



MEGAWORLD CORPORATION

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

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January 14, 2013

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 December 31, 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 December 31, 2012

Number of Issued Common Shares	28,878,862,985
Less: Number of Treasury Shares	131,420,000
Number of Issued and Outstanding Common Shares	28,747,442,985
Less:	

	<u>%to total</u> <u>Outstanding Common Shares</u>	<u>Number</u> <u>of Common Shares</u>
Directors		
Chairman Andrew L. Tan	0.33046%	95,000,000
Dir. Miguel B. Varela	0.00002%	4,422
Dir. Gerardo C. Garcia	0.00047%	136,136
Dir. Katherine L. Tan	0.00658%	1,891,632
Dir. Enrique Santos L. Sy	0.00028%	80,553
Dir. Kingson U. Sian	0.00213%	612,501
Dir. Roberto S. Guevara	Nil	1
Sub-total	0.33994%	97,725,245

Officers		
Andrew L. Tan	(0.33046%)	(95,000,000)
President		
Kingson U. Sian	(0.00213%)	(612,501)
SVP and Exec. Director		
Lourdes T. Gutierrez	0.00339%	974,244
SEVP for Finance and Administration		
Francisco C. Canuto	0.00128%	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		
Sub-total	0.00467%	1,343,298

MEGAWORLD CORPORATION
Computation of Public Ownership Level for Common Shares as of December 31, 2012

Principal/Substantial Stockholders

Alliance Global Group, Inc.	40.3174%	11,590,219,058	
New Town Land Partners, Inc.	19.7184%	5,668,530,324	
Sub-total	60.0358%	17,258,749,382	

Affiliates

Richmonde Hotel Group Int'l Limited	1.4610%	420,000,000	
First Centro, Inc.	3.0368%	873,012,500	
Forbes Town Properties & Holdings, Inc.	0.4974%	143,000,000	
The Andresons Group, Inc.	0.3122%	89,760,000	
Sub-total	5.3075%	1,525,772,500	

Total	65.6879%		18,883,590,425
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**Total Number of Common Shares
Owned by the Public**

9,863,852,560

<u>PUBLIC OWNERSHIP PERCENTAGE</u>		
<u>Total Number of Common Shares Owned by the Public</u>		
<u>Total Issued and Outstanding Common Shares</u>		
<u>9,863,852,560</u> shares	<u>34.3121%</u>	
<u>28,747,442,985</u> shares		
Number of Issued and Outstanding Common Shares	=	<u>28,747,442,985</u>
Number of Outstanding Common Shares	=	<u>28,747,442,985</u>
Number of Treasury Shares	=	<u>131,420,000</u>
Number of Listed Shares	=	<u>28,878,862,985</u>
Number of Foreign-Owned Common Shares	=	<u>5,779,845,244</u>
Foreign Ownership Level (%)	=	<u>20.10559%</u>
Foreign Ownership Limit (%)	=	<u>40%</u>

MEGAWORLD CORPORATION
Computation of Public Ownership Level for Warrants 1 and 2 as of December 31, 2012

Number of Issued Warrants

992,386,005

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	0.00218%	21,647
Dir. Katherine L. Tan	0.00000%	-
Dir. Enrique Santos L. Sy	0.00000%	-
Dir. Kingson U. Sian	0.00988%	98,000
Dir. Roberto S. Guevara	0.00000%	-
Sub-total	0.01206%	119,647

Officers

Andrew L. Tan President	0.00000%	-
Kingson U. Sian SVP and Exec. Director	(0.00988%)	(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 December 31, 2012

Principal/Substantial Stockholders

Alliance Global Group, Inc.
 New Town Land Partners, Inc.

Sub-total	0.0000%	-
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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%	-
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Total	0.01206%	119,647
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**Total Number of Warrants
 Owned by the Public**

992,266,358

PUBLIC OWNERSHIP PERCENTAGE		
<u>Total Number of Warrants Owned by the Public</u>		
<u>Total Issued and Outstanding Warrants</u>		
<u>992,266,358</u>	warrants	<u>99.9879%</u>
<u>992,386,005</u>	warrants	
Number of Issued and Outstanding Warrants	=	992,386,005
Number of Outstanding Warrants	=	992,386,005
Number of Treasury Warrants	=	0
Number of Listed Warrants	=	992,386,005
Number of Foreign-Owned Warrants	=	552,716,092
Foreign Ownership Level (%)	=	55.695%
Foreign Ownership Limit (%)	=	N/A