR No. LKRT 8110044/1-02-2020/  
Appointment No. 21-153

**AMENDED**  
**CODE OF BY-LAWS**  
*of*  
**MEGAWORLD CORPORATION**  
*(formerly Megaworld Properties & Holdings, Inc.)*

**ARTICLE I**

**Stockholders' Meeting**

Section 1. *Annual Meeting.* - The annual meeting of the stockholders shall be held at the principal office of the *Corporation* in Metro Manila, Philippines on the third Friday of June of each year at 8:30 A.M., unless such day is a legal holiday, in which case it shall be held on the next business day following. *(Amended as of April 30, 1999)*

Section 2. *Special Meetings.* - Special meetings of the stockholders may be called by the President, or by the majority of the Board of Directors, whenever he or they shall deem it necessary.

Section 3. *Notices.* - Notices of the time and place of the annual and special meetings of the stockholders shall be given either by mailing the same enclosed in a postage prepaid envelope, addressed to each stockholder of record at the address left by such stockholder with the Secretary of the *Corporation*, or at his last known post-office address, or by delivering the same to him in person, at least one week before the date set for such meeting. Notice to any special meeting must state, among others, the matters to be taken up in the said meeting, and no other business shall be transacted at such meeting except by consent of all the stockholders present, entitled to vote. No notice of meeting need be published in any newspaper, except when necessary to comply with the special requirements of the Corporation Code. Stockholders entitled to vote may, by written consent, waive notice of the time, place and purpose of any meeting of stockholders and any action taken at meetings pursuant to such waiver shall be valid and binding.

Section 4. *Quorum.* - A quorum for any meeting of the stockholders shall consist of a majority of the outstanding capital stock of the *Corporation*, and a majority of such quorum shall decide any question at such meeting, save and except in those matters where the Corporation Code requires the affirmative vote of a greater proportion. **Stockholders, voting through remote communication or in absentia, electronically or otherwise, shall be deemed present for purposes of determining the existence of quorum. (AS AMENDED ON 24 AUGUST 2020)**

Section 5. *Order of Business* - The order of business at the annual meeting of the stockholders shall be as follows:

- 1) Proof of the required notice of meeting;
- 2) Proof of the presence of a quorum;
- 3) Reading of minutes of previous meeting and action taken;
- 4) Report of the Board of Directors;
- 5) Unfinished business;

- 6) New business;
- 7) Appointment of inspectors of election;
- 8) Election of Directors for the ensuing term; and
- 9) Adjournment.

The order of business to be followed at any regular meeting may be changed by a vote of a majority of the outstanding capital stock entitled to vote at such meeting.

The order of business to be followed at any special meeting may be determined by the Presiding Officer or by a vote of the majority of the outstanding capital stock entitled to vote.

Section 6. At every meeting of the stockholders of the *Corporation*, every stockholder shall be entitled to one vote for each share of stock standing in his name in the books of the *Corporation*. **Stockholders may vote in person, through remote communication or in absentia, electronically or otherwise, subject to compliance with such rules and regulations as may be issued by the Securities and Exchange Commission.** Voting by proxy shall **also** be allowed, provided the instrument authorizing a proxy shall be filed with the Secretary before or during the meeting. The election must be by ballots. (AS AMENDED ON 24 AUGUST 2020)

## ARTICLE II

### Directors

Section 1. ***Board of Directors.*** - The corporate powers of the *Corporation* shall be exercised, its business conducted, and its property controlled by the Board of Directors, who shall be elected by the stockholders, and shall hold office for one year and until their successors are duly elected and qualified.

