MEGAWIDE CONSTRUCTION CORPORATION

Company's Full Name

2/F Spring Bldg.,
Arnaiz Ave. cor. P. Burgos St., Pasay City
Company's Address

655-1111
Telephone Number

December 31
Fiscal Year Ending
(Month & Day)

SEC FORM 17-A
Form Type

December 31, 2013
Period Ended Date

_

(Secondary License Type and File Number)

cc: Philippine Stock Exchange

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SECTION 141 OF THE CORPORATION CODE

1. For the fiscal year ended **December 31, 2013**

2. SEC Identification Number **CS200411461**

3. BIR Tax Identification No. **232-715-069-000**

4. Exact name of issuer as specified in its charter **Megawide Construction Corporation**

5. Province, Country or other jurisdiction of incorporation or organization **Philippines**

6. Industry Classification Code (SEC Use Only)

7. Address of Principal Office **2/F Spring Bldg. Arnaiz Ave. cor. P. Burgos St., Pasay City, Metro Manila**

   Postal Code

8. Issuer's telephone number, Including area code **655-1111**

9. Former name, former address and fiscal year, if changed since last report **Not Applicable**

10. Securities registered pursuant to Section 8 and 12 of the SRC, or Section 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock	1,649,426,127

11. Are any or all these securities listed on a stock exchange?

    Yes [√]   No [ ]

    If yes, state the name of such stock exchange and classes of securities listed therein:

Philippine Stock Exchange

12. Check whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder of Section 11 of the RSA and RSA Rule 11(a)-1 thereunder and Sections 26 and 141 of the Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports):

Yes [√] No [ ]

(b) has been subject to such filing requirements for the past 90 days.

Yes [√] No [ ]

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within 60 days prior to the date of filing. If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided the assumptions are set forth in this Form. (See definition of "affiliate" in "Annex B").

Number of non-affiliate shares as of March 31, 2014	712,492,392
Closing price per share as of March 31, 2014	P11.92
Market value as of March 31, 2014	P8,492,909,312.64

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Business

Description of Business

Business Development During the Past Three Fiscal Years (2011-2013)

Megawide Construction Corporation (Megawide) was registered with the Securities and Exchange Commission (SEC) on July 28, 2004 to exist for 50 years, or until July 28, 2054. Its primary purpose is to engage in the general construction business. It includes constructing, enlarging, repairing, or engaging in any work upon buildings, houses and condominium, roads, plants, bridges, piers, waterworks, railroads and other structures, and to own, use, improve, develop real estate of all kinds. Its registered office is located at 2/F Spring Bldg., Arnaiz Ave. cor. P. Burgos St., Pasay City. The Company also maintains an office in its own building at 20 N. Domingo Street, Brgy. Valencia, Quezon City.

Below are the significant business developments of Megawide for the past 3 fiscal years:

2011

Initial Public Offering

Eight hundred fifty-seven million and two (857,000,002) common shares of Megawide were registered with the SEC on February 4, 2011 and listed in the Philippine Stock Exchange (PSE) on February 18, 2011.

Increase in authorized capital stock and declaration of stock dividends

On June 3 and 30, 2011 the Board of Directors and stockholders, respectively, approved the declaration of stock dividends of 257,100,001 shares which is equivalent to 30% of the outstanding shares. The stock dividends were distributed on November 10, 2011.

On June 3, 2011, Megawide's Board of Directors approved the further increase in authorized capital stock from P1.0 billion common shares to P2.0 billion common shares with P1.00 par value by way of stock dividends. The increase in authorized capital stock was approved by the SEC on September 15, 2011.

State-of-the-Art Precast Manufacturing Complex

In May 2011, Megawide broke ground for its 12-hectares State-of-the-Art Precast Concrete Manufacturing Complex in Taytay, Rizal. The facility is fully automated and considered to be the largest precast plant in the country. The Company will use the facility to mass produce modular housing components to address the housing backlog of the nation. Moreover, the same can also be used for school buildings and hospitals.

Cooperation with IHI Infrastructure Systems Co., Ltd.

The management entered into a Cooperation Agreement with IHI Infrastructure Systems Co., Ltd. of Japan in September 2011 to jointly bid for big ticket infrastructure projects of the Philippine government.

2012

In July 2012, the incorporators of Megawide collectively holding a total of Six Hundred Eighty Eight Million Five Hundred Thousand shares or 61.8% of the total issued and outstanding capital stock of Megawide transferred their shares to Citicore Holdings Investment, Inc. (Citicore). By virtue of the transfer, Citicore now legally own and control 61.80% of the issued and outstanding capital stock of Megawide.

In October 2012, Megawide entered into a joint venture agreement with its parent company Citicore Investments Holdings Inc (CHI) and formed Citicore-Megawide Consortium Inc. (CMCI). Ten percent (10%) of the issued and outstanding stock of CMCI is owned by Megawide while 90% is owned by CHI. The first project booked by CMCI was the Department of Education's PPP for school buildings. The Department of Education awarded to CMCI in 2012 the school buildings in Regions 3 and 4. CMCI commissioned Megawide to construct all the school buildings in both regions.

In December 2012, Megawide acquired 100% of the issued and outstanding stock of Altria East Land, Inc., the owner of the property in Taytay, Rizal where the precast plant of Megawide is located.

2013

On May 21, 2013, Megawide entered into a Placing Agreement with Citicore, CLSA Limited and First Metro Investments Corporation for the offer and sale of Citicore's 118,729,800 Megawide common shares at a price of P20.00 per Offer Share.

On October 17, 2013, Megawide signed the Build-Lease-Transfer Agreements for School Infrastructure Projects Phase II for Regions I, II, III and Cordillera Administrative Region, with the Department of Education.

On November 28, 2013, the Megawide-World Citi Consortium was awarded the Modernization of the Orthopedic Hospital PPP project by the DOTC-DOH.

On December 12, 2013, the PBAC of the DOTC opened all proposals for the Mactan Cebu International Airport PPP project to reveal that the Megawide-GMR Consortium submitted the highest bid. The DOTC-MCIAA later issued the Notice of Award on April 4, 2014.

Business of Issuer

Description of Issuer

Megawide is a fast rising construction company in the Philippines, which employs modern Advanced Technology Building Systems (ATBS), such as Pre-cast Concrete and Formwork Systems in its projects. It is the preferred contractor of several major real estate developers for its quality workmanship, efficient delivery of projects, excellent construction safety standards, and its use of ATBS.

Customer and Project Selection

Megawide is frequently being invited to bid for major domestic low to high-rise building projects. The scope of work on these projects generally include, among others, site development, earthworks, structural and civil works, masonry works, architectural finishes, electrical works, plumbing and sanitary works, fire protection works and mechanical works.

In line with its risk policies while frequently invited to project biddings, Megawide carefully selects which projects to participate in, based on the following criteria:

- Creditworthiness of the project owner determined through background checks with banks and financial community, business and trade associations, HLURB standing and major suppliers credit records; and,
- Liquidity of the project owner determined through financial ratios and financial performances for the past three years.

In addition, Megawide also evaluates each potential project based on the following:

- Size of the over-all development blueprint of the project and its implementation timetable on phases;
- Complexities and limitations of the structural design of the high-rise building project;
- Project location accessibility of heavy construction equipment and proximity to clusters of on-going project sites;
- Logistics difficulties and limitations; and,
- Profitability.

Megawide negotiates the final construction price with the project owner. Upon receipt of the Notice to Proceed or the Notice of Award for a project, Megawide, depending on the agreement with the project owner, procures the necessary building permits and other regulatory permits, and immediately prepares for mobilization of construction equipment, manpower and materials needed for the project. Megawide secures performance bonds and surety bonds required to obtain downpayment from the project owner, and contractor's all-risk insurance. It also negotiates and finalizes the terms of its construction contract with the project owner. The responsibilities and warranties of Megawide under its construction contracts typically include on-time project turn-over and completion as per an agreed timetable, adherence to the agreed material specifications and construction methods, and warranty on workmanship and material defects. In the normal course of business, on a per project basis, Megawide sub-contracts to specialty or trade contractors such tasks as mechanical and electric works for its projects.

During construction, quality control procedures are strictly followed. The QA/QC Manager is responsible for quality assurance and quality control during production and construction. Under him are highly-trained inspectors and personnel. His team conducts on-site inspections to assure compliance. As standard procedure, concrete samples are tested by specialized laboratories to ensure compliance with American Society for Testing and Materials (ASTM), American National Standards Institute (ANSI) and Construction Specifications Institute (CSI) specifications.

To ensure that projects are on schedule, on-site project managers monitor and control the progress of projects, mindful of the completion date pursuant to the construction contract.

Project managers are responsible for accomplishing project objectives, developing the project plan, managing the project team and budget.

Upon project completion, the following activities are conducted as a condition to project turnover to the owner:

- Megawide submits a Notice of Turn-Over and Completion to the project owner;
- Megawide and the project owner conduct a joint inspection and punch listing;
- Should there be no pending items for completion, the project owner issues a Certificate of Completion;
- The project owner releases retention monies upon submission by Megawide of a guarantee bond. The guarantee bond is typically valid for up to 1 year from the project's turnover date, and is required by project owners to guarantee the quality of the materials provided, the equipment installed and its workmanship.

Terms Granted to Customers

Bids for construction projects are typically accompanied with particular material specifications and the kind of finishes to be used for the project. Deviations from agreed material specifications are subject to variation orders. Consistent with industry practice, Megawide normally requires the following key terms of payment in its construction contracts:

- A downpayment of 15% - 20% of the contract price prior to commencement of construction activities. Customers usually require that Megawide obtain a performance bond to guarantee that it will execute the work in accordance with the contract;

- Monthly progress billing (or interim billings). Progress billings are subject to pro-rata recoupment of downpayments, and retention monies equivalent to 10% of the billed amount, to be reduced to 5% upon 50% completion of the project; and

- The release of the 5% retention monies within one-year from full completion of the project. Customers usually require that Megawide obtain a guarantee bond to guarantee the quality of the materials provided, the equipment installed and its workmanship.

The exposure of Megawide to credit risk on its receivables relates primarily to the inability of the customer to fully settle the unpaid balance of contract receivables and other claims owed to Megawide. Credit risk is managed in accordance with Megawide's credit risk policy, which requires the evaluation of the creditworthiness of the customer.

Completed Projects

As of December 31, 2013, Megawide has approximately 2,322,790 square meters floor area under its construction portfolio. The notable projects that Megawide has completed for the past 3 years are:

1. **Citysquare Residences** – Citysquare Residences is a 28-storey residential condominium with floor area of 19,600 square meters located at the heart of the Chinatown Business district.

2. **Antel Spa Residences -** Antel Spa Residences is a 34-storey mixed-use high-rise condominium located at the financial capital of Metro Manila with a gross floor area of 33,360 square meters. It is complete with building amenities such as power gym and fitness center, sky garden, coffee shop, resort spa pool, garden ballroom and wide selection of commercial spaces that include organic restaurants and markets, beauty and medical establishments.

3. **B-Hotel -** Parcvue B-Hotel is a 10-storey Three Star Hotel with Penthouse located in Madrigal Business Center, Alabang, Muntinlupa City with a gross floor area of 11,200 square meters.

4. **SMDC Showroom** - SMDC Showroom is located at MOA Complex, Pasay City with total floor area of 3,200 square meters showcasing various SM Residences Projects.

5. **Hampton Garden Tower K and L -** Hampton Garden Tower K and L is a low-rise residential condominium located at C. Raymundo Avenue, Maybunga, Pasig City, with total floor area of 7,500 square meters offering 191 residential units.

6. **SM Grass Residences Tower 1** – 41-storey high-rise residential building located at the back of SM City North Edsa with 1,956 residential units. Its total floor area is 77,151.20 square meters.

7. **SM Sea Residences** - The project is located near the SM MOA, and is composed of six (6)-storey residential condominiums (Phases 1, 2 and 3). The Sea Residences has a total of 2,703 residential units on a gross floor area of 139,850 square meters. Amenities offered include a swimming pool, playgrounds and a clubhouse.

8. **Belle Grande Casino** - The project is a casino consisting of two L-shaped hotel towers and four high-end condominiums on top of a 2-level casino podium located at Macapagal Avenue, Pasay City. Total floor area is 250,000 square meters and lot area of 3.5 hectares. Once completed, it will be the largest casino in the Philippines.

