

**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. **December 16, 2021**  
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>31,857,374,872</b>
<b>Preferred</b>	<b>6,000,000,000</b>
<b>Total</b>	<b>37,857,374,872</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  
December 16, 2021

# 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)  
Dec 16, 2021
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	31,857,374,872
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 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 ("MEG") sale of the following four (4) prime, Grade A buildings located in PEZA-registered Zones to MREIT, Inc. ("MREIT"), namely: Two Techno Place, Three Techno Place (Building D), One Global Center (Building A) and World Finance Plaza

### Background/Description of the Disclosure

In the Regular Meeting held on 15 December 2021, the Board of Directors of MEG unanimously approved the terms of the sale to MREIT of four (4) prime, Grade A buildings located in PEZA-registered Zones, namely: Two Techno Place, Three Techno Place (Building D), and One Global Center (Building A), which are located in Iloilo Business Park, and World Finance Plaza located in McKinley Hill in Fort Bonifacio, Taguig (the "Properties") which shall result in MREIT's increase in total office Gross Leasable Area ("GLA") by 25% to 280,131 square meters and an increase in the distributable income of its shareholders.

The purchase price of PhP9.116 billion will be paid by MREIT upon the execution of a Deed of Absolute Sale on or before 29 December 2021.

The transaction is in line with MREIT's investment plan to infuse around 100,000 square meters of additional office GLA, equivalent to roughly 45% of its total portfolio before the end of 2022. This represents the first wave of acquisitions to meet this target, geared towards realizing the vision of making MREIT one of the largest office REITs not only in the Philippines, but in the Southeast Asian region.

<b>Date of Approval by Board of Directors</b>	Dec 15, 2021
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### Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The transaction will increase MREIT's property value by 19% to PhP58.5 billion, increase its portfolio GLA by 25% to 280,131 square meters, and increase the distributable income of MREIT's shareholders. The four (4) assets will start contributing to MREIT's revenues on the date of execution of the Deed of Absolute Sale.

### Details of the acquisition or disposition

<b>Date</b>	TBA
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**Description of the Transaction**

The respective Board of Directors of MEG and MREIT approved the terms of the sale of the Properties, and the execution of the Deed of Absolute Sale shall be on or before 29 December 2021.

**Manner**

MEG will transfer its ownership over the Properties to MREIT through a Deed of Absolute Sale on or before 29 December 2021, with a cash payment to be paid by MREIT in the amount of Php9.116 billion.

**Description of the assets involved**

The assets are prime office properties with a combined Gross Leasable Area of 55,700 square meters and average Occupancy Rate of 99%.

**Terms and conditions of the transaction****Nature and amount of consideration given or received**

Cash payment to be paid by MREIT in the amount of Php9.116 billion

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

The Valuation Report on the Properties was prepared by the 3rd party and independent appraiser and property valuer, Santos Knight Frank, Inc. on the basis of Market Value in compliance with International Valuation Standards.

**Terms of payment**

Cash payment by MREIT upon execution of the Deed of Absolute Sale, Php1,920 Million of which to be funded by cash, and Php7,196 Million to be financed by the net proceeds from a loan from China Banking Corporation.

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

None

**Any other salient terms**

Simultaneous with the acquisition of the Properties, MREIT and MEG shall enter into Contracts of Lease over the land on which the Properties stand, as well as Deeds of Assignment of Leases over lease contracts with third parties on portions of the Properties

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

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Megaworld Corporation	Megaworld Corporation is the Sponsor and 62% owner of MREIT, Inc.

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

None

**Other Relevant Information**

None

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

Source(s) of funds

N/A

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

N/A

Filed on behalf by:

Name	Anna Michelle Llovido
Designation	Corporate Secretary