Section 2. ***Independent Directors.*** - Independent Directors may be elected to the Board of Directors whenever required under Republic Act No. 8799, otherwise known as The Securities Regulation Code, or under any applicable law. The nomination and election of independent Directors shall be conducted in accordance with the provisions of Rule 38 of the implementing Rules and Regulations of The Securities Regulation Code, as may be amended from time to time. (*Amended as of April 14, 2005 and June 17, 2005*)

Section 3. ***Board Meetings.*** - The Board of Directors shall hold regular monthly meetings, at such time and place as said Board may prescribe. Special meetings of the Board may be called by the President, or by written request by any two (2) Directors. Notice of any special meeting of the Board of Directors shall be mailed to each Director at his last known post-office address or delivered to him personally or left at his office, or transmitted by telegraph or telephone at least three (3) days previous to the date fixed for the meeting. No notice need be given of regular meetings of the Board at a time and place previously fixed by the Board of Directors. (*Amended as of April 14, 2005 and June 17, 2005*)

**Directors may participate and vote in their meetings through remote communication, such as videoconferencing or teleconferencing, and shall be deemed present for purposes of determining the existence of quorum.** (AS AMENDED ON 24 AUGUST 2020)

Section 4. ***Vacancies.*** - If any vacancy, except in the case of removal or expiration of term, shall occur among the Directors by reason of death, resignation, or for any other reason, such vacancy shall be filled by the Directors if still constituting a

quorum in a meeting duly called for the purpose. The Director or Directors so chosen shall act as such for the unexpired term, unless sooner removed in accordance with law. (Amended as of April 14, 2005 and June 17, 2005)

Section 5. *Executive Committee.* - The Board of Directors shall constitute an Executive Committee which shall be composed of not less than three (3) members of the Board of Directors to be appointed by the Board.

The Executive Committee shall act by majority vote of all its members on matters within the competence of the Board of Directors, except with respect to the : (i) approval of any action for which shareholders' approval is also required; (ii) filling of vacancies in the Board; (iii) amendment or repeal of By-Laws or the adoption of new By-Laws; (iv) amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; and, (v) distribution of cash dividends to shareholders. (AMENDED AS OF MARCH 14, 2007 & JUNE 15, 2007)

### ARTICLE III

#### Officers

Section 1. *Executive Officers.* - The executive officers of the Corporation shall be the President, who shall be a member of the Board of Directors, one or more Vice-Presidents at least one whom shall be a member of the Board, a General Manager, a Treasurer, and a Secretary, all of whom shall be elected or chosen by the Board of Directors, and whose powers and duties it may determine and fix. Two or more offices maybe vested in the same person whenever deemed convenient and expedient, provided that their functions are not legally incompatible with each other.

Section 2. *Elections; Vacancy.* - Officers shall be elected by each new Board at its first meeting after the election of Directors. Every officer, including the President, shall be subject to removal at any time by the Board of Directors, but all such officers, unless removed, shall hold office until their successors are appointed and qualified. If any vacancy shall occur among officers of the Corporation, such vacancy shall be filled by the Board of Directors.

Section 3. *Agents and Employees.* - The Board of Directors may also appoint from time to time such Assistant Secretary and Assistant Treasurer, and such other agents and employees as may be deemed proper, and may authorize the General Manager or any other high executive officer of the Corporation to appoint or remove such agents or employees. Each of such agents and employees shall hold office during the pleasure of the Board of Directors, or his superior officer, subject however, to special agreement as to the length of time and service and to the provisions of existing laws.

Section 4. *President.* - The President shall be the chief executive officer of the Corporation. In addition to such duties as may be imposed upon him by the Board of Directors, he shall preside at all meetings of the Board, and shall act as Chairman, at, and call to order, all meetings of the stockholders of the Corporation. He shall have general supervision of the business affairs and property of the Corporation, and over its several officers and employees. He shall see to it that all orders and resolutions of the Board of Directors are carried into effect. The President shall submit to the Board as soon as possible after the close of each fiscal year, and to the stockholders at each annual meeting, a comprehensive report of the operations of the Corporation for the preceding year, and the state of its affairs, and he shall from time to time report to

the Board all matters within his knowledge which in the interests of the *Corporation* may require to be brought to their notice. He shall also do and perform such other duties as may from time to time may be assigned to him by the Board of Directors.

