

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)
Jul 25, 2023
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, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
30th Floor, Alliance Global Tower, 36th Street corner 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	31,183,251,872
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 4-30 - Material Information/Transactions
References: SRC Rule 17 (SEC Form 17-C) and Sections 4.1 and 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Offering of Megaworld Corporation's 279,400,000 Common Shares in MREIT, Inc. under Block Sale Transaction

Background/Description of the Disclosure

Please be informed that on 20 July 2023, Megaworld Corporation (the "Company") launched an overnight placement of Two Hundred Seventy Nine Million Four Hundred Thousand (279,400,000) common shares of MREIT, Inc. ("MREIT") at an offer price of Php13.00 per share, equivalent to Php3,632,200,000.00 (before deduction for fees and taxes), under a block sale transaction. The block sale application will be filed with the Philippine Stock Exchange ("PSE") today, 21 July 2023.

The proceeds from the block sale shall be settled on 27 July 2023. The Company will submit the required Reinvestment Plan detailing the use of proceeds from the block sale transaction.

UBS AG acted as Sole Placement Agent for the transaction.

The shares were offered and sold outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and within the United States to qualified institutional buyers as defined in, and in reliance on, Rule 144A under the U.S. Securities Act. The said shares were also offered and sold in the Philippines in transactions that do not require registration under the Philippine Securities Regulation Code ("SRC"), specifically Section 10.1(l) of the SRC and Rule 10.1.3 of the implementing rules and regulations of the SRC.

Other Relevant Information

This disclosure was amended to reflect the change in settlement date from 26 July 2023 to 27 July 2023, in view of the cancellation of work in government offices yesterday, 24 July 2023.

Filed on behalf by:

Name	Anna Michelle Llovido
Designation	Corporate Secretary

**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. **25 July 2023**
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, Philippines**
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)
Industry Classification Code
7. **30th Floor, Alliance Global Tower
36th Street corner 11th 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>
Common	31,183,251,872
Preferred	6,000,000,000
Total	37,183,251,872

10. **Item 9(b)**

Please be informed that on 20 July 2023, Megaworld Corporation (the "Company") launched an overnight placement of Two Hundred Seventy Nine Million Four Hundred Thousand (279,400,000) common shares of MREIT, Inc. ("MREIT") at an offer price of Php13.00 per share, equivalent to Php3,632,200,000.00 (before deduction for fees and taxes), under a block sale transaction. The block sale application will be filed with the Philippine Stock Exchange ("PSE") today, 21 July 2023.

The proceeds from the block sale shall be settled on 27 July 2023. The Company will submit the required Reinvestment Plan detailing the use of proceeds from the block sale transaction.

UBS AG acted as Sole Placement Agent for the transaction.

The shares were offered and sold outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and within the United States to qualified institutional buyers as defined in, and in reliance on, Rule 144A under the U.S. Securities Act. The said shares were also offered and sold in the Philippines in transactions that do not require registration under the Philippine Securities Regulation Code ("SRC"), specifically Section 10.1(l) of the SRC and Rule 10.1.3 of the implementing rules and regulations of the SRC.


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*
25 July 2023