9. **University Tower II** - University Tower II is a 31-multi-storey office and residential condominium located across University of Santo Tomas (UST) with a floor area of 25,000 square meters. The Project offers 736 units with 65 parking slots located at the Second, Third and Fourth Floors.

10. **University Tower Malate** - University Tower III is a 40-multi-storey commercial and residential condominium with a floor area of 29,000 square meters. The project is located near the university belt area at Pedro Gil, Malate and consists of 6 commercial units at the ground floor and 689 residential units with 86 parking slots.

11. **Berkeley** – Berkeley Residences is a 35-storey residential building located at Katipunan Avenue corner Escalera St., Loyola Heights, Quezon City, with floor area of 55,310 square meters.

12. **Hampton Gardens Condominiums Tower I and J** – Hampton Gardens is a multi-storey residential building consisting of 16 cluster buildings located at C. Raymundo Avenue, Maybunga, Pasig City. Tower I and J consists of 10,000 square meters floor area offering 320 residential units.

13. **Asya Office Building** – Asya Office Building is a medium-rise office and commercial building located at Macapagal Boulevard, MOA Complex with total floor area of 17,000 square meters.

14. **Antel Serenity Tower Hotel & Residences** – Antel Serenity Tower is a 36-storey hotel and residential condominium located in Makati Avenue, Makati City that features 144 exclusive hotel units and 184 private residences. The Serenity Tower will have a hotel standard ballroom, high-ceiling grand lobby, function rooms and business center. This has a total floor area of 33,360 square meters.

15. **Bench Corporate Office Building** – Bench Tower is a 23-storey office building located in Global City, Fort Bonifacio, Taguig City with a gross floor area of 35,000 square meters.

16. **Malate Bayview Mansion** – Malate Bayview Mansion is a commercial condominium located in the center of Malate, Manila. The project consists of a 44-storey mixed-use condominium building with floor area of 59,060 square meters.

17. **SM Grass Tower 3 Residences -** Tower 3 has 1,988 residential units and total floor area of 220,018 square meters.

18. **My Place South Triangle Phase I** – My Place Phase 1 (Residential Tower A & B) is a 27-storey residential condominium located at South Triangle, Quezon City. Its total floor area is 96,513 square meters.

On-Going Projects

The following are on-going projects of Megawide as of December 31, 2013:

1. **SM Grass Residences Tower 2** – Tower 2 has 1,988 residential units and total floor area of 220,018 square meters.

2. **SM Jazz Residences** – SM Jazz Residences is composed of four 40-storey towers, on top of a 5-level shopping mall and parking basement. It is located along Jupiter Street, Bel-Air Makati. The project has a total floor area of 300,000 square meters in a lot area of 2-hectares.

3. **Blue Residences –** Blue Residences is a 40-storey residential condominium located at Katipunan Avenue, Quezon City with total floor area of 72,700 square meters.

4. **The Linear** – The Linear is an office and commercial building located at San Antonio, Makati City. Its total floor area is 7,400 square meters.

5. **Studio City –** Studio City is an 18-storey residential condominium located in FCC, Alabang, Muntinlupa City with total floor area of 12,334.74 square meters.

6. **Studio Zen –** Studio Zen is a 22-storey residential condominium located in Taft Avenue, Pasay City with total floor area of 18,992.67 square meters.

7. **IHUB 9 Building –** Ihub 9 is a BPO building located in Northgate Cyberzone, FCC, Alabang, Muntinlupa City. Its total floor a 28,898.04 square meters.

8. **IHUB 10 Building –** Ihub 10 is also a BPO building building located in Northgate Cyberzone, FCC, Alabang, Muntinlupa City. Its total floor a 28,898.04 square meters.

9. **BPO Complex Cebu –** BPO Complex Cebu is located in Phase 1 Lahug, Cebu City, 14-storey commercial building for BPO with lot area of 45,428.07 square meters.

10. **Jazz Residencez Phase II –**Composed of Towers B & D, 30-storey condominium, on top of a 5-level shopping mall and parking basement. It is located along Jupiter Street, Bel-Air Makati. It has a total floor area of 65,106.91 square meters.

11. **My Place South Triangle Phase II –** My Place Phase II (Residential Tower C & D) is a 27-storey residential condominium located at South Triangle, Quezon City. Its total floor area is 96,513 square meters.

12. **Belle Grande Casino Phase II –** Expansion of the Belle Grande Entertainment Complex located in Macapagal Ave., Paranaque City with estimated 116,206.72 square meters.

13. **One World Place –** A 34-storey commercial building with floor area of 46,130.39 located in Fort Bonifacio, Taguig City.

14. **Dexterton –** A 15-storey commercial building with floor area of 12,769.43 square meters located in Fort Bonifacio, Taguig City.

15. **World Hotel & Residences –** A 38-storey hotel and condominium with total floor area of 44,011 square meters located in Makati City.

16. **Dep Ed School Buildings –** Megawide was commissioned by CMCI to construct the PPP of Department of Education in Region 3 and 4. Total number of classrooms to be constructed in Regions 3 and 4-A is 2,885 and 4,259, respectively.

17. **Camarin Project –** This is a10 five-storey medium rise buildings with land development located in Camarin Coloocan City. This is a low-cost housing project of National Housing Authority. Its total lot area is 3,823.98 square meters.

18. **University Tower 4 –** Located in P. Noval, Sampaloc, Manila, a 46-storey condominium with roof deck with estimated area of 43,320.21 square meters. This is another project of Prince Jun Development Corp.

19. **Dimensione –** 4-storey commercial building with area of 650 square meters.

20. **BPO- Araneta –** A 29-storey BPO building with three (3) basement parkings located in Araneta Center, Cubao, Quezon City and owned by the Araneta Group. It has a total lot area of 4,072.65 square meters.

21. **Shangrila Salcedo –**With a total floor area of 3,880 square meters, Shang Salcedo Place, a 68-storey residential building is located in Salcedo Village, Makati City, and has 715 residential units.

22. **Rockwell Business Center –** A 15-storey office building owned by Rockwell-Meralco BPO Venture, a joint venture between Rockwell Land Corp. and Manila Electric Company (MERALCO). The project is located in Meralco Compound, Ortigas Extension. This has a total leasable floor area of 30,287.91 square meters.

Major Customers

Megawide is currently servicing the majority of high-rise condominium projects in Metro Manila for several major local developers, primarily for its use of High Technology Building Systems, and quality workmanship. While Megawide is constantly invited to bid for major domestic high-rise building projects, it opts to focus on a selected clientele that provides synergy in business operations and better risk management. Approximately 64% of its Construction Order Book[1] for the past six years was repeat orders from existing customers.

SMDC

SMDC is the publicly-listed, property development firm of the SM Group. It launched twelve condominium projects in 2009 with a total land area of 707,861 square meters, and gross floor area of 2.0 million square meters. SMDC is Megawide's top customer for the past three years.

Belle Corporation

Belle Corporation is a publicly-listed company, and is a leading developer of high-end residential and leisure properties. The Belle group owns approximately 1,280 hectares of land.

Filinvest Land Incorporated

Filinvest Land, Inc. (FLI) is one of the leading real estate developers in the Philippines. FLI spun-off from Filinvest Development Corporation, the listed holding company for real estate business of the Gotianum family, which has more than 40 years of experience in real estate development.

Cyberzone Properties, Inc. (CPI)

Cyberzone Properties, Inc. is the subsidiary of Filinvest Development Corporation responsible for I.T. park development. CPI has awarded 3 of its projects to MCC in 2012 namely; IHUB 9 & 10 and FCC Cebu.

Prince Jun Development Corporation and Malate Bayview Development Corporation

Prince Jun Development Corporation and Malate Bayview Development Corporation are privately-held real estate companies that focus on residential condominiums located within or near the university belt areas in Metro Manila. It has two high-rise towers located in España, Manila, one commercial and residential condominium in Pedro Gil, Manila, and two high-rise condominiums in Malate, Manila.

[1] "Construction Order Book" refers to the value of construction contracts awarded to Megawide during a specified period.

Antel Land Holdings

Antel Land Holdings is a privately-owned company with over 2 Million square meters of land inventory. It is one of the leading upscale condominium developers in Metro Manila, with projects mostly located in the Makati and Ortigas central business districts and Manila.

Bellevue Group

The Bellevue Group is a privately-owned developer that caters to the hotel and tourism segment of the property market. It owns several hotel chains in the country.

Citicore-Megawide Consortium Inc. (CMCI) – The Department of Education awarded to CMCI the construction of its school buildings in Regions 3 and 4. The total number of classrooms to be constructed in Regions 3 and 4-A is 2,885 and 4,259, respectively.

Competitors in the Industry

EEI Corporation (EEI), and DMCI Construction (DMCI) are among Megawide's major competitors. Both have on-going residential condominium projects in Metro Manila. DMCI dominates domestic infrastructure, while EEI, a publicly listed company, concentrates on heavy industries projects.

The principal areas of competition are pricing, service and quality of construction. Megawide believes, however, that it has an advantage over its competitors in the high-rise residential condominium market because of its use of High Technology Building Systems, value-added engineering services, technical competence and innovative ability. Furthermore, unit prices of Megawide's projects are competitive with those of EEI's and DMCI's.

Competitive Strengths

Megawide believes that its principal strengths are the following:

1. Use of Modern and Advanced Building Technology
   - Megawide was the first to extensively utilize advanced, modern and comprehensive European building systems that reduce construction time and allow for quicker project turn-over.
   - Megawide employs Formwork Systems, purchased from German company, MEVA Schalungs-Systeme Gmbh, in its on-going projects. Formwork Systems are the temporary or permanent moulds, into which concrete or similar materials are poured into, to form the structural elements of a building. The traditional construction process utilizes timber or plywood formworks. For its projects, Megawide's Formwork Systems are 100% wood-free, all plastic facing. These are nailable like plywood, but maintain structural rigidity. These are also re-usable, putting an end to plywood wastage, and do not swell or shrink like plywood. Megawide utilizes the following Formwork Systems in its existing projects:
     - Slab Formworks
     - Wall Formworks
     - Column Formworks
     - Circular Formworks
     - Climbing Formworks

- Megawide also uses Pre-Cast Concrete Systems purchased from Finnish company, Elematic. The European Pre-Cast Concrete Systems which Megawide employs in its current projects, has the inherent advantages of:
  - Reducing cost
  - Shortening the construction period
  - Improving quality
  - Increasing project volume
  - Environment friendly
- The following table is a summary of the advantages of Megawide's High Technology Building Systems over traditional construction methods:

	Traditional Construction	**Megawide**	**Advantages**
Formworks	Plywood	Plastic face formworks	No swelling and shrinking Stable flexural rigidity Free from rippling and warping Quality in concrete pouring Fast cycle, simple assembly, early stripping, less manual labor employed Even surfaces Zero discoloration Fast on-site cleaning Zero waste Reusable
	Coco lumber	Aluminum & Steel Scaffoldings	More stable and robust Longer lifespan Easy assembly lock and formwork clamp
Pre-Cast Concrete	Concrete Hollow Blocks	Pre-cast walls	Precise, smooth and even curing, high quality, energy saving and ecological
	Traditional Concrete Beams, Columns, Slabs	Pre-cast beams, columns, slabs	Savings in steel and partition wall materials, extra long spans for design flexibility, accurate dimensions and strand locations for less work-on site

2. Strong Research & Development Focus
   - Megawide has established a Research and Development Team composed of the Chief Operating Officer, the Vice President for Operation, the Precast Manager and the Planning and Technical Manager, to continuously adapt and respond to new inventions and standards in construction. It is constantly working with international consultants for value engineering design abilities to achieve more cost efficient building structures and to maximum space utilization.

3. Strong Brand Name and Proven Track Record
   - Megawide has a well-established reputation in the construction industry for its excellent project execution and customer service. It has a proven track record of

efficient operations, having successfully completed numerous low-rise to high-rise condominiums and industrial buildings.

4. Organizational Capability and Flexibility
    - Megawide has a lean organizational structure that is flexible, responsive and adapts to market changes. It has a diverse work force of young, dynamic, committed and highly effective personnel and experienced and well-trained professionals. It also has a disciplined and responsible management team that has effectively surpassed challenging business situations.

