

**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. **January 14, 2022**  
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>31,857,070,872</b>
<b>Preferred</b>	<b>6,000,000,000</b>
<b>Total</b>	<b>37,857,070,872</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  
January 14, 2022

*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**

## **Megaworld Corporation**

### **MEG**

#### **PSE Disclosure Form REIT-2 - Reinvestment Plan Progress Report** *Reference: Section 6 of the Amended PSE Listing Rules for REITS*

Annual Report  
Quarterly Report

#### **Subject of the Disclosure**

2021 Fourth Quarter Sponsor Progress Report on the Disbursement of Proceeds from the Initial Public Offering ("IPO") of MREIT, Inc. ("MREIT"), pursuant to the Reinvestment Plan of Megaworld Corporation ("MEG").

#### **Background/Description of the Disclosure**

Progress Report on the Use of Proceeds for the quarter ending 31 December 2021 in relation to the Reinvestment Plan submitted by MEG in connection with the IPO of MREIT, duly certified by external auditors.

#### **Update or Status of the Reinvestment Plan**

As of 31 December 2021, the remaining balance of the proceeds from the MREIT IPO amounts to Thirteen Billion Two Hundred Thirty-Six Million Three Hundred Fifty-Three Thousand Eight Hundred Thirty Pesos and 30/100 (Php13,236,353,830.30).

#### **Summary of Transactions Involving Real Estate and/or Infrastructure Projects for the Period**

The following disbursements for the Reinvestment Plan were made for the period of 01 October 2021 to 31 December 2021:

Project Name: One Le Grand Tower  
Type of Investment: Investment in Building  
Disbursing Entity: Megaworld Corporation  
Total: Php5,185,241.46

Project Name: One Paseo  
Type of Investment: Investment in Building  
Disbursing Entity: Megaworld Corporation  
Total: Php35,072,167.23

Project Name: Worldwide Plaza  
Type of Investment: Investment in Building  
Disbursing Entity: Megaworld Corporation  
Total: Php724,583,571.10

Project Name: No. 1 Upper East Avenue  
Type of Investment: Investment in Building  
Disbursing Entity: Megaworld Corporation  
Total: Php115,606,675.94

Project Name: International Finance Center  
Type of Investment: Investment in Building  
Disbursing Entity: Megaworld Corporation  
Total: Php110,947,043.97

Project Name: Enterprise One  
Type of Investment: Investment in Building  
Disbursing Entity: Megaworld Corporation  
Total: Php167,579,691.28

Project Name: Office - Iloilo  
Type of Investment: Investment in Building  
Disbursing Entity: Megaworld Corporation  
Total: Php54,104,556.70

Project Name: Office - Taguig  
Type of Investment: Investment in Building  
Disbursing Entity: Megaworld Corporation  
Total: Php206,913,287.78

Project Name: Office / Commercial - Cavite  
Type of Investment: Investment in Building  
Disbursing Entity: Megaworld Corporation  
Total: Php77,947,322.82

Project Name: Commercial - Bacolod  
Type of Investment: Investment in Building  
Disbursing Entity: Megaworld Corporation  
Total: Php47,553,284.33

Project Name: Commercial 2 - Bacolod  
Type of Investment: Investment in Building  
Disbursing Entity: Megaworld Corporation  
Total: Php8,689,520.29

**Description of Real Estate Assets and/or Infrastructure Projects for the Period**

One Le Grand Tower - Office/retail building in McKinley West, Taguig City  
One Paseo - Office/retail building in ArcoVia City, Pasig City  
Two Fintech - Office/retail building in Iloilo Business Park, Iloilo City  
Worldwide Plaza - Office/retail building in Uptown Bonifacio, Taguig City  
No. 1 Upper East Avenue – Office/retail building in The Upper East, Bacolod City  
International Finance Center - Office/retail building in Uptown Bonifacio, Taguig City  
Enterprise One - Office/retail building in Iloilo Business Park, Iloilo City  
Office – Iloilo - Office/retail building in Iloilo Business Park, Iloilo City  
Office – Taguig - Office/retail building in Taguig City  
Office / Commercial – Office/retail building in Cavite  
Commercial – Bacolod – Mall located in The Upper East, Bacolod City  
Commercial 2 – Bacolod – Mall located in Northhill Gateway, Bacolod City

**Other Relevant Information**

None

**Filed on behalf by:**

<b>Name</b>	Anna Michelle Llovido
<b>Designation</b>	Corporate Secretary



MEGAWORLD CORPORATION

25/F Alliance Global Tower, 36th Street cor. 11th Avenue Uptown Bonifacio, Taguig City 1634  
Trunkline: (632) 905-2900 • (632) 905-2800  
*www.megaworldcorp.com • E-mail: infodesk@megaworldcorp.com*

January 14, 2022

THE PHILIPPINE STOCK EXCHANGE  
Philippine Stock Exchange Plaza  
6th Floor, PSE Tower  
Bonifacio Global City, Taguig

Attention: Ms. Janet A. Encarnacion  
Head, Disclosure Department

Subject: 4<sup>th</sup> Quarter 2021 Progress Report on the Use of Proceeds from the Initial Public Offering ("IPO") of MREIT, Inc.

