

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)
Mar 25, 2024
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 cor. 11th Avenue, Uptown Bonifacio,
Taguig City, Philippines
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 4-3 - Amendments to Articles of Incorporation
*References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Amendment of Article II and Article VII of the Amended Articles of Incorporation

Background/Description of the Disclosure

On 25 March 2024, the Board of Directors approved the amendment of Article II and Article VII of the Amended Articles of Incorporation of Megaworld Corporation.

Date of Approval by Board of Directors	Mar 25, 2024
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article No.	From	To
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Second	That the purposes for which said Corporation is formed are: PRIMARY PURPOSE x x x x x x x x x x SECONDARY PURPOSES x x x x x x x x f) To borrow money, to make and issue notes, and other evidences of indebtedness of all kinds and to secure the same by mortgage, pledge or otherwise, in amounts as the business of the Corporation may require.	That the purposes for which said Corporation is formed are: PRIMARY PURPOSE x x x x x x x x x x SECONDARY PURPOSES x x x x x x x x f) To borrow money, to make and issue notes, and other evidences of indebtedness of all kinds and to secure the same by mortgage, pledge or otherwise, in amounts as the business of the Corporation may require. g) To undertake, guarantee and/or act as a guarantor or surety of the debts, liabilities, obligations, or loans of a subsidiary or affiliate corporation, and mortgage, pledge, or encumber the properties and assets of the Corporation to secure the obligations of such subsidiary or affiliate.
Seventh	That the authorized capital stock of the Corporation is FORTY BILLION TWO HUNDRED MILLION PESOS (PhP40,200,000,000), Philippine Currency, divided into FORTY BILLION ONE HUNDRED FORTY MILLION (40,140,000,000) common shares with par value of One Peso (PhP1.00) per share and SIX BILLION (6,000,000,000) voting cumulative, non-participating, non-convertible and non-redeemable preferred shares with par value of One Centavo (PhP0.01) per share. Preferred shares shall have preference over common shares in case of liquidation or dissolution of the Corporation. x x x x x x x x x x	That the authorized capital stock of the Corporation is FORTY-FIVE BILLION SEVEN HUNDRED MILLION PESOS (PhP45,700,000,000), Philippine Currency, divided into FORTY-FIVE BILLION SIX HUNDRED FORTY MILLION (45,640,000,000) common shares with par value of One Peso (PhP1.00) per share and SIX BILLION (6,000,000,000) voting cumulative, non-participating, non-convertible and non-redeemable preferred shares with par value of One Centavo (PhP0.01) per share. Preferred shares shall have preference over common shares in case of liquidation or dissolution of the Corporation. x x x x x x x x x x

Rationale for the amendment(s)

For the addition of entering into guaranty and surety arrangements as part of the Corporation's secondary purposes, this is to enable the Corporation to support the business operations and growth of its subsidiaries and affiliates by acting as a guarantor or surety of its subsidiaries and affiliates, as well as having the power to mortgage, pledge, or encumber the properties and assets of the Corporation to secure the obligations of its subsidiaries and affiliates.

For the increase of the authorized capital stock from PhP40,200,000,000.00 to PhP45,700,000,000.00, to support growth and future business expansions in line with the Corporation's strategies and directions.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	TBA
Expected date of SEC approval of the Amended Articles of Incorporation	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

The addition of entering into guaranty and surety arrangements as part of the Corporation's secondary purposes under the Second Article of the Corporation's Articles of Incorporation, will support the business operations and growth of the Corporation's subsidiaries and affiliates. It is not expected to have an adverse effect on the operations of the Corporation. The addition will not affect the Corporation's capital structure.

The amendment of the Seventh Article of the Corporation's Articles of Incorporation will increase the Corporation's authorized capital stock from PhP40,200,000,000.00 divided into 40,140,000,000 common shares with par value of PhP1.00 per share and 6,000,000,000 preferred shares with par value of PhP0.0.1 per share, to PhP45,700,000,000.00 divided into 45,640,000,000 common shares with par value of PhP1.00 per share and 6,000,000,000 preferred shares with par value of PhP0.0.1 per share. The increase is not expected to affect the business and operations of the Company.

Other Relevant Information

Please see attached SEC Form 17-C.

Filed on behalf by:

Name	Anna Michelle Llovido
Designation	Corporate Secretary

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Exact name of Issuer as specified in its charter
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Industry Classification Code
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36th Street cor. 11th Avenue
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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 the Board of Directors of Megaworld Corporation (the "Corporation"), at its meeting held on 25 March 2024, approved the amendment of the Corporation's Articles of Incorporation and By-Laws, as follows:

Articles of Incorporation

- Addition of entering into guaranty and surety arrangements as part of the Corporation's secondary purposes, and amending the Second Article of the Articles of Incorporation for the purpose; and
- Increasing the Authorized Capital Stock from Php40,200,000,000 to Php45,700,000,000 and amending the Seventh Article of the Articles of Incorporation for the purpose.

By-Laws

- Removing the time of the Annual Stockholders' Meeting and providing for teleconferencing, video conferencing or other remote or electronic means of communication as a mode for conducting the Annual Stockholders' Meeting, and amending Article I, Section 1 of the By-Laws for the purpose;
- Providing for teleconferencing, video conferencing or other remote or electronic means of communication as a mode for conducting the Special Stockholders' Meeting, and amending Article I, Section 2 of the By-Laws for the purpose;
- Providing for alternative means for sending of notices of Annual and Special Meetings to stockholders, and amending Article 1, Section 3 of the By-Laws for the purpose; and

- Revising the frequency of holding of regular Board meetings and providing for alternative means for sending of notices of Board meetings to directors, and amending Article II, Section 3 of the By-Laws for the purpose.

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

March 25, 2024