5. Financial Strength and Ability to Raise Financing at Competitive Costs
    - Megawide believes it has a strong balance sheet. As a result, it has the ability to secure clean loans at competitive costs.

6. AAA Contractor's License
    - Megawide has an AAA Contractor's License from the Philippine Contractors Accreditation Board (PCAB). This is the highest classification and category for a construction company, which qualifies Megawide to participate in large infrastructure projects such as highways, roads, bridges, piers and airports.

7. Young, Modern and Branded Fleet of Building Equipment
    - Megawide owns and maintains a young, modern and branded fleet of tower cranes and earthmoving equipment to ensure maximum efficiency and minimum down time during construction.

Suppliers

Megawide sources its raw materials, primarily steel, cement and aggregates from external suppliers who are reliable and known in the construction industry. In selecting its suppliers, it considers quality, pricing, and efficient delivery of raw materials. It also does not depend on one or a limited number of suppliers for raw materials and none of its major suppliers are its affiliates. Suppliers usually give Megawide a 60-90 day payment period. Below is a list of Megawide's major third party independent suppliers:

Name of Supplier	Raw Material Supplied
Phases Electrical Contractor	Subcontractor of MEPF
Steel Asia Manufacturing Corp.	Steel
Megapipe Builders Inc	Subcontractor of MEPF
Tonaeki Industrial Corp.	Construction equipment
Seapac Philippines, Inc.	Subcontractor of aluminium works
Premier Ready Mix Incorporated	Concrete, cement
Eagle Cement Corporation	Cement
Lafarge Cement	Cement
Deeconcrete Inc.	Concrete, cement
Comanchesteel Corporation	Steel
United Colourtech Contractors	Subcontractor of painting works
Liebherr Export AG	Batching plant equipment

In order to mitigate the risk of price volatility in raw materials for its projects, Megawide, upon contract award, immediately purchases major materials such as steel and concrete for the entire project. All purchases are done centrally, at Megawide's head office, for all project site requirements.

Quality Control

Megawide's General Specifications of work quality are in accordance with the ASTM, ANSI or CSI. The general specifications can be modified based on local conditions, policies, available materials, local regulations and other special circumstances. In addition to on-site inspections, as a standard procedure, concrete samples are tested by specialized laboratories to ensure compliance with ASTM, ANSI and CSI specifications.

Intellectual Property

Megawide does not believe that its operations are dependent on any patent, trademark, copyright, license, franchise, concession or royalty agreement.

Research and Development

Megawide has formed a Research & Development Team composed of the Chief Operating Officer, the Vice President for Operation, the Precast Manager and the Planning and Technical Manager, to continuously adapt and respond to new inventions, standards and quality assurance in construction. It is also constantly working with international consultants for value engineering to achieve more cost efficient building structures and maximum space utilization. Although it engages in research and development activities, the expenses incurred by Megawide in connection with these activities are not material.

Government Approval and Permits

Megawide believes that it is in compliance with local and national tax laws and regulations and it shall continue to be so by paying all taxes, including income tax, withholding tax, real property tax and such other taxes that are assessed against it and which Megawide believes to be due.

Employees

As of December 31, 2013, Megawide had 1,916 employees.

Division	Total
Operations	202
Head Office	1,714
Total	**1,916**

Megawide will continue to hire qualified and competent employees for the next twelve months for its on-going projects.

Megawide is not unionized. The relationship and cooperation between the management and staff has been good and is expected to remain so in the future. There has not been any incidence of work stoppages or labor disputes in the past. There is no existing collective bargaining agreement between Megawide and its employees. Megawide complies with the minimum wage and employment benefits standards pursuant to Philippine law. It adopts an incentive system that rewards and recognizes the employees who excel in their respective fields to foster the harmonious relationship between management and the employees.

Megawide has a retirement plan which provides a retirement benefit equal to 22.5 days pay for every year of credited service in accordance with Republic Act No. 7641 or the Retirement Pay Law. On July 19, 2010, its Board of Directors resolved to establish a non-contributory retirement fund for its officers and employees and appointed the fund's board of trustees. Megawide is currently in the midst of partially funding the retirement fund.

No single person is expected to make a significant contribution to the business since Megawide considers the collective efforts of all its employees as instrumental to the overall success its performance.

Edgar Saavedra, the President and COO, and Michael Cosiquien, the Chairman and CEO are central figures in the operations of Megawide and are currently the key decision makers. However, Megawide is continuously hiring experts to further strengthen and professionalize its organizational and management structure. Megawide continues to bolster its management positions in order to spread out responsibilities. It also provides various training programs for its employees to maintain competitiveness and efficiency.

Business Risks

Below is a discussion of the major risks involved in the business of Megawide.

1. Megawide is exposed to risks associated with the Philippine property market, including potential construction contract cancellations.

   Megawide's business is highly dependent on the ability of Philippine real estate developers to market, sell and dispose of condominium units to potential customers. In the event of a weak property market, developers may hold and/or cancel construction contracts and orders. Megawide seeks to minimize the possible effects of a weak property market by gradually diversifying into mid-rise Affordable Housing and socialized housing and infrastructure projects.

2. Significant competition in the construction industry could adversely affect Megawide's business.

   Megawide believes that it has a competitive advantage over other construction companies due to its use of High Technology Building Systems, high quality construction equipment, value-added engineering services, technical competence, and innovative ability. Furthermore, its use of High Technology Building Systems has allowed it to price its projects competitively.

3. Megawide currently contracts with a limited number of developers, subjecting it to concentration risk.

   For the past three years, SMDC has been Megawide's top customer, representing approximately 38% of its Construction Order Book. Megawide's business, financial condition and results of operations may however, be affected, should SMDC significantly reduce the number of new developments or should SMDC decide to contract with another construction company. To mitigate this risk, Megawide intends to broaden its client base by entering into contracts with other reputable real estate developers that meet its selection criteria. It also continuously performs research and development of new construction and building methodology to keep its competitive edge thereby attracting new clients. Megawide has also been successful in maintaining relationships it has built with its existing roster of developer clients. It also adopts strict quality control measures to ensure that clients are satisfied with the quality of Megawide's output.

4. Megawide is exposed to credit risk on its receivables from construction contracts.

   For on-going projects, Megawide is exposed to credit risk if project owners are unable to fully settle the unpaid balance of receivables under construction contracts, and other claims owed to Megawide. Credit risk is managed in accordance with Megawide's credit risk policy, which requires the evaluation of the creditworthiness of each project owner. Megawide can also resort to enforce its contractor's lien over the project with varying degrees of effectiveness. Under Article 2242 (3) of the Civil Code of the Philippines, a contractor's lien is the claim of a contractor engaged in the construction, reconstruction or repair of buildings, canals or other works, upon said buildings, canals or other works.

5. The volatility in the price of construction materials could affect Megawide's profitability.

   Megawide employs a hedging program and facilities with a number of its suppliers to help mitigate the risk of price volatility. It enters into fixed purchase contracts with its suppliers, immediately upon award of contracts, which fix the unit cost of the materials. These contracts typically range from 6 months to 1 year. No price escalation is charged until the estimated quantities have been delivered within the agreed period.

6. Megawide's reputation will be adversely affected if its projects are not completed on time, or if projects do not meet customer requirements.

   Megawide has a proven track record with years of experience in the construction industry. It has a group of well-trained and experienced technical managers that implement measures to maintain project progress, schedules and quality. In addition, contracts with suppliers and subcontractors contain warranties for quality and requirements for timely completion. These warranties are typically covered by a guarantee bond, surety bond or performance bond.

7. Megawide may be exposed to liquidity risk from delayed payments of progress billings.

   Megawide believes that it has a solid financial background and has established credit lines with several financial institutions from which it is able to easily obtain loans to finance its working capital requirements.

8. The availability of construction materials may affect Megawide's projects.

   The principal raw materials utilized by Megawide in its projects are cement and steel, which are both readily available in the market from a number of sources, including Steel Asia Manufacturing Corporation and Pag-asa Steel Corporation. Megawide also diversifies its sources of these raw materials so that it is not dependent on one or a limited number of suppliers.

9. Megawide is reliant on its High Technology Building Systems to maintain its competitive advantage over other contractors.

   Megawide does not have an exclusivity contract with any of its technology and equipment suppliers. As such, competitors may opt to and will be able to purchase the same technology and equipment from Megawide's suppliers. However, although its competitors may purchase similar technology, Megawide has an advantage as it already has at least 9 years of experience in utilizing said High Technology Building Systems. New users of the High Technology Building Systems will need time to learn and adapt to the change in construction processes. New users should also have significant project volumes in order to realize a return on its investment and to bring down construction cost. To ensure that Megawide maintains its technological advantage, Megawide has established a Research and Development Team to continuously adapt and respond to new inventions and standards in construction.

10. Megawide is exposed to the risk of industrial or labor disputes.

    Megawide has maintained a harmonious relationship between management and staff. It provides employee benefits and complies with labor standards. It is not unionized and there has not been any incidence of work stoppages or labor disputes. It also highly mechanized, and is therefore not dependent on manual labor for its production and structural works.

11. Risk on the separation of key employees

    To mitigate this risk, Megawide gives attractive compensation packages that consist of: (1) basic wages; (2) allowance for project employees, depending on the position of the project employee; (3) project completion bonus for project employees; and (4) performance bonus for project employees occupying key positions such as project managers and assistant project managers, depending on the position of the project employee. It has also entered into employment agreements with its key employees containing a "non-compete" clause, which prevents these key personnel from moving to its competitors.

12. Injuries or damages to third parties could arise from construction accidents.

    Megawide adopts the European Standard on Safety Scaffoldings. Under this standard, safety scaffoldings are built in accordance with the British Standard (BS 5973), which sets out performance requirements for working scaffolds and permissible stress design method. The working scaffold provides a safe workplace with safe access suitable for the work being done. Megawide utilizes German Scaffoldings such as MEVA Automatic Climbing Scaffold, Shoring Tower and other Folding Scaffolds, which were built in accordance with BS 5973. It also strictly implements wearing of proper full body protection gear in accordance with the Zero Accident Safety Program. The program is adopted in all job sites to prevent worker injury under a "Zero Injury" or "Accident" program, which means that accidents or serious injuries to workers can be successfully prevented. Moreover, as part of the project safety program, a Safety Engineer is assigned to each construction site to ensure employee awareness.

13. A slowdown in the Philippine economy could adversely affect Megawide.

This risk is beyond the control of Megawide.

14. Political or social instability could adversely affect the financial results of Megawide.

    This risk is beyond the control of Megawide.

15. Megawide is required to obtain various licenses for its construction business.

    The revocation or non-renewal of these permits and licenses may have a material adverse effect on Megawide's operations. To avoid work stoppage or disruption, Megawide ensures that it is always compliant with the necessary permits required by various licensing authorities.

16. Foreign Exchange Controls

    Any foreign exchange controls that may be imposed by the Government could materially and adversely affect Megawide's ability to obtain machinery and equipment from abroad, which could affect its financial condition and results of operations.

17. Occurrence of Natural Catastrophes or Blackouts

    Natural catastrophes may disrupt Megawide's ability to deliver its services and impair the economic conditions in the affected areas, as well as the overall Philippine economy. The Philippines has also experienced power outages from power generation shortages and transmission problems, and from disruptions such as typhoons and floods. These types of events may materially disrupt and adversely affect Megawide's business and operations. Prospective investors cannot be assured that the insurance coverage maintained by Megawide will adequately compensate it for all damages and economic losses resulting from natural catastrophes or blackouts, including possible business interruptions.

Item 2. Properties

Megawide owns a 1.0294-hectare property located at Taytay, Rizal which is being used as an equipment stockyard for such items as tower cranes, backhoes and other earthmoving equipment. The same was acquired by Megawide for P21 Million. Megawide owns this property and all its construction equipment such as tower cranes and other earthmoving equipment, free of any mortgage, lien or encumbrance. There are no limitations on Megawide's ownership or usage over this property.

In 2012, Megawide has acquired land in Ortigas Extension, Barangay San Isidro, Taytay Rizal with lot area of 4,167 square meters for P100 million. Another lot was purchased in Taytay, adjacent to Megawide's precast plant with lot area of 16,040 square meters for P30 million. Megawide owns this property free of any mortgage, lien or encumbrance. There are no limitations on Megawide's ownership or usage over this property.