Dear Ms. Encarnacion,

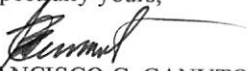
We hereby submit our Progress Report on the Use of Proceeds for the quarter ending December 31, 2021 duly certified by our external auditors, in compliance with the disclosure requirements of the Philippine Stock Exchange.

The IPO proceeds are fully from the Secondary Offer of shares owned by Megaworld Corporation. Please be advised that as of December 31, 2021, the remaining balance of the proceeds from the MREIT IPO amounts to Thirteen Billion Two Hundred Thirty Six Million Three Hundred Fifty Three Thousand Eight Hundred Thirty Pesos and thirty centavos (Php 13,236,353,830.30) as indicated below:

Gross Proceeds from the IPO	15,292,383,750.00
less:	
Underwriters and IPO related fees deducted from proceeds	(267,616,715.63)
Net Proceeds received	15,024,767,034.37
less:	
Disbursement for transaction costs	(234,230,841.17)
Disbursement for Reinvestment Plan (Annex A)	(1,554,182,362.90)
Net Balance of IPO proceeds as of December 31, 2021	13,236,353,830.30

Thank you.

Respectfully yours,

  
FRANCISCO C. CANUTO  
Treasurer



ANNEX A: Disbursements for the period covering October 1 to December 31, 2021

Project	Township/Location	Investment Type	Product	Year to Date Total	Disbursing Entity
One Le Grand Tower	Mckinley West	Investment in Building	Office / Retail	5,185,241.46	Megaworld Corporation
One Paseo	Arcovia City	Investment in Building	Office / Retail	35,072,167.23	Megaworld Corporation
Worldwide Plaza	Uptown Bonifacio	Investment in Building	Office / Retail	724,583,571.10	Megaworld Corporation
No. 1 Upper East Avenue	The Upper East	Investment in Building	Office / Retail	115,606,675.94	Megaworld Corporation
International Finance Center	Uptown Bonifacio	Investment in Building	Office / Retail	110,947,043.97	Megaworld Corporation
Enterprise One	Iloilo Business Park	Investment in Building	Office / Retail	167,579,691.28	Megaworld Corporation
Office - Iloilo	Iloilo Business Park	Investment in Building	Office / Retail	54,104,556.70	Megaworld Corporation
Office - Taguig	Taguig	Investment in Building	Office / Retail	206,913,287.78	Megaworld Corporation
Office / Commercial - Cavite	Cavite	Investment in Building	Office / Retail	77,947,322.82	Megaworld Corporation
Commercial - Bacolod	The Upper East	Investment in Building	Office / Retail	47,553,284.33	Megaworld Corporation
Commercial 2 - Bacolod	Northill Gateway	Investment in Building	Office / Retail	8,689,520.29	Megaworld Corporation
<b>TOTAL</b>				<b>1,554,182,362.90</b>	

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)  
\_\_\_\_\_, METRO MANILA) SS

At \_\_\_\_\_ Marikina City City, Metro Manila, on this \_\_\_\_\_ day of JAN 14 2022, 20\_\_\_\_, before me personally appeared:

Name	Competent Evidence of Identity	Date and Place Issued
Francisco C. Canuto	SSS ID#03-5188143-1	

who made known and represented to me that they are the same persons who executed the foregoing report including the Annex A and this page on which this Acknowledgment is written, and are signed by the parties hereto, and acknowledged to me that the same is their free and voluntary act and deed as well as of the entities respectively represented by them.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

NOTARY PUBLIC

Doc. No. 250  
Page No. 51  
Book No. 77  
Series of 2022



**BUENAVENTURA O. MENDOZA**  
NOTARY PUBLIC  
Until December 31, 2022  
PTR No. 385784, Marikina City-01/04/22  
IBF No. 178830 01-04-2022 Roll No. 31206  
MCLF Compliance No. 1-0021652  
500-A Madrigal bldg. Ayala Ave., Marikina City  
Extended until June 30, 2022 per B.M. No. 3795

## Report of Independent Auditors on Factual Findings

### The Board of Directors and Stockholders Megaworld Corporation

30th Floor, Alliance Global Tower  
36th Street cor. 11th Avenue  
Uptown Bonifacio, Taguig City

