



**MEGAWORLD CORPORATION**

28/F The World Centre, 330 Sen. Gil Puyat Avenue, Makati City 1200, Philippines  
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[www.megaworldcorp.com](http://www.megaworldcorp.com) • E-mail: [infodesk@megaworldcorp.com](mailto:infodesk@megaworldcorp.com)

July 11, 2012

Disclosure Department  
Philippine Stock Exchange, Inc.  
3/F Tower One and Exchange Plaza  
Ayala Triangle, Ayala Avenue  
Makati City

Attention: Ms. Janet A. Encarnacion  
Head

Philippine Dealing & Exchange Corp.  
37/F Tower 1 The Enterprise Center  
6766 Ayala Ave., cor. Paseo de Roxas, Makati City

Attention: **Mr. Cesar B. Crisol**  
President and Chief Operating Officer

**Ma. Concepcion M. Magdaraog**  
Issuer Compliance and Disclosures Department

Gentlemen:

We submit herewith Megaworld's Computation of Public Ownership Level for common shares and warrants as of June 30, 2012.

Very truly yours,

**FRANCISCO C. CANUTO**  
Senior Vice President and  
Corporate Information Officer

**MEGAWORLD CORPORATION**  
**Computation of Public Ownership Level for Common Shares as of June 30, 2012**

Number of Issued Common Shares	25,795,061,268
Less: Number of Treasury Shares	131,420,000
Number of Issued and Outstanding Common Shares	25,663,641,268
Less:	

	<u>%to total Outstanding Common Shares</u>	<u>Number of Common Shares</u>
<b>Directors</b>		
Chairman Andrew L. Tan	0.38966%	100,000,000
Dir. Miguel B. Varela	0.00002%	4,422
Dir. Gerardo C. Garcia	0.00053%	136,136
Dir. Katherine L. Tan	0.00737%	1,891,632
Dir. Enrique Santos L. Sy	0.00031%	80,553
Dir. Kingson U. Sian	0.00239%	612,501
Dir. Roberto S. Guevara	Nil	1
<b>Sub-total</b>	<b>0.40028%</b>	<b>102,725,245</b>

<b>Officers</b>		
Andrew L. Tan	(0.38966%)	(100,000,000)
President		
Kingson U. Sian	(0.00239%)	(612,501)
SVP and Exec. Director		
Lourdes T. Gutierrez	0.00380%	974,244
SEVP for Finance and Administration		
Francisco C. Canuto	0.00144%	369,054
SVP and Treasurer		
Monica T. Salomon	0.00000%	0
FVP for Corporate Management		
Garry V. de Guzman	0.00000%	0
FVP for Legal Affairs		
Philipps C. Cando	0.00000%	0
SVP for Operations		
Maria Victoria M. Acosta	0.00000%	0
Managing Director for International Sales		
Kimberly Hazel A. Sta. Maria	0.00000%	0
AVP for Corporate Comm. and Advertising		
Edwin B. Maquinto	0.00000%	0
Corporate Secretary		
Rolando D. Siatela	0.00000%	0
Asst. Corp. Secretary		
<b>Sub-total</b>	<b>0.00523%</b>	<b>1,343,298</b>

**MEGAWORLD CORPORATION**  
**Computation of Public Ownership Level for Common Shares as of June 30, 2012**

**Principal/Substantial Stockholders**

Alliance Global Group, Inc.	35.0880%	9,004,856,417	
New Town Land Partners, Inc.	20.1927%	5,182,179,590	
<b>Sub-total</b>	<b>55.2807%</b>		<b>14,187,036,007</b>

**Affiliates**

Richmonde Hotel Group Int'l Limited	1.6366%	420,000,000	
First Centro, Inc.	3.4017%	873,012,500	
Forbes Town Properties & Holdings, Inc.	0.5572%	143,000,000	
The Andresons Group, Inc.	0.3498%	89,760,000	
<b>Sub-total</b>	<b>5.5955%</b>		<b>1,525,772,500</b>

<b>Total</b>	<b>61.2817%</b>		<b>15,816,877,050</b>
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**Total Number of Common Shares  
Owned by the Public**

**9,846,764,218**

<b>PUBLIC OWNERSHIP PERCENTAGE</b>		
<b>Total Number of Common Shares Owned by the Public</b>		
<b>Total Issued and Outstanding Common Shares</b>		
<u>9,846,764,218</u>	shares	
<u>25,663,641,268</u>	shares	<u><u>38.3685%</u></u>
Number of Issued and Outstanding Common Shares	=	25,663,641,268
Number of Outstanding Common Shares	=	25,663,641,268
Number of Treasury Shares	=	131,420,000
Number of Listed Shares	=	25,795,061,268
Number of Foreign-Owned Common Shares	=	4,908,911,191
Foreign Ownership Level (%)	=	19.1278%
Foreign Ownership Limit (%)	=	40%