In 2013, Megawide has a total additional land acquisition amounting to P67 million in Taytay Rizal in relation to the Precast Plant expansion. The property is free of any attachments and limitations on ownership and usage.

Megawide invests heavily on new tower cranes and earthmoving equipment to ensure maximum efficiency and minimum down time during construction. As of December 31, 2013, these include tower cranes, heavy equipment, trucks and service vehicles.

Leased Properties

On September 2011, Megawide transferred all its operations to the Megawide Corporate Tower located at 20 N. Domingo St., Barangay Valencia, Quezon City. The lot where its corporate office was constructed is leased from Megapolitan Realty and Development Corporation (Megapolitan) for a monthly rental of P100,000 with a term of 5 years, or until January 31, 2016, and renewable for another 5 years upon mutual agreement.

In addition to the foregoing office spaces, Megawide also leases properties needed for its operations such as the lease agreement with:

1. SMDC for the lease of a 16,614 sqm. parcel of land located at the Mall of Asia Complex to be used as the staging area for the construction of the Sea Residences. The lease is for one (1) year, which will expire on April 25, 2011, with a monthly rental of P581,490.00. The lease was renewed for another twelve (12) months commencing on April 26, 2011 and ended on January 25, 2013. The renewal included, among others the increase in the area of leased premises from 15,614sqm to 33,333 sqm and monthly rental from P581,490.00 to P1,329,120.00.

2. Megapolitan on January 1, 2010 for the lease of a 1,225.61 square feet lot at Edison corner Dian Streets, Makati City for its motor pool for a term of two (2) years, or until December 31, 2012. Megawide pays a monthly rental of P28,622.50. The lease was extended from December 31, 2012 to January 5, 2014; and

3. Megapolitan on January 1, 2010 for the lease of a warehouse located at Brgy. Tagpos, Binangonan, Rizal for a term of two (2) years, or until December 31, 2012. Megawide pays a monthly rental of P28,622. The lease was extended from December 31, 2012 to January 5, 2015 with a 7% escalation.

At no cost, Megawide also leases the land where its precast manufacturing plant is built from Altria East Land, Inc. (Altria). It also leased an office space from Philwide Construction and Development Corporation (Philwide). Megawide pays a rental of P1,000.

Megawide also entered into sale and leaseback transactions with BDO Leasing & Finance Corporation for certain construction and transportation equipment that resulted in a finance lease.

As of December 31, 2013, the carrying amount of construction equipment held under finance lease amounted to P485.80 million. A list of the properties covered by finance lease is attached as Annex “A.” Outstanding liabilities for these transactions amounted to P247.70 Million.

Item 3. Legal Proceedings

There are no pending legal proceedings against Megawide and its management that will have immediate material effect on its financial position and operating results.

Item 4. Submission of Matters to a Vote of Security Holders

There were no matters submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

PART II - OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Issuer's Common Equity and Related Stockholder Matters

Market Price of and Dividends on Registrant's Common Equity and Related Stockholder Matters

Market Information

Megawide's common equity was registered with the SEC on February 4, 2011 and listed in the PSE on February 18, 2011. Megawide offered 292 Million common shares of stock (Offer Shares) to the public from February 7-11, 2011 at the price of P7.84 per share. The Offer Shares represent approximately 34% of Megawide's issued and outstanding capital stock of 857,000,002 shares immediately after the completion of the offer.

Since Megawide's common equity was listed only on February 18, 2011, only the information on the high and low sales prices for each quarter in 2012 and 2013 could be provided:

2012	High	High (adjusted)	Low	Low (adjusted)
First Quarter (Jan. – Mar.)	14.96		8.60	
Second Quarter (April – June)	18.10		13.90	
Third Quarter (July – Sept.)	17.48		15.80	
Fourth Quarter (Oct. – Dec.)	18.52		13.54	
2013				
First Quarter (Jan. – Mar.)	18.80		16.80	
Second Quarter (April – June)	24.20	18.62	17.20	13.23
Third Quarter (July – Sept.)	21.10	16.50	12.40	12.40
Fourth Quarter (Oct. – Dec.)	14.70	14.70	10.10	10.10
2014				
First Quarter (Jan. – Mar.)	14.00	14.00	11.46	11.46

The closing price per share of Megawide's common shares as of March 31, 2014 was P11.92.

Holders

As of March 31, 2014, there are 1,649,426,127 common shares outstanding registered in the name of the following:

Stockholder	Number of Common Shares Held	Percentage of Total Shares (%)
1. Citicore Holdings Investment, Inc.	936,933,735	56.804
2. PCD Nominee Corporation (Filipino)	308,504,597	18.704
3. Sybase Equity Investments Corporation	253,500,000	15.369
4. PCD Nominee Corporation (Non-Filipino)	115,651,107	7.012
5. Suyen Corporation	29,770,000	1.805
6. Ellie Chan	2,431,765	0.147
7. Geoffred Deetan	1,215,883	0.074
8. Dennis Bryan Ty	1,215,883	0.074
9. John I. Bautista, Jr.	109,850	0.007
10. Regina Capital Dev. Corp. 000351	50,700	0.003
11. Grace Q. Bay	10,478	0.001
12. Pacifico C. Silla &/Or Catherine M. Silla &/Or Alexander M.	6,500	Nil
13. Pacifico Silla &/Or Marie Paz Silla Sagum &/Or Nathaniel Si	6,500	Nil
14. Joyce M. Briones	5,408	Nil
15. Bernarda P. Torres	5,200	Nil
16. Frederick E. Ferraris &/Or Ester E. Ferraris	3,900	Nil
17. Gaudencio C. Cabingan	3,250	Nil
18. Agnes H. Cabingan	500	Nil
19. Julius Victor Emmanuel D. Sanvictores	260	Nil
20. Guillermo F. Gili, Jr.	169	Nil
21. Florentino A. Tuason, Jr.	169	Nil
22. Yolanda M. Dela Cruz or Emilio M. Dela Cruz	130	Nil
23. Hector A. Sanvictores	130	Nil
24. Owen Nathaniel S. Au ITF: Li Marcus Au	13	Nil
Total	**1,649,426,127**	**100**
Shares owned by foreigners	**115,651,107**	**7.0016**

The beneficial owners of the shares registered in the name of the PCD Nominee Corporation are PCD's participants who hold the shares on behalf of their clients, including the top 20 shareholders. The list of the PCD participants is attached as Annex "B."

Dividends

The Board of Directors approved the declaration of cash dividends in the amount of P0.13 per share or total of P150,024,528.20 on June 26, 2012, respectively. The stock dividends were paid on August 15, 2012 to stockholders of record as of July 20, 2012.

On June 26, 2012, the Board of Directors discussed a plan to establish a dividend policy of declaring annual cash and/or stock dividends ranging from payout ratio of 10 to 20 per cent subject to available unrestricted retained earnings, corporate expansion projects, planned capital expenditures and other needs for special allocation.

On June 26, 2013, the Board of Directors adopted a dividend policy of declaring annual cash dividends equivalent to 20% of the prior year income, subject to contractual obligations.

Under the Corporation Code of the Philippines, Megawide's Board of Directors is authorized to declare cash, property stock dividends or a combination thereof. Cash and property dividend declarations require the approval of the Board and no shareholder approval is necessary. A stock dividend declaration requires the approval of the Board and shareholders representing at least 2/3 of Megawide's outstanding capital stock. Such approval may be given at a general or special meeting duly called for such purpose. Holders of outstanding shares on a dividend record date for such shares will be entitled to the full dividend declared without regard to any subsequent transfer of shares. Under the Corporation Code, Megawide may not make any distribution of dividends other than out of its unrestricted retained earnings.

Recent Sales of Unregistered or Exempt Securities

Megawide made the following issuances of shares of stock:

- On August 14, 2013, Megawide issued stock dividends amounting to P380,636,801.00 to shareholders.
- On May 15, 2013, Megawide issued shares of stock amounting to P35,959,523.00 from its authorized capital stock to Citicore, Geoffred Deetan, Ellie Chan and Dennis Bryan Ty.
- On May 24, 2013, Megawide issued shares amounting to P118,729,800 to Citicore pursuant to a Placing Agreement with Citicore, CLSA Limited and First Metro Investments Corporation.
- On November 10, 2011, Megawide issued stock dividends amounting to P257,100,001.00 to the shareholders.
- Megawide issued corporate notes amounting to P250 Million on August 1, 2011, P250 Million on August 19, 2011, P150 Million on September 12, 2011 and P250 Million on December 28, 2011 to BDO Private and on October 14, 2011 amounting to P100 Million to SSS.

The foregoing issuances are exempt transactions under Section 10.1 (d), (i), (k) of the SRC, for which no notice or request for exemption is required. Megawide, however, filed a Notice of Exempt Transaction with the SEC on the following dates:

- October 21, 2011 - in relation to the stock dividends paid on November 10, 2011
- August 1, 2013 – in relation to the stock dividends paid on August 14, 2013
- February 13, 2014 - in relation to the issuance of shares on May 21, 2013
- February 17, 2014 - in relation to the issuance of shares on May 15, 2013

The shares were not publicly offered and no underwriter was engaged for purposes of the issuance of the shares. There were also no underwriting discounts or commissions since there were no underwriters engaged.

Item 6. Management's Discussion and Analysis or Plan of Operation

Review of results for the year ended December 31, 2013 as compared with the results for the year ended December 31, 2012

Results of Operations

Revenues and Cost of Construction

Megawide recorded gross revenues of P10.88 billion in 2013. There is an increase of 33% or P2.68 billion compared to revenue booked in 2012 amounting to P8.20 billion. The bulk of the increase is due to the accomplishment of the Company's PPP school infrastructure project of Department of Education in 2013.

Cost of construction is P9.10 billion and P6.81 billion in 2013 and 2012, respectively. There is an increase of 33.60% or P2.29 billion in 2013.

Operating expenses increased by 22.51% or P62.10 million due to the growing operation of the Company. Operating expenses is P338 million and P276 million in 2013 and 2012, respectively.

Review of financial condition as of December 31, 2013 as compared with financial condition as of December 31, 2012

As of the end of 2013, total assets stood at P21.50 billion, 79% higher than its value of P12.04 billion as of the end of 2012.

Current assets grew by 112% or P8.84 billion due to the following:

Cash and cash equivalents increased by 987% or P2.07 billion because of the short-term placements amounting to P700 million with a 14 to 19 day-term that the Company procured before the year ends.

Financial assets at fair value through profit or loss increased by 191% or P3.82 billion because proceeds of the corporate notes issued in February 2013 and new shares issued in May 2013 were invested in short-term placements.

Construction materials increased by 402% or P271 million due to voluminous purchases of construction materials required by projects especially for PPP school infrastructure project of the Department of Education.

Cost in excess of billings increased by 112% or P1.18 billion because of cost of construction already incurred but not yet billed towards the end of the year.

Other current assets also increased by 74% or P829 million due to the increased in advances to suppliers for new projects including the PPP school infrastructure of Department of Education.

Trade and other receivables increased by 19% or P669 million due to the billings in December that were subsequently collected in early 2014 and increase in retention receivable which is 10% of progress billings that were withheld by customers.

Non-current assets grew by 15% due mainly to:

Increase in property and equipment by 15% or P555 million because of the expansion of batching plant in Taguig, acquisition of mobile mixers and construction equipment.

Increase in investment in associate by 35% or P51 million due to the additional investment in CMCI in 2013.

Increase in other non-current asset by 27% or P41 million due to deferred input vat on purchases of capital asset and increase in intangible asset. Intangible asset represents the cost of the computer license software of the Company.

Deferred tax assets decreased by 35% or P22 because of the tax effect of the reversal of allowance for doubtful accounts.

As of the end of 2013, total liabilities registered an increase of 78%, from P7.27 billion as of 2012 to P12.96 billion at the end of 2013.

Current liabilities increased by 30% or P1.82 billion due to:

Interest-bearing loans and borrowings – current increased by 17% or P356 million due to additional short-term loans availed by the Company for working capital. Bank loans interest rate ranges from 2.75% to 3.00%. Portion of the non-current finance lease is reclassified to current potion that also contributed to the increase of this account.

Advances from customers increased by 42% or P294 million due to the downpayments received from Shangrila, Rockwell and BPO Araneta projects.