We have performed the procedures agreed with you and enumerated below with respect to the attached Quarterly Progress Report (the Report) as of and for the quarter ended December 31, 2021 on the application of proceeds from the secondary offer received by Megaworld Corporation (the Company) from the Initial Public Offering of MREIT, Inc. (MREIT) on October 1, 2021 (the Offering) and the application of proceeds from the sale of four prime, Grade A buildings located in Philippine Economic Zone Authority-registered Zones on December 21, 2021 (the Asset Sale). The procedures were performed solely to enable the Company to comply with the requirement of the Philippine Stock Exchange (PSE) to submit the Report accompanied by an external auditor's report. Our engagement was undertaken and our report is issued in accordance with Philippine Standard on Related Services 4400, *Engagements to Perform Agreed-Upon Procedures Regarding Financial Information*, applicable to agreed-upon procedures engagements.

### Agreed-upon Procedures

The procedures we performed are as follows:

1. Obtained and checked the mathematical accuracy of the following:
  - a) The Report;
  - b) Schedule of planned application of proceeds from the Offering and the Asset Sale; and,
  - c) Detailed schedule of utilization of proceeds as of and for the quarter ended December 31, 2021.
2. Compared the total amount of utilization appearing in the Report with the detailed schedule of utilization of proceeds.



3. Compared the schedule of planned application of the Offering and Asset Sale proceeds to the Reinvestment Plan. Inquired with the Company's management of the reason for the difference, if any, and requested a copy of the approval by the Board of Directors and the PSE, as appropriate, i.e., if it involved reallocation or change in the use of proceeds.
4. Traced to and examined supporting documents such as progress billings, invoices, official receipts, bank statements and approval documents, of a sample of disbursements in the detailed schedule of utilization of proceeds and traced the total amount of disbursements per category to the Report.

### Results of the Performance of Agreed-Upon Procedures

1. With respect to item 1, we noted no exceptions on the mathematical accuracy of the Report and schedules.

We present below the summary of the application of the proceeds from the Offering as of and for the quarter ended December 31, 2021, based on the information we obtained from the Company.

<u>Project name</u>	<u>Amount</u>
One LeGrand Tower	P 5,185,242
One Paseo	35,072,167
Worldwide Plaza	724,583,571
No. 1 Upper East Avenue	115,606,676
International Finance Center	110,947,044
Enterprise One	167,579,691
Office – Iloilo	54,104,557
Office – Taguig	206,913,288
Office/Commercial – Cavite	77,947,323
Commercial – Bacolod	47,553,284
Commercial 2 – Bacolod	<u>8,689,520</u>
	<b><u>P 1,554,182,363</u></b>

We noted that there was no utilization of the Asset Sale proceeds as of December 31, 2021.

2. With respect to item 2, we noted that the total amount of utilization appearing in the Report is in agreement with the amount in the detailed schedule of utilization of proceeds.
3. With respect to item 3, we noted that the planned application of the Offering and Asset Sale proceeds is in agreement with the Reinvestment Plan.

4. With respect to item 4, we traced the utilization of the Offering proceeds for the following projects to supporting progress billings, invoices, official receipts, bank statements and approval documents:

<u>Project name</u>	<u>Amount</u>
One LeGrand Tower	P 2,077,941
One Paseo	30,841,086
Worldwide Plaza	402,985,920
No. 1 Upper East Avenue	94,144,546
International Finance Center	47,127,489
Enterprise One	164,982,662
Office – Iloilo	40,152,106
Office – Taguig	120,553,921
Office/Commercial – Cavite	44,136,881
Commercial – Bacolod	31,181,049
Commercial 2 – Bacolod	7,220,800
	<b><u>P 985,404,401</u></b>

Because the foregoing procedures do not constitute either an audit or review made in accordance with Philippine Standards on Auditing (PSA) or Philippine Standard on Review Engagements (PSRE), respectively, we do not express an assurance on the use of Offering Proceeds based on the said standards. Had we performed additional procedures or had we performed an audit or review of the financial statements in accordance with PSA or PSRE, respectively, other matters might have come to our attention that would have been reported to you.

We have no responsibility to update this report for events or circumstances occurring after the date of this report.

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties. This report relates only to the information and items specified above and does not extend to any financial statements of the Company, taken as a whole.

### **PUNONGBAYAN & ARAULLO**



By: **Renan A. Piamonte**  
Partner

CPA Reg. No. 0107805  
TIN 221-843-037  
PTR No. 8852342, January 3, 2022, Makati City  
SEC Group A Accreditation  
Partner - No. 107805-SEC (until Dec. 31, 2023)  
Firm - No. 0002 (until Dec. 31, 2024)  
BIR AN 08-002511-037-2019 (until Sept. 4, 2022)  
Firm's BOA/PRC Cert. of Reg. No. 0002 (until Aug. 27, 2024)

January 14, 2022