

**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. **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>31,848,056,872</b>
<b>Preferred</b>	<b>6,000,000,000</b>
<b>Total</b>	<b>37,848,056,872</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  
April 1, 2022

# 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)  
Apr 1, 2022
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	31,848,056,872
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 4-1 - Acquisition or Disposition of Assets**  
*References: SRC Rule 17 (SEC Form 17-C) and  
Section 4.4 of the Revised Disclosure Rules*

#### Subject of the Disclosure

Board approval of Megaworld Corporation's subscription to 263,700,000 common shares in MREIT, Inc., with a par value of PhP1.00 per share, resulting in Additional Paid-In Capital of Php5,010,300,000.00, or a total subscription price of Php5,274,000,000.00, in exchange of four (4) Grade A buildings located in PEZA-registered Zones under a tax-free property-for-share swap transaction.

#### Background/Description of the Disclosure

At the special meeting of the Board of Directors of Megaworld Corporation ("Megaworld") held on April 1, 2022, the Board of Directors approved the proposed subscription by Megaworld to 263,700,000 shares in MREIT, Inc. ("MREIT"), for a total subscription price of Php5.274 billion, to be paid for 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").

#### Date of Approval by Board of Directors

Apr 1, 2022

#### Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The Transaction is pursuant to Megaworld's investment commitment in the REIT Plan to infuse around 100,000 square meters of additional office GLA before the end of 2022. The Transaction represents the second wave of asset infusion in accordance with the investment commitment, geared towards realizing the vision of making MREIT, Inc. the largest office REIT in the Southeast Asian region.

#### Details of the acquisition or disposition

#### Date

TBA

#### Description of the Transaction

Subject to regulatory approvals, Megaworld shall subscribe to 263,700,000 common shares of MREIT for a total subscription price of Php5,274,000,000.00, consisting of par value of Php1.00 per share and Additional Paid-In Capital (APIC) of Php5,010,300,000.00, resulting in an increase of control and ownership of Megaworld in MREIT from 62.09% to 65.67%.

The Transaction shall be pursued as a tax-free exchange under Sec. 40(c)(2) of the National Internal Revenue Code, as amended. The Transaction is pursuant to Megaworld's investment commitment under the REIT Plan to infuse around 100,000 square meters of additional office GLA before the end of 2022. The Transaction represents the second wave of asset infusion in accordance with the investment commitment, geared towards realizing the vision of making MREIT the largest office REIT in the Southeast Asian region.

#### **Manner**

Asset for share swap

#### **Description of the assets involved**

1. One West Campus, 5 Le Grand Avenue, McKinley West, Fort Bonifacio, Taguig City - 11,586.16 sqm
2. Five West Campus, 15 Le Grand Avenue, McKinley West, Fort Bonifacio, Taguig City - 12,884.02 sqm
3. Festive Walk 1B, Lot 5 Buhang Taft North Mandurriao, Iloilo City - 19,416.75 sqm
4. Two Global Center, Megaworld Blvd. and Enterprise Rd., Iloilo Business Park, Mandurriao Iloilo City - 13,202.71 sqm

#### **Terms and conditions of the transaction**

##### **Nature and amount of consideration given or received**

The Properties will be exchanged for the 263,700,000 common shares in MREIT, Inc. at the total subscription price of Php5,274,000,000.00.

##### **Principle followed in determining the amount of consideration**

The Valuation Report on the Properties was prepared by a third party and independent appraiser and property valuer, Santos Knight Frank, Inc. on the basis of the Income Approach in compliance with International Valuation Standards.

##### **Terms of payment**

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.

##### **Conditions precedent to closing of the transaction, if any**

Confirmation by the Securities and Exchange Commission of the valuation of the Properties

##### **Any other salient terms**

The transaction shall result in an increase of control and ownership of Megaworld in MREIT from 62.09% to 65.67%. 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.

#### **Identity of the person(s) from whom the assets were acquired or to whom they were sold**

<b>Name</b>	<b>Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates</b>
Megaworld Corporation	Megaworld is the Sponsor and 62.09%-owner of MREIT, Inc.

**Effect(s) on the business, financial condition and operations of the Issuer, if any**

The Transaction shall result in an increase of control and ownership of Megaworld in MREIT from 62.09% to 65.67%.

**Other Relevant Information**

The transaction is pursuant to MREIT's investment plan to infuse around 100,000 square meters of additional office GLA before the end of 2022. The transaction represents the second wave of acquisitions in accordance with the investment plan, geared towards realizing the vision of making MREIT the largest office REIT in the Southeast Asian region.

**If the transaction being reported is an acquisition, kindly submit the following additional information:**

**Source(s) of funds**

The subscription price of Php5,274,000,000.00 shall be paid for in exchange of the Properties under a tax-free property-for-share swap transaction.

**If any asset so acquired by the issuer or its subsidiaries constituted plant, equipment or other physical property, state the nature of the business in which the assets were used by the persons from whom acquired and whether the issuer intends to continue such use or intends to devote the assets to other purposes, indicating such other purposes**

Not applicable.

**Filed on behalf by:**

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