Billings in excess of costs on uncompleted contracts – net increased by 89% or P1.09 billion because of higher net revenue derived from new projects because of lesser costs that are incurred during the structural phase of the project compared with the finishing phase of the project.

Increase in trade and other payables increased by 4% or P77 million due to increase in retention payable. Retention payable is paid to subcontractors upon completion of work commissioned to them.

As of the end of 2013, total equity registered an increase of 79%, from P4.77 billion as of 2012 to P8.54 billion at the end of 2013.

Capital stock increased by 48% or P535 million due to additional issuance of shares and declaration of stock dividend in 2013

Addition paid-in-capital increased by 114% or P2.24 billion because of the issuance of additional shares in 2013 at a price higher than par value.

Financial Condition

Material Changes in Megawide's Audited Income Statement for the year ended December 31, 2013 compared to the Audited Income Statement for the year ended December 31, 2012 (increase/decrease of 5% or more)

	2013	2012 (As Restated - see Note 2)	Movement	%
CONTRACT REVENUES	**P 10,880,437,252**	P 8,204,809,853	P 2,675,627,399	33%
CONTRACT COSTS	**9,099,307,940**	6,811,343,528	2,287,964,412	34%
GROSS PROFIT	**1,781,129,312**	1,393,466,325	387,662,987	28%
OTHER OPERATING EXPENSES	**338,337,999**	276,176,508	62,161,491	23%
OPERATING PROFIT	**1,442,791,313**	1,117,289,817	325,501,496	29%
OTHER INCOME (CHARGES)				
Finance costs	**(421,151,138)**	(235,063,967)	186,087,171	-79%
Finance income	**459,041,037**	236,833,914	222,207,123	94%
Others - net	**46,896,529**	37,977,894	8,918,635	23%
	84,786,428	39,747,841	45,038,587	113%
PROFIT BEFORE TAX	**1,527,577,741**	1,157,037,658	370,540,083	32%
TAX EXPENSE	**131,944,316**	144,470,987	(12,526,671)	-9%
NET PROFIT	**1,395,633,425**	**1,012,566,672**	**383,066,754**	

- 33% increase in contract revenue or P2.68 billion
  Increase in contract revenue arising from accomplishment of PPP school infrastructure project of the Department of Education

- 33.60% increase in Contract Costs or P2.29 billion
  Increase in contract cost is directly related to the increase in contract revenue

- 22.51% increase in Operating Expenses or P62 million
  Increase in salaries and wages by P15 million because of the increase in manpower to support the growing operation of the Company.

  Taxes and licenses increased by P13 million due to DST on short-term loans, DST on issuance of new shares of the Company and DST on stock dividend.

  Professional fees increased by P9 million due to availment of professional services in arranging the requirements of the PPP school infrastructure project of the Department of Education and other public and private biddings that the Company has participated.

- 94% increase in Finance Income or P222 million
  Increase is due to gain on sale of RTB and interest income on short-term investments

- 79% increase in Finance Costs or P186 million
  Increase is due to interest on corporate note and issuance cost of corporate note

- 23% increase in Other Income or P9 million
  Increase is due to gain on sale of fixes assets and amortization of deferred gain on sale and leaseback

- 9% decrease in Income Tax or P12 million
  Decrease is due to the tax effect of the write-off of allowance for doubtful accounts which is a deductible expense per income tax computation. The company also availed its income tax holiday based on its registered activities.

- 38% increase in Net Income or P383 million
  Increase in contract revenues, operating efficiency and other income

Material Changes in Megawide's Audited Balance Sheet as of December 31, 2013 compared to the Audited Balance Sheet as of December 31, 2012 (increase/decrease of 5% or more)

	2013	2012 (As Restated - see Note 2)	Movement	%
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	**P 2,276,033,774**	P 209,299,011	P 2,066,734,763	987%
Financial assets at fair value through profit or loss	**5,824,274,558**	2,004,222,518	3,820,052,040	191%
Trade and other receivables - net	**4,102,937,463**	3,433,591,679	669,345,784	19%
Construction materials	**339,632,753**	67,722,317	271,910,436	402%
Cost in excess of billings on uncompleted contracts	**2,244,616,767**	1,060,186,176	1,184,430,591	112%
Other current assets	**1,954,824,815**	1,125,527,903	829,296,912	74%
Total Current Assets	**16,742,320,130**	7,900,549,604	8,841,770,526	112%
NON-CURRENT ASSETS				
Investment in an associate	**196,268,564**	145,495,124	50,773,440	35%
Property, plant and equipment - net	**4,330,697,120**	3,775,259,228	555,437,892	15%
Deferred tax assets	**41,366,847**	64,122,676	(22,755,829)	-35%
Other non-current assets	**192,344,521**	151,050,092	41,294,429	27%
Total Non-current Assets	**4,760,677,052**	4,135,927,120	624,749,932	15%
TOTAL ASSETS	**P 21,502,997,182**	P 12,036,476,724	P 9,466,520,458	79%
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Interest-bearing loans and borrowings	**P 2,432,443,752**	P 2,075,625,432	P 356,818,320	17%
Trade and other payables	**2,024,476,795**	1,947,557,599	76,919,196	4%
Income tax payable	-	3,701,228	(3,701,228)	-100%
Advances from customers	**987,842,320**	693,478,144	294,364,176	42%
Billings in excess of costs on uncompleted contracts	**2,317,861,428**	1,223,314,186	1,094,547,242	89%
Other current liabilities	**52,613,352**	51,437,639	1,175,713	2%
Total Current Liabilities	**7,815,237,647**	5,995,114,228	1,820,123,419	30%
NON-CURRENT LIABILITIES				
Interest-bearing loans and borrowings	**5,032,932,033**	1,194,444,128	3,838,487,905	321%
Post-employment defined benefit obligation	**110,366,827**	50,855,869	59,510,958	117%
Other non-current liability	**3,450,440**	24,682,842	(21,232,402)	-86%
Total Non-current Liabilities	**5,146,749,300**	1,269,982,839	3,876,766,461	305%
Total Liabilities	**12,961,986,947**	7,265,097,067	5,696,889,880	78%
EQUITY				
Capital stock	**1,649,426,127**	1,114,100,003	535,326,124	48%
Additional paid-in capital	**4,207,276,193**	1,961,729,696	2,245,546,497	114%
Revaluation reserve	**(36,064,872)**	(9,826,206)	(26,238,666)	267%
Retained earnings	**2,720,372,788**	1,705,376,164	1,014,996,624	60%
Total Equity	**8,541,010,235**	4,771,379,657	3,769,630,579	79%
TOTAL LIABILITIES AND EQUITY	**P 21,502,997,182**	P 12,036,476,724	P 9,466,520,459	79%

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- Cash and cash equivalents increased by 987% or P2.07 billion because of a 14 to 90 days short-term placements amounting to P700 million that the Company procured before the year ends.

- Financial assets at fair value through profit or loss increased by 191% or P3.82 billion because proceeds of the corporate notes issued in February 2013 and new shares issued in May 2013 were invested in short-term placements

- Construction materials increased by 402% or P272 million due to voluminous purchases of construction materials required by projects especially for PPP school infrastructure project of the Department of Education.

- Cost in excess of billings increased by 112% or P1.18 billion because of cost of construction already incurred but not yet billed towards the end of the year

- Other current assets also increased by 74% or P829 million due to the increased in advances to suppliers for new projects including the PPP school infrastructure of Department of Education.

- Trade and other receivables increased by 19% or P669 million due to the billings in December that were subsequently collected in early 2014 and increase in retention receivable which is 10% of progress billings that were withheld by customers.

- Increase in property and equipment by 15% or P555 million because of the expansion of batching plant in Taguig, acquisition of mobile mixers and construction equipment.

- Increase in investment in associate by 35% or P51 million due to the additional investment in CMCI in 2013

- Increase in other non-current asset by 27% or P41 million due to deferred input vat on purchases of capital asset and increase in intangible asset. Intangible asset represents the cost of the computer license software of the Company.

- Deferred tax assets decreased by 35% or P23 because of the tax effect of the reversal of allowance for doubtful accounts.

- Interest-bearing loans and borrowings – current increased by 17% or P356 million due to net availments of short-term loans by the Company for working capital. Bank loans interest rate ranges from 2.75% to 3.00%.

- Advances from customers increased by 42% or P294 million due to the downpayments received from Shangrila, Rockwell and BPO Araneta projects.

- Billings in excess of costs on uncompleted contracts – net increased by 89% or P1.09 billion because of higher net revenue derived from new projects because of lesser costs are incurred during the structural phase of the project compared with the MEPF and finishing phase of the project

- Interest-bearing loans and borrowings – noncurrent increased by 321% or P3.83 billion due to the issuance of corporate notes of the Company. Interest rate ranges from 5.47% to 5.68%.

- Post-employment benefits increased by 117% or P59 million as a result of the amendments in PAS 19 mandating the outright recognition of unrecognized actuarial loss instead of deducting it from present value of the obligation.

- Other non-current liability decreased by 86% or P21 million as a result of the reclassification of non-current finance lease to current that are due in 2014.

- Capital stock increased by 48% or P535 million due to additional issuance of shares and declaration of stock dividend in 2013

- Addition paid-in-capital increased by 114% or P2.24 billion because of the issuance of additional shares in 2013 at a price higher than par value. Par value of shares is P1.00.

- Retained earnings increased by 79% or P988 million due to net income earned in 2013.

Review of results for the year ended December 31, 2012 as compared with the results for the year ended December 31, 2011

Results of Operations

Revenues and Cost of Construction

Megawide recorded a gross revenue of P8.20 billion in 2012. There is an increase of 6% compared to revenues booked for the same period in 2011 amounting to P7.74 billion. The increase in contract revenues and its corresponding costs is mainly due to the following new projects: Studio City and Studio Zen of Filinvest Land, Inc., Jazz Phase 2 of SMDC, BPO Buildings of Cyberzone Properties Inc. and Department of Education School Buildings. Total revenue generated from these projects amounted to P2.50 billion at the end of 2012. Operating efficiency improved significantly in 2012 due to better control on construction expenses. As a result, net income increased to P1 billion from P750 million it earned during the same period in 2011.

Review of financial condition as of December 31, 2012 as compared with financial condition as of December 31, 2012

Financial Condition

As of the end of 2012, total assets stood at P12 billion, 45% higher than P8.28 billion as of the end of 2011 due to the following:

Current assets grew *by 32% due to:*

Increase in short-term investments by 158% because Megawide invested its cash in short-term money market products that significantly contributed to the decrease in cash and cash equivalents.

Increase in trade and other receivables by 41% or P994 million because of the increase in accounts receivables by P1 billion.

Cost in excess of billing also increased by P613 million because of unbilled cost not yet billed as of December 31, 2012 for some projects.

Other current assets increased by 58% due to increase in advances to suppliers by P318 million in 2012. Advance payments represent downpayment to supplier and subcontractors. Input VAT increased by P94 million due to voluminous purchases of construction materials (local and imported) in 2012.

Non-current assets grew by 80% due to:

Increase in property and equipment 73% or P1.59 billion as a result of the additions of newly acquired precast plant and machineries and construction equipment to support the existing and new projects of Megawide.

Other non-current assets increased by 66% or P60 million due deferred input tax on purchases of capital asset.

Megawide formed CMCI with its parent company CHI and contributed P145 million which is equivalent to 10% ownership of the joint venture. The investment represents that total investment in subsidiary and associate.

Total liabilities registered an increase of 66% or P2.89 billion due to the following:

Increase in interest-bearing loans by 96% or as a result of additional short-term bank loans for working capital use.

Increase in accounts payable by P421 million which is correlated to the increase on purchases of construction materials and services in 2012.

Increase in retention payable by P337 million also caused the increase in payables.

Increase in billing in excess of cost by 22% or P229 million due to higher billings than actual work done for some projects.

Advances from customers decreased by 14% or P111 million due to recoupment of advances in each billing made to customers.

