

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 4-4 - Amendments to By-Laws
*References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules*

Subject of the Disclosure

Amendment of Article I, Sections 1, 2 and 3, and Article II, Section 3 of the Amended By-Laws

Background/Description of the Disclosure

On 25 March 2024, the Board of Directors approved the amendment of Article I, Sections 1, 2 and 3, and Article II, Section 3 of the Amended By-Laws 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 and Section Nos.	From	To
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Article I, Section 1	The annual meeting of the stockholders shall be held at the principal office of the Corporation in Metro Manila, Philippines, on the third Friday of June of each year at 8:30 A.M., unless such day is a legal holiday, in which case it shall be held on the next business day following.	The annual meeting of the stockholders shall be held at the principal office of the Corporation, or, if not practicable, in any city where the principal office of the Corporation is located, on the third Friday of June of each year, unless such day is a legal holiday, in which case it shall be held on the next business day following. Upon the determination of the Board of Directors, the Corporation may conduct the annual meeting of the stockholders fully or partially through teleconferencing, video conferencing or other remote or electronic means of communication, in accordance with the relevant regulations of the Securities and Exchange Commission.
Article I, Section 2	Section 2. Special Meetings. Special meetings of the stockholders may be called by the President, or by the majority of the Board of Directors, whenever he or they shall deem it necessary.	Section 2. Special Meetings. Special meetings of the stockholders may be called by the President, or by the majority of the Board of Directors, whenever he or they shall deem it necessary. Upon the determination of the Board of Directors, the Corporation may conduct the annual meeting of the stockholders fully or partially through teleconferencing, video conferencing or other remote or electronic means of communication, in accordance with the relevant regulations of the Securities and Exchange Commission.
Article I, Section 3	Section 3. Notices. Notices of the time and place of the annual and special meetings of the stockholders shall be given either by mailing the same enclosed in a postage prepaid envelope, addressed to each stockholder of record at the address left by such stockholder with the Secretary of the Corporation, or at his last known post office address, or by delivering the same to him in person, at least one week before the date set for such meeting. Notice to any special meeting must state, among others, the matters to be taken up in the said meeting, and no other business shall be transacted at such meeting except by consent of all the stockholders present, entitled to vote. No notice of meeting need be published in any newspaper, except when necessary to comply with the special requirements of the Corporation Code. Stockholders entitled to vote may, by written consent, waive notice of the time, place and purpose of any meeting of stockholders and any action taken at meetings pursuant to such waiver shall be valid and binding.	Section 3. Notices. Notices of the time and place of the annual and special meetings of the stockholders shall be given either: (i) by mailing the same enclosed in a postage prepaid envelope, addressed to each stockholder of record at the address left by such stockholder with the Secretary of the Corporation, or at his last known post office address, (ii) by delivering the same to him in person, (iii) through electronic mail, electronic transmission or other recognized means of electronic transfer or data or information; (iv) by publishing the notice of meeting in the business section of two (2) newspapers of general circulation, in print and online format, for two consecutive days, or (v) by such other manner as the Securities and Exchange Commission shall allow under its guidelines, no later than twenty-one (21) days prior to the date of the meeting. In the case of sending of notices by publication, the last publication of the notice of meeting (print and online) shall be made no later than twenty-one (21) days prior to the scheduled annual meeting or one (1) week prior to the scheduled special meeting. The Board of Directors shall determine the manner of sending the notices of meeting, taking into account the requirements under relevant regulations of the Securities and Exchange Commission. The notice of meeting shall inform the stockholders of the following: 1. Date, time and place of meeting and other information as may be required under the Revised Corporation Code and other regulations of the Securities and Exchange Commission; and 2. As applicable, the availability of an electronic copy of the Information Statement, Management Report, SEC Form 17-A and other pertinent documents, as may be necessary under the given circumstance: (a) on the Corporation's website, and (b) on PSE Edge or any successor facility. Notice to any special meeting must state, among others, the matters to be taken up in the said meeting, and no other business shall be transacted at such meeting except by consent of all the stockholders present, entitled to vote. Stockholders entitled to vote may, by written consent, waive notice of the time, place and purpose of any meeting of stockholders and any action taken at meetings pursuant to such waiver shall be valid and binding.

<p>Article II, Section 3</p>	<p>Section 3. Board Meetings. The Board of Directors shall hold regular monthly meetings, at such time and place as said Board may prescribe. Special meetings of the Board may be called by the President, or by written request by any two (2) Directors. Notice of any special meeting of the Board of Directors shall be mailed to each Director at his last known post-office address or delivered to him personally or left at his office, or transmitted by telegraph or telephone at least three (3) days previous to the date fixed for the meeting. No notice need be given of regular meetings of the Board at a time and place previously fixed by the Board of Directors. Directors may participate and vote in their meetings through remote communication. such as videoconferencing or teleconferencing. and shall be deemed present for purposes of determining the existence of quorum.</p>	<p>Section 3. Board Meetings. The Board of Directors shall hold regular meetings at least six (6) times in a year, the schedule of which shall be fixed before the start of the year, at such time and place as said Board may prescribe. Special meetings of the Board may be called by the President, or by written request by any two (2) Directors. Notice of any special meeting of the Board of Directors shall be mailed to each Director at his last known post-office address or delivered to him personally or left at his office, or transmitted by telegraph or telephone, e-mail, or any other electronic means, at least two (2) days previous to the date fixed for the meeting, unless notice of meeting is waived by the director expressly or impliedly. No notice need be given of regular meetings of the Board at a time and place previously fixed by the Board of Directors. Directors may participate and vote in their meetings through remote communication. such as videoconferencing or teleconferencing, and shall be deemed present for purposes of determining the existence of quorum.</p>
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Rationale for the amendment(s)

The proposed amendments are being suggested for the following purposes:

- To comply with the provisions in the Revised Corporation Code, and other relevant rules and regulations and good corporate governance standards.
- To remove the time fixed for the holding of the annual stockholders' meeting to afford flexibility in scheduling the meeting.
- To allow the holding of stockholders' meeting fully or partially through teleconferencing, video conferencing or other remote or electronic means of communication, in accordance with the relevant regulations of the Securities and Exchange Commission, and consistent with prevailing practices by publicly-listed corporations.
- To provide for alternative means for sending of notices of annual and special meetings to stockholders, as well as sending of notices of Board meetings to directors, in accordance with the relevant regulations of the Securities and Exchange Commission, and consistent with prevailing practices by publicly-listed corporations.

The timetable for the effectivity of the amendment(s)

<p>Expected date of filing the amendments to the By-Laws with the SEC</p>	<p>TBA</p>
<p>Expected date of SEC approval of the Amended By-Laws</p>	<p>TBA</p>

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

None.

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
5. **Metro Manila, Philippines**
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6. (SEC Use Only)
Industry Classification Code
7. **30th Floor, Alliance Global Tower**
36th Street cor. 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 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