**MEGAWORLD CORPORATION**  
**Computation of Public Ownership Level for Warrants 1 and 2 as of June 30, 2012**

Number of Issued Warrants  
Less:

**4,076,187,722**

	<u>%to total Outstanding Warrants</u>	<u>Number of Warrants</u>
<b>Directors</b>		
Chairman Andrew L. Tan	0.00000%	-
Dir. Miguel B. Varela	0.00000%	-
Dir. Gerardo C. Garcia	0.00053%	21,647
Dir. Katherine L. Tan	0.00000%	-
Dir. Enrique Santos L. Sy	0.00000%	-
Dir. Kingson U. Sian	0.00240%	98,000
Dir. Roberto S. Guevara	0.00000%	-
<b>Sub-total</b>	<b>0.00294%</b>	<b>119,647</b>

**Officers**

Andrew L. Tan President	0.00000%	-
Kingson U. Sian SVP and Exec. Director	(0.00240%)	(98,000)
Lourdes T. Gutierrez SEVP for Finance and Administration	0.00000%	-
Francisco C. Canuto SVP and Treasurer	0.00000%	-
Monica T. Salomon FVP for Corporate Management	0.00000%	-
Garry V. de Guzman FVP for Legal Affairs	0.00000%	-
Philipps C. Cando SVP for Operations	0.00000%	-
Maria Victoria M. Acosta Managing Director for Internation	0.00000%	-
Kimberly Hazel A. Sta. Maria AVP for Corporate Comm. and Advertising	0.00000%	-
Edwin B. Maquinto Corporate Secretary	0.00000%	-
Rolando D. Siatela Asst. Corporate Secretary	0.00000%	-
<b>Sub-total</b>	<b>0.00000%</b>	<b>-</b>

**MEGAWORLD CORPORATION**  
**Computation of Public Ownership Level for Warrants 1 and 2 as of June 30, 2012**

**Principal/Substantial Stockholders**

Alliance Global Group, Inc.	63.4260%	2,585,362,641	
New Town Land Partners, Inc.	11.9315%	486,350,734	
<b>Sub-total</b>	<b>75.3575%</b>		<b>3,071,713,375</b>

**Affiliates**

Richmonde Hotel Group Int'l Limited	0.0000%	-	
First Centro, Inc.	0.0000%	-	
Forbes Town Properties & Holdings, Inc	0.0000%	-	
The Andresons Group, Inc.	0.0000%	-	
<b>Sub-total</b>	<b>0.0000%</b>		<b>-</b>

<b>Total</b>	<b>75.36044%</b>		<b>3,071,833,022</b>
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<b>Total Number of Warrants Owned by the Public</b>			<b>1,004,354,700</b>
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<b>PUBLIC OWNERSHIP PERCENTAGE</b>																							
<b><u>Total Number of Warrants Owned by the Public</u></b>																							
<b>Total Issued and Outstanding Warrants</b>																							
<b><u>1,004,354,700</u></b>	warrants	<b><u>24.6396%</u></b>																					
<b>4,076,187,722</b>	warrants																						
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Number of Issued and Outstanding Warrants</td> <td style="width: 5%; text-align: center;">=</td> <td style="width: 45%; text-align: center;">4,076,187,722</td> </tr> <tr> <td>Number of Outstanding Warrants</td> <td style="text-align: center;">=</td> <td style="text-align: center;">4,076,187,722</td> </tr> <tr> <td>Number of Treasury Warrants</td> <td style="text-align: center;">=</td> <td style="text-align: center;">0</td> </tr> <tr> <td>Number of Listed Warrants</td> <td style="text-align: center;">=</td> <td style="text-align: center;">4,076,187,722</td> </tr> <tr> <td>Number of Foreign-Owned Warrants</td> <td style="text-align: center;">=</td> <td style="text-align: center;">49,894,433</td> </tr> <tr> <td>Foreign Ownership Level (%)</td> <td style="text-align: center;">=</td> <td style="text-align: center;">1.224%</td> </tr> <tr> <td>Foreign Ownership Limit (%)</td> <td style="text-align: center;">=</td> <td style="text-align: center;">40%</td> </tr> </table>			Number of Issued and Outstanding Warrants	=	4,076,187,722	Number of Outstanding Warrants	=	4,076,187,722	Number of Treasury Warrants	=	0	Number of Listed Warrants	=	4,076,187,722	Number of Foreign-Owned Warrants	=	49,894,433	Foreign Ownership Level (%)	=	1.224%	Foreign Ownership Limit (%)	=	40%
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