Material Changes in Megawide's Audited Income Statement for the year ended December 31, 2012 compared to the Audited Income Statement for the year ended December 31, 2011 (increase/decrease of 5% or more)

	2012	2011	Movement	%
CONTRACT REVENUES	**P 8,204,809,853**	P 7,742,125,100	P 462,684,753	6%
CONTRACT COSTS	**6,811,343,528**	6,642,020,589	169,322,939	3%
GROSS PROFIT	**1,393,466,325**	1,100,104,511	293,361,814	27%
OTHER OPERATING EXPENSES	**279,640,802**	263,801,228	15,839,574	6%
OPERATING PROFIT	**1,113,825,523**	836,303,283	277,522,240	33%
OTHER INCOME (CHARGES)				
Finance costs	**(232,225,858)**	(72,601,499)	(159,624,359)	220%
Finance income	**236,833,914**	110,557,930	126,275,984	114%
Others - net	**37,977,894**	19,281,029	18,696,865	97%
	42,585,950	57,237,460	(14,651,510)	-26%
PROFIT BEFORE TAX	**1,156,411,473**	893,540,743	262,870,730	29%
TAX EXPENSE	**144,283,131**	143,418,102	865,029	1%
NET PROFIT	**1,012,128,342**	750,122,641	262,005,701	

Revenue increased by 6% or P462 Million

Increase in construction revenue is due to the projects that started in 2012 namely; Ihub 9 & 10, FCC Cebu, Studio City, Studio Zen, One World, Jazz Phase 2, My Place 2, and Department of Education schools. Total revenue generated from these projects amounted to P2.50 billion in 2012.

Cost of construction increased by 3% or P169 Million

Increase of cost of construction is directly caused by increase in revenue. Cost of construction ratio is 83% and 86% in 2012 and 2011, respectively. There is an operation improvement that caused a 3% savings in cost of construction or P 169 million.

Other operating expenses increased by 6% or P15 Million

Salaries and Wages posted an increase of P22 million due to increase in number of employees from 1,196 to 1,844 from December 31, 2011 to December 31, 2012, or an increase by 648 employees including supervisory and managerial level.

Depreciation expense increased by P19.7 million due to a full year depreciation of Megawide's buildings, furniture, fixtures and office equipment. There is also an increase in depreciation of transportation equipment due to new acquisition of company cars.

Utilities increased by P5.80 million due to increase in number of employees in the head office.

Insurance expense increased by P2 million because of bonds purchased for project biddings, insurance of service vehicles and insurance of office building.

Rental expense increased by P1 million because of rental of additional office equipment and staff house.

However, the total increase of the abovementioned accounts was negated by the decline in Taxes and licenses of P18 million and P19 million for repairs and maintenance.

Finance Costs increased by 220% or P159 million
Increase in bank borrowings by P1.60 billion caused the increase in finance cost

Finance Income increased by 114% or P126 million
Increase in short-term placements by P1.20 billion caused the increase in finance income

Other Income increased by 97% or P18 million
Due to increase in scrap sales and amortization of deferred income in sale and leaseback transaction.

Material Changes in Megawide's Audited Balance Sheet as of December 31, 2012 compared to the Audited Balance Sheet as of December 31, 2011 (increase/decrease of 5% or more)

	2012	2011	Movement	%
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	**P 209,299,011**	P 1,440,677,903	(P 1,231,378,892)	-85%
Short-term investments	**2,004,222,518**	777,938,096	1,226,284,422	158%
Trade and other receivables - net	**3,433,591,679**	2,439,037,760	994,553,919	41%
Construction materials	**67,722,317**	171,171,138	(103,448,821)	-60%
Cost in excess of billings on uncompleted contracts	**1,060,186,176**	446,226,214	613,959,962	138%
Other current assets	**1,125,527,903**	710,251,242	415,276,661	58%
Total Current Assets	**7,900,549,604**	5,985,302,353	1,915,247,251	32%
NON-CURRENT ASSETS				
Investments in subsidiary and associate	**145,495,124**	-	145,495,124	100%
Property, plant and equipment - net	**3,775,259,228**	2,183,564,852	1,591,694,376	73%
Deferred tax assets	**60,134,985**	20,296,912	39,838,073	196%
Other non-current assets	**151,050,092**	90,931,235	60,118,857	66%
Total Non-current Assets	**4,131,939,429**	2,294,792,999	**1,837,146,430**	80%
TOTAL ASSETS	P 12,032,489,033	P 8,280,095,352	P 3,752,393,681	45%
LIABILITIES AND EQUITY				
CURRENT LIABILITIES				
Interest-bearing loans and borrowings	**P 2,075,625,432**	P 493,841,994	1,581,783,438	320%
Trade and other payables	**1,947,557,599**	846,088,631	1,101,468,968	130%
Income tax payable	**3,701,228**	-	3,701,228	100%
Advances from customers	**693,478,144**	805,158,499	(111,680,355)	-14%
Billings in excess of costs on uncompleted contracts	**1,223,314,186**	993,356,568	229,957,618	23%
Other liabilities	**51,437,639**	20,397,608	31,040,031	152%
Total Current Liabilities	**5,995,114,228**	3,158,843,300	2,836,270,928	90%
NON-CURRENT LIABILITIES				
Interest-bearing loans and borrowings	**1,194,444,128**	1,168,965,421	25,478,707	2%
Retirement benefit obligation	**37,563,567**	24,488,775	13,074,792	53%
Other non-current liability	**24,682,842**	9,217,402		
Total Non-current Liabilities	1,256,690,537	1,202,671,598	54,018,939	4%
Total Liabilities	**7,251,804,765**	4,361,514,898	2,890,289,867	66%
EQUITY				
Capital stock	**1,114,100,003**	1,114,100,003	-	
Additional paid-in capital	**1,961,729,696**	1,961,729,696	-	
Retained earnings	**1,704,854,569**	842,750,755	862,103,814	102%
Total Equity	**4,780,684,268**	3,918,580,454	862,103,814	22%
TOTAL LIABILITIES AND EQUITY	**P 12,032,489,033**	P 8,280,095,352	3,752,393,681	45%

Cash and Cash Equivalents decreased by 85% or P1.23 billion
In 2011, cash & cash equivalents amounted to P1.40 billion mainly due to the unused proceeds received from IPO listing of Megawide in February 2011. As of the year-end quarter of 2012, cash & cash equivalents amounted to only P.21 billion. There is a 86% or P1.23 billion decreased compared with that of 2011. The decreased is due to investment of cash in retail treasury bills or RTB which is earning a 6.25% interest per annum and short-term placements with a local bank earning 4.10% to 4.20% per annum.

Short-term Investments increased by 158% or P1.23 billion
Investments in RTB and short-term placement caused the short-term investments to pile up to P2 billion as of year-end of 2012. Total interest income on these investments amounted to P237 million as year-end. Interest rate of RTB is 6.25% per annum and 4.10% to 4.20% for short-term placements

Trade and Other Receivables increased by 41% or P994 million
Increase in this account is due to the increase in construction receivable by 42% or P994 million. Increase in revenue caused the increase in construction receivable. This increase in receivable represents the billing of Megawide to CMCI for its Department of Education project that started only in the 4th quarter of 2012.

Construction Materials decreased by 60% or P103 million
Increase is due to higher consumption of construction materials in 2012 compared to prior year. Inventories as of year-end are those still in the premise of the warehouse. Inventories already delivered in the projects are considered consumed.

Cost in Excess of Billing increased by 138% or P613 million
Increase is due to unbilled project cost for some projects as of December 31, 2012.

Other Current Asset increased by 58% or P415 million
Advances to Suppliers increased by P318 million in 2012. Advance payments represent downpayment to supplier and subcontractors. In 2012, Megawide paid P116 million as downpayment for its rebar supply, P15 million was paid to the Bureau of Customs for advance duties and the rest to suppliers and subcontractors.

Input VAT increased by P94 million due to voluminous purchases of construction materials (local and imported) in 2012. This is correlated also with the increase in payable as of year-end. Prepaid insurance increased by P14 million because of the procurement of insurances for new projects.

Security deposit increased by P11 million because of the warehouses, staging areas for new projects rented by Megawide for its operation.

Investment in Subsidiary increased by 100% or P145 million
Megawide formed CMCI with its parent company CHI and contributed P145 million which is equivalent to 10% ownership of the joint venture.

Property, Plant & Equipment increased by 73% or P1.59 billion
The increase in property and equipment is due to additions of construction equipment, precast plant, precast and batching machineries in 2012. Total cost of precast plant is P387 million and P592 million for precast and batching machineries.

The Company also purchased the shares of Altria for P305 million but accounted the purchase as purchase of asset only. Altria has a land on its book valued at P303 million. This land too was recognized in the books of Megawide.

Deferred Tax Asset increased by 196% or P39 million
Increase is due to set-up of deferred asset for allowance of doubtful account in 2012 amounting to P88 million.

Interest-Bearing Loans and Borrowings increased by 97% or P1.60 billion
Increase in borrowings is caused by availments of loans for working capital requirements. Megawide opted to invest its cash and avail loans to support its operation because Megawide's investments yield higher return compared with interest cost of borrowed capital. The latest short-term loan interest rate provide to Megawide is ranging from 3.70% to 3.80%.

Trade and Other Payables increased by 130% or P1.10 billion
Accounts Payable increased by P421 million which is correlated to the increase on purchases of construction materials and services in 2012.

Increase in retention payable by P337 million also caused the increase in accounts payable.

Other Payables increased by P302 million because of the purchase of shares of Altria.

Advances from customers decreased by 14% or P111 million
Decrease in this account is due to recoupment of downpayment in 2012. Every progress billing, percentage of the downpayment is deducted from the total billing.

Billing in Excess of Cost increased by 23% or P229 million
Increase is due to higher billing than the actual work done for some projects as of December 31, 2012.

Other Liabilities and Other Non-Current Liabilities increased by 157% or P46 million
Other liabilities include unearned income from sale and leaseback and government payables such as withholding taxes and mandatory contributions.

Unearned income from sale and leaseback arises when Megawide sells its depreciated equipment and leases it back. The difference between the book value of the asset and selling price shall be recognized as unearned income and shall be amortized based on the lease term. There is of P30 million increase of unearned interest income in 2012 because of the leaseback transaction entered into by Megawide with BDO Leasing.

Retirement Benefit Obligation increased 53% or P13 million
The increase in obligation is due to accrual of retirement benefits in 2012.

Retained Earnings increased by 102% or P1.70 billion
Increase is due to net income in 2012

Review of results for the year ended December 31, 2011 as compared with the results for the year ended December 31, 2010

Results of Operations

Revenues

Megawide recorded a gross revenue of P7.74 billion for the year ended December 31, 2011 which was 71% (P3.227 Billion) higher than the P4.515 Billion revenue generated in 2010. The significant increase in revenue is accounted for as follows:

	2011	2010
Revenue from:		
Contracts in progress	P7,049,122,370	P 4,239,503,404
Completed Contracts	693,002,730	275,566,429
	P7,742,125,100	P 4,515,069,833

Revenues from contracts in progress increased by 66% (P2.809 billion) from P4.239 billion revenues posted in 2010 to P7.049 billion in 2011. The increase was primarily due to:

1) Structural works accomplished on projects such as Jazz Residences, Casino Phase 1, 2, 3, 4, and 5, Grass Residences Towers 2 and 3, My Place, and Blue Residences.
2) Tail-end works from Berkeley Residences, Sea Residences Phase 1 and 2, Malate Bayview and University Tower 2 and 3.

Expenses

Contract costs, comprised mostly of materials, outside services, and labor, amounted to P6.642 billion in 2011 up 72% (P2.785 billion) from 2010's P3.856 billion. The increase was a result of additional construction activities in 2011. Operating expenses in 2011 amounted to P263.801 million, a 42% (P78.074 million) increase from 2010's P185.727 million.

Interest income increased by 549% (P93.515 million) from P17.042 million in 2010 to P110.557 million in 2011, as proceeds from the IPO and 5-year fixed rate Corporate Notes were temporarily placed in short-term money market products which earned interests.

Finance costs for the year 2011 amounted to P72.601 million, a 374% (P87.907 million) increase from 2010's P15.305 million. This was mainly due to higher interest expense as the Company incurred additional working capital loan and finance lease obligations.

Net Income

Megawide continued to perform well as its net income jumped by 124% (P415.476 million) from P334.646 million in 2010 to P750.122 million. This was mainly due to the additional project accomplishments for the year, as well as continued cost-efficient practices brought about by Megawide's modern technology. Megawide's earnings per share for 2011 was at P0.68 per share, while P0.63 for 2010.

