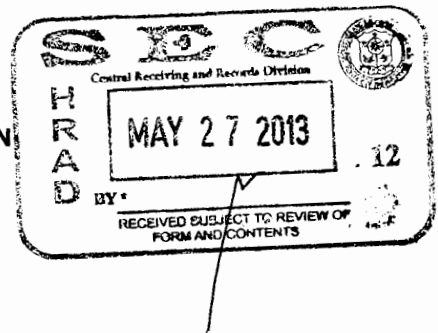


SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2 (c) THEREUNDER



1. **May 23, 2013**  
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. **28<sup>th</sup> Floor, The World Centre**  
**330 Sen. Gil Puyat Avenue**  
**Makati City, Philippines 1227**  
Address of principal office
8. **(632) 867-8826 to 40**  
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

Title of Each Class	Number of Shares of Stock Outstanding
<b>Common</b>	<b>29,397,107,202</b>
<b>Preferred</b>	<b>6,000,000,000</b>
<b>Total</b>	<b>35,397,107,202</b>

10. **Item 9 (a)(b)**

The Board of Directors of Megaworld Corporation (the "Company") approved a Php10 billion increase in authorized capital stock consisting of 10 billion shares with par value of Php1.00 per share. Of the 10 billion shares, 2.5 billion shares shall be subscribed by its parent, Alliance Global Group, Inc., at the price of Php4.29 per share, for a total subscription price of Php10.725 billion. This represents a premium of 5% over the Company's 30-day volume weighted average price (VWAP). 25% of the subscription price shall be payable upon signing of the subscription agreement while the balance shall be payable upon approval by the Securities and Exchange Commission of the increase in capital stock. The Company intends to use the subscription proceeds for project development, land acquisition, investments and general corporate purposes.

The Board also approved to hold the Company's Annual Meeting of Stockholders on 18 July 2013, 9:00 a.m., at the Grand Ballroom, Eastwood Richmond Hotel, 17 Orchard Road, Eastwood City, Bagumbayan, Quezon City, Metro Manila, Philippines.

Stockholders of record as of 7 June 2013 will be entitled to notice of, and to vote at, the meeting. The annual meeting of stockholders will have the following agenda:

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Approval of Minutes of the Previous Annual Meeting
4. Annual Report of Management
5. Increase in Authorized Capital Stock
6. Appointment of External Auditors
7. Ratification of Acts and Resolutions of the Board of Directors, Board Committees and Management
8. Election of Directors
9. Other Matters
10. Adjournment

The Annual Meeting of Stockholders was moved to 18 July 2013 from the third Friday of June, as provided in the Company's By-Laws, to enable all directors of the Company to attend the Annual Meeting and to afford more time for the Company to comply with notice and disclosure requirements of the Securities Regulation Code and its Implementing Rules and Regulations.

#### **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:



**FRANCISCO C. CANUTO**  
Senior Vice President and  
Corporate Information Officer  
May 23, 2013

**AFFIDAVIT OF POSTPONEMENT OF ANNUAL MEETING OF STOCKHOLDERS**

I, **EDWIN B. MAQUINTO**, of legal age, Filipino, with office address at the 28/F, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, after having been duly sworn, state that:

1. I am the Corporate Secretary of Megaworld Corporation (the "Corporation"), a corporation duly organized and existing under Philippine laws with principal office address at the 28/F, The World Centre, 330 Sen. Gil Puyat Avenue, Makati City.

2. In a meeting of the Board of Directors of the Corporation held on 23 May 2013, the Board resolved to move the Corporation's Annual Meeting of Stockholders to 18 July 2013, from the third Friday of June as provided in the Corporation's By-Laws, to enable all directors of the Corporation to attend the Annual Meeting and to afford more time for the Corporation to comply with notice and disclosure requirements of the Securities Regulation Code (SRC) and its Implementing Rules and Regulations.

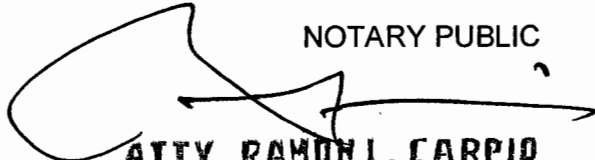
3. This Affidavit is being executed in compliance with Section 11(a)(v), Rule 20 of the SRC Implementing Rules and Regulations.

**IN WITNESS WHEREOF**, I have hereunto set my signature this 23<sup>rd</sup> day of May 2013 at Makati City, Philippines.

  
**EDWIN B. MAQUINTO**  
Affiant

**PASIG CITY** SUBSCRIBED AND SWORN TO BEFORE ME, this ~~23~~ **27** ~~MAY~~ **MAY** 2013 at Makati City, affiant exhibiting to me his TIN Card No. 121-424-847 issued by the Bureau of Internal Revenue.

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Book No. XXXVIII  
Series of 2013.

  
NOTARY PUBLIC  
**ATTY. RAMON L. CARPIO**  
NOTARY PUBLIC  
IDP #/ 913 609 1/2/13  
ROLL #/ 22, 172 TIN 106-910-897  
MCLE #/ IV-0006300 6/ 10/13 PASIG CITY  
PTR #/ 84 10181 / 1/2/13 PASIG CITY