Section 5. *Vice-President.* - Each Vice-President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe and perform such other duties as are provided in these By-Laws. In case of the absence or inability of the President, the Vice-President, or if there be more than one, such Vice-President as the Board of Directors may designate for the purpose, shall have the powers and discharge the duties of the President, provided that the Vice-President so designated is a member of the Board of Directors.

Section 6. *Secretary.* - The Secretary, who shall be a citizen and resident of the Philippines, shall keep the minutes of all meetings of the stockholders and the Board of Directors, and of all committees in a book or books kept for the purpose and shall furnish a copy of all such minutes to the President of the *Corporation*. In addition to the foregoing, the Secretary shall perform such other duties as the Board of Directors may from time to time direct. He shall keep in safe custody the seal of the *Corporation*, and when authorized by the Board of Directors, he shall affix such seal to any instrument requiring the same. The corporate seal of the *Corporation* so affixed shall always be attested by the signature of the Secretary or an Assistant Secretary. The Secretary shall have charge of the stock certificate book and such other books and papers as the Board may direct. He shall attend to the giving and serving of all notices, and he shall have such other powers and perform such duties as pertain to his office, or as the Board of Directors may from time to time prescribe. In the absence of the Secretary or his inability to act, the Assistant Secretary designated by the Board of Directors shall have all the foregoing powers and duties.

Section 7. *Treasurer.* The Treasurer shall have charge of the funds, securities, receipts and disbursements of the *Corporation*. He shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of the *Corporation* in such banks or trust companies, or with such bankers or other depositaries, such as the Board of Directors may from time to time designate. He shall render to the President or to the Board of Directors whenever required an account of the financial condition of the Corporation, and all of his transactions as Treasurer. Soon after the close of each fiscal year, he shall make and submit to the Board of Directors a like report for such fiscal year. He shall keep correct books of account of all the business transactions of the *Corporation*. In case of the absence of the Treasurer, or his inability to act as such, the Assistant Treasurer, or if there be more than one, such Assistant Treasurer as the Board of Directors may designate, shall have the foregoing powers and duties.

Section 8. *General Manager.* - The General Manager, who may not be a stockholder of the Corporation, shall be elected by the Board of Directors, and shall hold office at the pleasure of the Board. He shall have direct and indirect management of the business and operations of the *Corporation*, conducting the same according to the orders, resolutions and instructions of the Board of Directors and/or President, using his discretion whenever and wherever the same is not expressly limited by such orders, resolutions and instructions. With the approval of the President, the General Manager may appoint and remove or suspend any of the agents, employees and other subordinate personnel of the *Corporation*, prescribing their duties and fixing from time

to time their salaries and wages, requiring guarantees or bonds to secure faithful performance of certain employees or agents of their official trust. He shall exercise general superintendence and direction over all agents, employees and other subordinate personnel, and see to it that their respective duties are properly performed. He shall submit to the Board of Directors such statements, reports and accounts as may be required by the Board or by law from corporations similarly situated. The General Manager shall perform such other duties as the Board of Directors may prescribe or those which generally pertain to his office which in his judgment will serve the best interests of the *Corporation*, comfortable to the provisions of existing statutes and of these By-Laws. In the event of the absence or inability of the General Manager, the President, or in default of the latter, the Vice-President to be designated by the Board of Directors, shall assume the office and perform the duties and functions of the General Manager.

#### ARTICLE IV

##### Investments, Bank Depositories, Checks and Drafts

Section 1. *Investments.* - No investment of any character shall be made without the approval of the Board of Directors.

Section 2. *Funds.* - All checks and drafts and all funds of the *Corporation* shall be deposited from time to time to the credit of the *Corporation* in such banks or trust companies or with such bankers or other depositories as the Board of Directors may from time to time designate. The funds of the *Corporation* shall be disbursed by checks or drafts upon authorized depositories of the *Corporation* signed by the Treasurer and/or such other officer as the Board of Directors may from time to time direct. No checks shall be drawn or funds used for any purpose other than the corporate business of the *Corporation*.