Material Changes in Megawide's Audited Income Statement for the year ended December 31, 2011 compared to the Audited Income Statement for the year ended December 31, 2010 (increase/decrease of 5% or more)

Material Changes in Megawide's Audited Income Statement for the year ended December 31, 2011 compared to the Audited Income Statement for the year ended December 31, 2010 are as follows:

- 71% increase in Contract Revenues
  Increase in Contracts in Progress Revenues arising from structural works of Jazz Residences in Bel-Air Makati, Casino Phase 1, 2, 3, 4, and 5, Grass Residences Towers 2 and 3, My Place, and Blue Residences.
- 72% increase in Contract Costs
  Increase in costs incurred from additional project accomplishments directly related to the increase in contract revenue.
- 42% increase in Operating Expenses
  Increase arising from the growth in the Company's operation.
- 548% increase in Finance Income
  Additional cash proceeds from IPO, corporate notes and bank loans, placed in short-term money market products.
- 374% increase in Finance Costs
  Higher interest expense incurred as Megawide incurred additional loans via a P1.0 Billion notes facility agreement with a local bank, and availment of credit lines with banks.
- 124% increase in Net Income
  Increase in contract revenues and operating efficiency.

Material Changes in Megawide's Audited Balance Sheet as of December 31, 2011 compared to the Audited Balance Sheet as of December 31, 2010 (increase/decrease of 5% or more)

Material Changes in Megawide's Audited Balance Sheet as of December 31, 2011 compared to the Audited Balance Sheet as of December 31, 2010 are as follows:

- 677% increase in Cash and Cash Equivalents
- 61% increase in Short-term Investments
  Cash proceeds from both the IPO and P1.0 Billion notes thru private placements were temporarily placed in short-term money market products.
- 113% increase in Trade and other Receivables
  Increase in project accomplishments for the year.
- 561% increase in Construction Materials
  Increase in project requirements.
- 150% increase in Property and Equipment
  Acquisition of construction and transportation equipment to support the operations of Megawide.
- 93% increase in Interest-bearing loans and borrowings, current portion
  Increase in finance lease for construction equipment and bank loans obtained from local banks for working capital requirements.
- 51% increase in Trade and other payables
  Increase in accrued expenses and retention payables to subscontractors.
- 47% increase in Billings in excess of costs on uncompleted contracts
  Increase in advances from recently started contracts entered into by Megawide.
- 1,098% increase in Interest-bearing loans and borrowings, non-current

Increase in loans via Megawide's P1.0 Billion notes facility agreement with a local bank, and increase in obligations under finance lease of construction equipment.

- 97% increase in Capital Stock
  New issued shares from Megawide's IPO and stock dividend declaration in 2011.
- 3,170% increase in Additional paid-in Capital
  Additional paid-in capital from the difference between the share price during IPO and the shares' par value.
- 141% increase in Retained Earnings
  Additional net income recorded for the year.

There are no other material changes in Megawide's financial position (5%) or more and condition that will warrant a more detailed discussion. Further, there are no material events and uncertainties known to management that would impact or change reported financial information and condition of Megawide.

There are no known trends or demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in increasing or decreasing Megawide's liquidity in any material way. Megawide does not anticipate having any cash flow or liquidity problems. It is not in default or breach of any note, loan, lease or other indebtedness or financing arrangement requiring it to make payments.

There are no material off-balance transactions, arrangements, obligations (including contingent obligations), and other relationships of Megawide with unconsolidated entities or other persons created during the reporting period.

As stated in page 30 of its Prospectus, Megawide has a material commitment for capital expenditures consisting of the following:

Use of Proceeds	**Estimated amount (in P)**	**Schedule of Disbursement**
Construction and development of a pre-cast concrete manufacturing plant:		2011 to 2013
Site development and building structure	Up to 97,500,000	221,500,000
Heavy (logistics) equipment	Up to124,000,000	124,000,000
Pre-cast machineries	Up to 700,000,000	700,000,000
Support facilities	Up to 31,000,000	
Training and development	Up to 15,500,000	
Warehousing and yard	Up to 77,500,000	
Subtotal	*Up to 1,045,500,000*	1,045,500,000
Acquisition of new tower cranes and other earthmoving equipment	Up to 506,400,000	506,400,000
Acquisition of new formworks	Up to 465,000,000	502,150,845
Working capital	Up to 163,100,000	163,100,000

Total	Up to 2,180,000,000	2,217,150,845

There were no seasonal aspects that had a material effect on the financial condition or results of operations of Megawide.

There are no explanatory comments on the seasonality of interim operations. There are no material events subsequent to the end of the interim period that have not been reflected in the financial statements of the interim period.

There are no material amounts affecting assets, liabilities, equity, net income or cash flows that are unusual in nature; neither are there changes in estimates of amounts reported in prior interim period of the current financial year.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

The following table sets forth information from Megawide's pro forma statements of cash flows for the period indicated:

(Amounts in P millions)	For the years ended December 31	
Cash Flow	2013	2012
Net cash provided by (used in) operating activities	299	339
Net cash provided by (used In) investing activities	(4,432)	(2,504)
Net cash provided by (used In) financing activities	6,199	933

Key Performance Indicators

Megawide's key performance indicators (KPIs) are listed below:

Amounts in billion P, except ratios and Earnings per Share	2013	2012	2011
Construction Order Backlog			12.93
Current Ratio[1]	2.14	1.32	1.89
Debt to Equity Ratio[2]	1.52	1.52	0.42
Book Value Per Share[3]	8.44	4.29	3.53
Earnings per Share[4]	1.13	0.91	0.68
Return on Assets	8.32%	9.97%	9.05%
Return on Equity	20.97	23.34%	19.14%
Gross Profit Margin	16%	17%	14.21%

Notes:
(1) Current Assets / Current Liabilities
(2) Interest bearing loans and borrowings / Stockholder's Equity
(3) Total Equity / Issued and Outstanding Shares

(4) Net Income / Issued and Outstanding Shares

The KPIs were chosen to provide management with a measure of Megawide's sustainability on revenue growth (Construction Orders Backlog) financial strength (Current Ratio and Debt to Equity Ratio), and profitability (Earnings per Share, Return on Assets, Return on Equity, Gross Profit Margin).

Construction Orders Backlog corresponds to the value of any unfinished project phases. This provides a basis for near-term future source of production and revenues of Megawide. Construction Order Backlog tends to increase when booked construction contracts or orders increase. A larger Construction Order Backlog is indicative of higher profit in the future.

Item 7. Financial Statements

The audited financial statements and supplementary schedules to the financial statements duly submitted to BIR[2] are attached as Exhibit 2 hereto.

Item 8. Changes in and Disagreements with External Accountants on Accounting and Financial Disclosure

1. External Audit Fees and Services

The following table sets out the aggregate fees billed for each of the last three (3) fiscal years for professional services rendered by Megawide's external auditors:

Particulars	Nature	Audit Fees (amounts in P) For the years ended December 31		
		2013	2012	2011
Punongbayan & Araullo	Audit of Financial Statements	P1,050,000	P1,050,000	P995,000

Except for the preparation of the financial statements required for Megawide's annual filing with the SEC and the submission of the required financial statements in relation to the registration of its securities, the afore-cited independent public accountant provide no other type of services.

Audit Committee Pre-Approval Policy

Megawide's Audit and Risk Management Committee is composed of the Chairman, Mr. Leonilo G. Coronel, and members, Michael C. Cosiquien and Elizabeth Anne C. Uychaco.

The Audit and Risk Management Committee is required to pre-approve all audit and non-audit services rendered by and approve the engagement fees and other compensation to be paid to the independent accountant. When deciding whether to approve these items, Megawide's Audit and Risk Management Committee takes into account whether the provision of any non-audit service is compatible with the independence standards under the guidelines of the SEC. To assist in this undertaking, the Audit and Risk Management Committee actively engages in a dialogue with the external auditors with respect to any

[2] Due for submission with the BIR on April 15, 2014.

disclosed relationships or services that may impact their objectivity and independence and, if appropriate, recommends that the Board take appropriate action to ensure their independence.

2. Changes in and Disagreements with External Accountants on Accounting and Financial Disclosure

The name of the handling partner for the auditor of Megawide is as follows:

Auditor	Year	Handling Partner
Punongbayan & Araullo	2009, 2010, 2011, 2012 and 2013	Mailene S. Sigue-Bisnar

Megawide has not had any disagreements with its internal auditor/independent accountant on any matter of accounting principles or practices, financial statement of disclosure or auditing scope or procedure.

PART III. CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of Megawide

Directors and Executive Officers

As of December 31, 2013, Megawide is governed by a board of seven (7) directors composed of Michael C. Cosiquien, Edgar B. Saavedra, Yerik C. Cosiquien, Elizabeth Anne C. Uychaco, Florentino A. Tuason, Jr., Leonor M. Briones and Leonilo G. Coronel. Its management team is headed by licensed civil engineers who have been practicing for 16-17 years, namely, its Chairman and Chief Executive Officer, Michael C. Cosiquien and Chief Operating Officer and President, Edgar B. Saavedra.

Directors shall hold office for 1 year or until their successors are elected and qualified. The first directors are also the incorporators. The annual meeting of the stockholders shall be held every June 30 of each year.

The Board of Directors is responsible for the direction and control of the business affairs and management of Megawide, and the preservation of its assets and properties. No person can be elected as director of Megawide unless he or she is a registered owner of at least one voting share of Megawide.

Section 38 of the SRC requires that at least 2 members of the Board of Directors be independent directors. The Amended Articles and Incorporation and By-Laws of Megawide provide that the 7 directors shall include such number of independent directors as may be required by law.

The table below sets forth each member of Megawide's Board as of December 31, 2013.

	Name	Age	Citizenship	Positions	Term of Office	Directorships Held in Other Companies/ Business Experience

1.	Michael C. Cosiquien	40	Filipino	Director and Chairman of the Board since July 28, 2004 Chief Operating Officer - since July 19, 2010	Yearly	Director, Altria East Land Inc. Director, My Space Properties Director, Citicore Holdings Investment, Inc. Director, Megapolitan Realty and Development Corporation Director, Megapolitan Marketing Inc.
2.	Edgar B. Saavedra	39	Filipino	Director and President since July 28, 2004 Chief Operating Officer - since July 19, 2010	Yearly	Director, Altria East Land Inc. Director, My Space Properties Director, Citicore Holdings Investment, Inc.
3.	Yerik C. Cosiquien	35	Filipino	Director - Since July 28, 2004	Yearly	General Manager, Cosmo Fortune Corporation
4.	Elizabeth Anne C. Uychaco	58	Filipino	Director - since March 16, 2011	Yearly	Senior Vice President, Corporate Services, SM Investments Corporation Vice Chairperson, Belle Corporation
5.	Florentino A. Tuason, Jr.	64	Filipino	Director - since April 8, 2011 Corporate Secretary - since June 3, 2011	Yearly	Former director, DBP Management Corporation, Capitol Development Bank, Telecommunications Industries and Services, Inc. and Phoenix Iron Steel Corporation
7.	Leonilo G. Coronel	67	Filipino	Independent Director - since July 19, 2010	Yearly	Managing Director, BAP Credit Bureau, Inc. Director, Software Ventures, Int'l. Executive Director, RBB Micro Finance Foundation Independent Director, DBP-Aiwa Securities SMBC Phils. Inc.
6.	Leonor M. Briones	73	Filipino	Independent Director - since July 19, 2010	Yearly	President, Social Watch Philippines, Inc. Former Treasurer of the Philippines Former Vice President for Finance and Administration of the University of the Philippines System Former Secretary to the Commission on Audit

The table below sets forth the officers of Megawide as of December 31, 2013.

