

**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. **April 1, 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. **30th Floor, Alliance Global Tower
36th Street cor. 11th 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>
Common	31,848,056,872
Preferred	6,000,000,000
Total	37,848,056,872

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
April 1, 2022

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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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	31,848,056,872
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

Megaworld Corporation MEG

PSE Disclosure Form 4-30 - Material Information/Transactions

*References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Resolutions approved in the special meeting of the Board of Directors of Megaworld Corporation on 1 April 2022

Background/Description of the Disclosure

In the special meeting of the Board of Directors of Megaworld Corporation ("Megaworld") held on 1 April 2022 at 4:30 p.m., the following matters were approved:

1. The subscription by Megaworld to 263,700,000 shares in MREIT, Inc. ("MREIT"), for a total subscription price of Php5.274 billion, to be paid by way of transfer of four (4) Grade A buildings located in PEZA-registered Zones, namely: 100% ownership of Two Global Center and of Festive Walk 1B, which are located in Iloilo Business Park, and 80% pro indiviso ownership of One West Campus and of Five West Campus, which are located in McKinley Hill in Fort Bonifacio, Taguig ("Properties").

The shares shall be issued in the name of Megaworld, and the properties transferred, upon confirmation by the Securities and Exchange Commission of the valuation of the Properties. The property-for-share swap transaction shall be pursued as a tax-free exchange under Sec. 40(c)(2) of the National Internal Revenue Code, as amended.

2. The Contracts of Lease between Megaworld, as lessor, and MREIT, as lessee, for the lands where the Properties are situated. The lease period shall commence on the date of issuance of the MREIT shares in the name of Megaworld under the property-for-share swap and shall expire twenty-five (25) years thereafter, with MREIT having the option to renew for twenty-five (25) years on such terms and conditions mutually acceptable to the parties.

3. The assignment by Megaworld, as assignor, to MREIT, as assignee, of existing leases over portions of the Properties leased to third parties ("Leases"). The assignment includes the rights and obligations of Megaworld in the Leases, including but not limited to, the right to receive and collect rentals, taxes, utilities, association dues, other assessments and security deposits.

Other Relevant Information

None

Filed on behalf by:

Name

Anna Michelle Llovido

Designation	Corporate Secretary
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