#### ARTICLE V

##### Shares and Their Transfer

Section 1. *Issue and Transfer.* - The Board of Directors shall, in accordance with law, provide for the issue and transfer of shares of stock of the *Corporation* and shall prescribe the form of the certificate of stock of the *Corporation*. It shall be signed by the President and countersigned by the Secretary and sealed with the corporate seal. The certificates of stock shall be issued in consecutive order and numbered in the order in which they are issued. Upon the stub of each certificate issued shall be entered the name of the person owning the stock represented by such certificate, the number of the shares in respect of which the certificate is issued, the conditions prescribed under Article Twelfth of the Articles of Incorporation, and in case of cancellation, the date hereof.

Transfer of stock shall be by indorsement of the certificate and delivery thereof, but shall not be effective and binding insofar as the *Corporation* is concerned until duly registered upon the books of the *Corporation*, and before a new certificate is issued, the old certificate must be surrendered for cancellation and cancelled on the face thereof. The stock book of the *Corporation* shall be closed for transfer during the five (5) days next preceding the date upon which dividends are declared payable.



That unissued stock of the *Corporation*, if any, shall be offered for sale and sold in such quantities and at such times as the Board of Directors of the *Corporation* may from time to time determine, and shall be paid under such terms and for such price not below par as may be fixed in the resolution directing such sale. (*Amended as of March 26, 1996*)

The treasury stock of the *Corporation* shall consist of such issued and outstanding stock of the *Corporation* as may be donated by the *Corporation* or otherwise acquired by it, and shall be held subject to the disposal of the Board of Directors or the stockholder as the case may be. Such stock shall neither vote nor participate in dividends while held by the *Corporation*.

Section 2. ***Stock/Transfer Book.*** - There shall be kept by the Secretary of the *Corporation* a book known as the "*Stock and Transfer Book*" containing the names, alphabetically arranged, of the stockholders of the *Corporation*, showing their place of residence, the number of shares of stock held by them respectively and the time when they respectively became owners thereof and the amount paid therefor, as well as all other entries required by law. Transfer of stock shall be made only on the transfer books of the *Corporation* by the holder in person or by his duly-authorized representative on surrender of the certificate or certificates representing the stock transferred. Every power of attorney or authority to transfer stock shall be writing duly executed and filed with the *Corporation*. Whenever it shall be necessary, the Board of Directors may appoint some suitable entity or individual to facilitate transfer by stockholders under such regulations as the Board of Directors may from time to time prescribe.

Section 3. ***Loss or Destruction of Certificate.*** - The Board of Directors may direct a new certificate or certificates of stock to be issued in place of any certificate or certificates theretofore issued and alleged to have been lost or destroyed. The Board of Directors, when authorizing such issue of a new certificate or certificates may, in its discretion, require the owner of stock or his legal representative to furnish proof by affidavit or otherwise to the satisfaction of the Board as to the ownership of the stock alleged to have been lost or destroyed, and the facts which tend to prove its loss or destruction. The Board of Directors may also require him to give notice of such loss or destruction by publication or otherwise as it may direct, and cause the delivery to the *Corporation* of a bond with or without sureties on such terms and in such sum indemnifying the *Corporation* from any claim that may be against it by reason of the issue of such new certificate and against all other liabilities in the premises. The Board of Directors, however, may in its discretion refuse to issue such new certificate except pursuant to legal proceedings under existing law. In this connection, the provisions of Section 73 of the Corporation Code shall be complied with.

## ARTICLE VI

### **Dividends and Finance**

Dividends shall be declared only from surplus profits and shall be payable in cash or in shares of the unissued stock of the *Corporation* at such times and in such amounts as the Board of Directors shall determine. No stock dividend shall, however, be declared except in accordance with law; and no dividend shall be declared that will impair the capital stock.

Inspection of accounts by any member of the Board of Directors in person may be made at any and all times during the business hours of the *Corporation* and such inspection may embrace all books, records and vouchers of the *Corporation*.

