



MEGAWORLD CORPORATION

28/F The World Centre, 330 Sen. Gil Puyat Avenue, Makati City 1200, Philippines

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October 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 September 30, 2012.

Very truly yours,

FRANCISCO C. CANUTO
Senior Vice President and
Corporate Information Officer



ISO 9001
2000 SERIES
CERTIFIED
CIP/2852/99/11/168

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

Number of Issued Common Shares	25,797,149,610
Less: Number of Treasury Shares	131,420,000
Number of Issued and Outstanding Common Shares	25,665,729,610
Less:	

	<u>%to total Outstanding Common Shares</u>	<u>Number of Common Shares</u>
Directors		
Chairman Andrew L. Tan	0.37014%	95,000,000
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
Sub-total	0.38076%	97,725,245

Officers		
Andrew L. Tan President	(0.37014%)	(95,000,000)
Kingson U. Sian SVP and Exec. Director	(0.00239%)	(612,501)
Lourdes T. Gutierrez SEVP for Finance and Administration	0.00380%	974,244
Francisco C. Canuto SVP and Treasurer	0.00144%	369,054
Monica T. Salomon FVP for Corporate Management	0.00000%	0
Garry V. de Guzman FVP for Legal Affairs	0.00000%	0
Philipps C. Cando SVP for Operations	0.00000%	0
Maria Victoria M. Acosta Managing Director for International Sales	0.00000%	0
Kimberly Hazel A. Sta. Maria AVP for Corporate Comm. and Advertising	0.00000%	0
Edwin B. Maquinto Corporate Secretary	0.00000%	0
Rolando D. Siatela Asst. Corp. Secretary	0.00000%	0
Sub-total	0.00523%	1,343,298

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

Principal/Substantial Stockholders

Alliance Global Group, Inc.	35.0851%	9,004,856,417	
New Town Land Partners, Inc.	20.1910%	5,182,179,590	
Sub-total	55.2762%		14,187,036,007

Affiliates

Richmonde Hotel Group Int'l Limited	1.6364%	420,000,000	
First Centro, Inc.	3.4015%	873,012,500	
Forbes Town Properties & Holdings, Inc.	0.5572%	143,000,000	
The Andresons Group, Inc.	0.3497%	89,760,000	
Sub-total	5.5951%		1,525,772,500

Total	61.2572%		15,811,877,050
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**Total Number of Common Shares
Owned by the Public**

9,853,852,560

PUBLIC OWNERSHIP PERCENTAGE																							
<u>Total Number of Common Shares Owned by the Public</u>																							
<u>Total Issued and Outstanding Common Shares</u>																							
<u>9,853,852,560</u>	shares	<u>38.3930%</u>																					
<u>25,665,729,610</u>	shares																						
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Number of Issued and Outstanding Common Shares</td> <td style="width: 5%; text-align: center;">=</td> <td style="width: 45%; text-align: center;"><u>25,665,729,610</u></td> </tr> <tr> <td>Number of Outstanding Common Shares</td> <td style="text-align: center;">=</td> <td style="text-align: center;"><u>25,665,729,610</u></td> </tr> <tr> <td>Number of Treasury Shares</td> <td style="text-align: center;">=</td> <td style="text-align: center;"><u>131,420,000</u></td> </tr> <tr> <td>Number of Listed Shares</td> <td style="text-align: center;">=</td> <td style="text-align: center;"><u>25,797,149,610</u></td> </tr> <tr> <td>Number of Foreign-Owned Common Shares</td> <td style="text-align: center;">=</td> <td style="text-align: center;"><u>4,908,961,591</u></td> </tr> <tr> <td>Foreign Ownership Level (%)</td> <td style="text-align: center;">=</td> <td style="text-align: center;"><u>19.1265%</u></td> </tr> <tr> <td>Foreign Ownership Limit (%)</td> <td style="text-align: center;">=</td> <td style="text-align: center;"><u>40%</u></td> </tr> </table>			Number of Issued and Outstanding Common Shares	=	<u>25,665,729,610</u>	Number of Outstanding Common Shares	=	<u>25,665,729,610</u>	Number of Treasury Shares	=	<u>131,420,000</u>	Number of Listed Shares	=	<u>25,797,149,610</u>	Number of Foreign-Owned Common Shares	=	<u>4,908,961,591</u>	Foreign Ownership Level (%)	=	<u>19.1265%</u>	Foreign Ownership Limit (%)	=	<u>40%</u>
Number of Issued and Outstanding Common Shares	=	<u>25,665,729,610</u>																					
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Number of Foreign-Owned Common Shares	=	<u>4,908,961,591</u>																					
Foreign Ownership Level (%)	=	<u>19.1265%</u>																					
Foreign Ownership Limit (%)	=	<u>40%</u>																					

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

Number of Issued Warrants

4,074,099,380

Less:

	<u>%to total Outstanding Warrants</u>	<u>Number of Warrants</u>
Directors		
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	0.00241%	98,000
Dir. Roberto S. Guevara	0.00000%	-
Sub-total	0.00294%	119,647

Officers

Andrew L. Tan President	0.00000%	-
Kingson U. Sian SVP and Exec. Director	(0.00241%)	(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%	-
Sub-total	0.00000%	-

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

Principal/Substantial Stockholders

Alliance Global Group, Inc.	63.4585%	2,585,362,641	
New Town Land Partners, Inc.	11.9376%	486,350,734	
Sub-total	75.3961%	3,071,713,375	

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%	-	
Sub-total	0.0000%	-	

Total	75.39907%		3,071,833,022
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**Total Number of Warrants
Owned by the Public**

1,002,266,358

PUBLIC OWNERSHIP PERCENTAGE			
<u>Total Number of Warrants Owned by the Public</u>			
Total Issued and Outstanding Warrants			
<u>1,002,266,358</u>	warrants	<u>24.6009%</u>	
<u>4,074,099,380</u>	warrants		
Number of Issued and Outstanding Warrants	=	4,074,099,380	
Number of Outstanding Warrants	=	4,074,099,380	
Number of Treasury Warrants	=	0	
Number of Listed Warrants	=	4,074,099,380	
Number of Foreign-Owned Warrants	=	49,894,433	
Foreign Ownership Level (%)	=	1.2247%	
Foreign Ownership Limit (%)	=	40%	