Stockholders may inspect the books, accounts, vouchers and records of the *Corporation* at such reasonable time of every business day.

## ARTICLE VII

### Corporate Seal

Section 1. *Seal* - The corporate seal of the *Corporation*, unless otherwise ordered by the Board of Directors, shall be circular in form and shall bear the words "**MEGAWORLD CORPORATION**". (*Amended as of April 30, 1999*)

## ARTICLE VIII

### Fiscal Year

Section 1. *Fiscal Year*. - The fiscal year of the *Corporation* shall begin on the first day of January and end on the last day of December of each year.

## ARTICLE IX

### Amendments

Section 1. *Amendments*. - These By-Laws or any portion thereof may be amended or repealed by the holders of the majority of the subscribed capital stock at any regular or special meeting duly called for the purpose.

Adopted in Metro Manila, Philippines, this 16<sup>th</sup> day of August 1989 by the affirmative vote of the undersigned stockholders representing a majority of the subscribed capital stock of the *Corporation*.

(Sgd.) **ANDREW (CHONG BUAN) L. TAN**

(Sgd.) **KATHERINE L. TAN**

(Sgd.) **ELIZABETH DE JESUS**

(Sgd.) **ANITA C. LIM**

(Sgd.) **MANUEL GALANG**

Signed in the presence of :

(Sgd.) Illegible

(Sgd.) Illegible

That we, the undersigned who constitutes a majority of the Directors of **MEGAWORLD CORPORATION** (*formerly Megaworld Properties & Holdings, Inc.*) do hereby certify that the accompanying Code of By-Laws of the said Corporation was duly adopted by the affirmative vote of the stockholders representing a majority of all the subscribed capital stock at their organizational meeting held at the office of the Corporation in Makati, Metro Manila, Philippines on August 16, 1999. (*Amended as of April 30, 1999*)

(Sgd.) **ANDREW (CHONG BUAN) L. TAN**

(Sgd.) **KATHERINE L. TAN**

(Sgd.) **ELIZABETH DE JESUS**

(Sgd.) **ANITA C. LIM**

(Sgd.) **MANUEL GALANG**

**THE ANDRESONS GROUP, INC.**

by:

(Sgd.) **ANDREW L. TAN**  
*President*

Countersigned:

(Sgd.) **ELIZABETH DE JESUS**

Republic of the Philippines )  
) S.S.

**SECRETARY'S CERTIFICATE**

I, **ANNA MICHELLE T. LLOVIDO**, of legal age, Filipino, and with office address at 7<sup>th</sup> Floor, 1880 Eastwood Ave., Eastwood City CyberPark, 188 E. Rodriguez, Jr. Ave., C5 Road, Bagumbayan. Quezon City, after being duly sworn hereby deposes and states that:

1. I am the Corporate Secretary of **MEGAWORLD CORPORATION** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at the 30<sup>th</sup> Floor, Alliance Global Tower, 36<sup>th</sup> Street cor. 11<sup>th</sup> Avenue, Uptown Bonifacio, Taguig City, Metro Manila, Philippines.


2. To the best of my knowledge, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or any claim by any person or group against the Board of Directors, individual directors or major corporate officers of the Corporation in their capacity as directors or officers or vice-versa.

IN WITNESS WHEREOF, I have hereunto affixed my signature this SEP 25 2020 at MAKATI CITY, Metro Manila, Philippines.

  
**ANNA MICHELLE T. LLOVIDO**  
Corporate Secretary

SUBSCRIBED AND SWORN to before this SEP 25 2020 at MAKATI CITY, Philippines, affiant exhibiting to me her Tax Identification No.

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Book No. 99  
Series of 2020.

  
**RUBEN T. M. RAMIREZ**  
Notary Public for Makati City  
(Until December 31, 2021)  
2020 W. Division St., Makati City  
ICP No. 0076714 December 10, 2019  
PDR No. 28647/MCLE No. VI-0020246  
PTR No. NKT 8117644/1-02-2020,  
Appointment No. M-158

Notary Public