Executive Officers Who Are Not Directors

	Name	Age	Citizenship	Position	Term of Office	Directorships Held in Other Companies/ Business Experience
1.	Louie Ferrer	38	Filipino	VP for Marketing -since November 22, 2010 Corporate Information Officer - since February 16, 2011	Yearly	Managing Director, MagicWorx Licensing Inc. Former Associate Marketing Engineer, OCB International Co., Ltd
2.	Oliver Y. Tan	36	Filipino	Chief Investment and Strategy Officer - since November 22, 2010 Corporate Information Officer - since February 21, 2011 Chief Financial Officer - since May 20, 2011	Yearly	Director, Myspace Properties Director, Citicore Holdings Investment, Inc. Director, Citicore-Megawide Consortium, Inc Director, Future State Myspace Property, Inc.
3.	Irving C. Cosiquien	41	Filipino	Treasurer - since July 19, 2010	Yearly	Director, Megapolitan General Manager, Megapolitan Marketing, Incorporated Former Operations Manager, Jimmian Hardware
4.	Engr. Masashi Watanabe	64	Japanese	Assistant Vice President for Precast - since June 30, 2010	Yearly	None
5.	Renato Uy	47	Filipino	VP-Comptrollership -since May 2012	Yearly	VP-Finance, Goldland
6.	Claudia Soriano		Filipino	VP-HRD	Yearly	
7.	Engr.Ronald Paulo		Filipino	VP-Operation	Yearly	
5.	Grace Q. Bay	44	Filipino	Corporate Information Officer - since February 16, 2011 Assistant Corporate Secretary - since June 3, 2011 Compliance Officer - since June 30, 2011	Yearly	Partner, Quasha Ancheta Peña & Nolasco Corporate Secretary, St. Luke's Medical Center (Global City), Inc., SLMC Bonifacio Global City MAB Corp., Pilipinas Total Gas, Inc., PTGI Laguna Gas, Inc., Colombo Merchants Philippines, Inc., Brillante Realty, Inc. and Chatham House Condominium Corporation
6.	Joyce M. Briones	33	Filipino	Corporate Information Officer - since February 16, 2011	Yearly	Corporate Secretary, Wagenborg Manila, Inc., American Association of the Philippines, Inc. and Teledevelopment Services, Inc.

Significant Employees

No single person is expected to make a significant contribution to the business since Megawide considers the collective efforts of all its employees as instrumental to the overall success of its performance.

Family Relationships

Chairman Michael C. Cosiquein, director Yerik C. Cosiquein and Treasurer Irving C. Cosiquien are siblings.

Involvement in Certain Legal Proceedings

Megawide is not aware of the occurrence during the past 5 years of any of the following events that are material to an evaluation of the ability or integrity of any director or executive officer:

1. Any bankruptcy petition filed by or against any director, or any business of a director, nominee for election as director, or executive officer who was a director, general partner or executive officer of said business either at the time of the bankruptcy or within two years prior to that time;

2. Any director, nominee for election as director, or executive officer being convicted by final judgment in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;

3. Any director, nominee for election as director, or executive officer being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and

4. Any director, nominee for election as director, or executive officer being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

Item 10. Executive Compensation

All Officers and Directors as a Group

SUMMARY COMPENSATION TABLE
Annual Compensation
(In P Millions)

Name and Position	Fiscal Year	Annual Salary	Bonus

Michael C. Cosiquien Chairman and CEO Edgar B. Saavedra President and COO Oliver Y. Tan CFO Louie Feerer CIO Ronald Paulo VP-Operations Renato H. Uy VP-Comptrollership Claudia Soriano VP-HRD Tarc Froehlich CTO Masashi Watanabe Precast Manager			
	2014	P 66.0	P 5.20
	2013	P 50.0	P 12.0
	2012	P 50.0	P 12.0
Aggregate compensation paid to all other officers and directors as a group unnamed			
	2014	P 42.78	P 3.5
	2013	P19.21	P 2.0
	2012	P 20.0	P 2.0

Compensation of Directors

Under the By-Laws of Megawide, by resolution of the Board, each director, shall receive a reasonable per diem allowance for his attendance at each Board meeting. As compensation, the Board shall receive and allocate an amount of not more than 10% of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least majority of the outstanding capital stock at a regular or special meeting of the stockholders.

On November 4, 2011, the Board of Directors, upon recommendation of the Compensation Committee, approved the giving of P20,000.00 director's per diem per Board meeting and a P30,000.00 monthly allowance in the form of reimburseable expenses for each regular director. Each independent director will be given P25,000.00 director's per diem per Board meeting and a P30,000.00 monthly allowance in the form of reimburseable expenses. The Corporate Secretary (who is also a regular director) will be given a P20,000.00 director's per diem per Board meeting and a P30,000.00 monthly allowance in the form of reimburseable expenses. Reimburseable expenses cover receipts for food, beverage, gasoline and travel expenses. The total amount of per diem given to the directors in 2012 is P1,282,352.94.

Standard Arrangements and Other Arrangements

There are no other arrangements for compensation either by way of payments for committee participation or special assignments other than reasonable per diem. There are also no outstanding warrants or options held by Megawide's Chief Executive Officer, other officers and/or directors.

Employment Contracts, Termination of Employment, Change-in-Control Arrangements

There are no existing employment contracts with executive officers. Furthermore, there are no special retirement plans for executives. There is also no existing arrangement for compensation to be received by any executive officer from Megawide in the event of change in control of Megawide. However, aside from its employees, Megawide also entered into employment contracts with its foreign experts for a term of 3 years for its Assistant Vice-President for Operation and 1 year for its Assistant Vice President for Precast. Basic terms of these contracts include benefits accorded to the employee (e.g., housing, insurance, vacation leaves, company vehicle, work permits), Megawide's ownership of any invention developed during their employment, liquidated damages in the event of contract pre-termination, and a non-compete clause prohibiting the employee, for a period of two (2) years after the termination of the contract, from engaging, directly or indirectly, for himself or on behalf of or in conjunction with any person, corporation, partnership or other business entity that is connected with the business of Megawide.

The Assistant Vice President for Operations is tasked with directing and coordinating all activities of Megawide and ensuring the most feasible methods for achieving the most economical approach in quality services. His contract is valid from July 30, 2010 to July 30, 2013. The Assistant Vice President for Precast, on the other hand, shall oversee all plant activities and manufacturing operations, including the procurement of raw materials, mobilization of the facilities and personnel, as well as the repair and maintenance of the equipment and machineries. His contract was valid from June 30, 2010 to June 30, 2011 and was renewed for another three (3) years from July 1, 2011 to July 1, 2014.

Warrants and Options

There are no outstanding warrants and options held by any of Megawide's directors and executive officers.

Item 11. Security Ownership of Certain Beneficial Owners and Management

1. Security Ownership of Certain Record and Beneficial Owners

Owners of record of more than 5% of Megawide's shares of stock as of March 31, 2014 were as follows:

Title of Class	Name & Address of Record Owner & Relationship with Issuer	Name of Beneficial Owner & Relationship with Record Owner	Citizenship	Number of Shares Held	Percent (%)
Common	Citicore Holdings Investment, Inc.		Filipino	936,933,735	56.80%
Common	PCD Nominee Corporation (Filipino)		Filipino	308,504,597	18.70%
Common	Sybase Equity Investments Corporation		Filipino	253,500,000	15.37%
Common	PCD Nominee Corporation (Non-Filipino)		Non-Filipino	115,651,107	7.01%

The following table sets forth the participants under the PCD account who own more 5% of the voting securities of Megawide as of March 31, 2014:

Name	Number of Shares Held	Percent (%)
Citicore Holdings Investment, Inc.	936,933,735	56.80%
PCD Nominee Corporation (Filipino)	308,504,597	18.70%
Sybase Equity Investments Corporation	253,500,000	15.37%
PCD Nominee Corporation (Non-Filipino)	115,651,107	7.01%

2. Security Ownership of Management

Security Ownership of Directors and Management

The following table sets forth security ownership of Megawide's directors and officers as of March 31, 2014:

Title of class	Name of beneficial owner	Amount and nature of beneficial owner	Citizenship	Percent of Class
Common	Michael C. Cosiquien Director, Chairman and CEO	2 (Direct)	Filipino	Nil
Common	Edgar B. Saavedra Director, President and COO	2 (Direct)	Filipino	Nil
Common	Yerik C. Cosiquien Director	2 (Direct)	Filipino	Nil

		6,184,165 (Indirect)		
Common	Elizabeth Anne C. Uychaco Director	40,560 (Direct)	Filipino	Nil
Common	Florentino A. Tuason, Jr. Director and Corporate Secretary	169 (Direct)	Filipino	Nil
Common	Leonilo G. Coronel Independent Director	3 (Direct)	Filipino	Nil
Common	Leonor M. Briones Independent Director	3 (Direct)	Filipino	Nil
Common	Louie Ferrer VP for Marketing Corporate Information Officer	0	Filipino	Nil
Common	Oliver Y. Tan Chief Financial Officer Chief Investment and Strategy Officer Corporate Information Officer	16,900	Filipino	Nil
Common	Irving C. Cosiquien Treasurer	0 (Direct) 6,184,165 (Indirect)	Filipino	0.37%
Common	Masashi Watanabe Assistant Vice President for Precast	5,070 (Direct)	Japanese	Nil
Common	Grace Q. Bay Assistant Corporate Secretary, Compliance Officer and Corporate Information Officer	10,478 (Direct)	Filipino	Nil
Common	Joyce M. Briones Corporate Information Officer	6,578	Filipino	Nil
Aggregate shareholdings of directors and officers		12,448,097		0.75%

Voting Trust Holders of 5% or More

There is no voting trust arrangement executed among the holders of 5% or more of the issued and outstanding shares of common stock of Megawide.

Change in Control

There are no arrangements entered into by Megawide or any of its stockholders which may result in a change of control of Megawide.

Item 12. Certain Relationship and Related Transactions

Advances to office and employees

Advances to officers and employees represent unsecured, noninterest-bearing cash advances for business-related expenditures that are liquidated 60 days from the date the cash advances were received. Advances are only given to few and selected employees that are highly reliable and do not have negative record in the Human Resources Department.
Rendering of service

Megawide provides construction services to SMDC and Ground 18 Realty Corporation of the Bench Group, who are both stockholders of Megawide. Megawide also contracts a casino owned by Belle Casino who is partially owned by SMDC. Contracts with these companies are based on an arms-length transaction and prevailing market price in construction industry. There is no ongoing contractual arrangement between parties as result of the relationship between owners.

Rental of land and building

Rent expense recognized is based on lease agreement with Megapolitan Realty and Development Corporation and Philwide Construction and Development Corporation. Both companies are owned by the family of Michael Cosiquien. Rental rates are based on the current rates used by lessors depending on the location of property being rented. Megawide has three (3) lease agreements with Megapolitan Realty and Development Corporation including its new Head Office building and one (1) with Philwide Construction and Development Corporation which is its Principal Office in Pasay.

Key Management Personnel Compensation

Compensation of key management personnel includes salary and post-employment benefit of Michael Cosiquien and Edgar Saavedra. Their salary is at arm's length and have terms equivalent to the transactions entered into with third parties.

Short-term placement

Megawide has placed its excess cash in a short-term investment with BDO Private. BDO Private is related parties of SMDC. Rates on these investments are based on prevailing rate in the market. Short-term investment with related parties amounted to P700,000,000 million as of December 31, 2013.

Banks loans and finance lease

Megawide availed of loans from BDO Unibank and entered into leaseback agreement with BDO Leasing. Interest rate provided by BDO Unibank and BDO Leasing is 2.75% and 6.5% per annum, respectively. Interest rates are based on prevailing rate in the market. Outstanding bank loan with BDO Unibank is P1,112,500,000 and outstanding lease liability with BDO Leasing is P247,724,631 as of December 31, 2013.

Transactions with Stockholders

In May 21, 2013, Citicore sold 118,729,800 shares to other investors pursuant to a Placing Agreement with Megawide, CLSA Limited and First Metro Investments Corporation. On May 24, 2013, Citicore subscribed to 118,729,800 shares from Megawide.

PART IV – EXHIBITS AND SCHEDULES

Item 14. Exhibits and Reports on SEC Form 17-C

a. Exhibits

Exhibit 1* Quarterly Report (SEC Form 17-Q)

*Please refer to the Quarterly Report (SEC Form 17-Q) submitted to the SEC.

Exhibit 2 Consolidated Financial Statements and Schedules

Megawide did not enter into any plan of acquisition, arrangement, liquidation or succession, instruments defining the rights of security holders, including indentures, voting trust agreement or material contract as of December 31, 2013.

b. Reports on SEC Form 17-C**

Megawide filed the following reports on SEC Form 17-C during the last six (6) month period covered by this Report:

Date Filed	Particulars
July 1, 2013	Adoption by the Board of Directors of a dividend policy of declaring annual cash dividends equivalent to 20% of the prior year income, subject to contractual obligations.
July 1, 2013	Election of the following members of the Board of Directors for the ensuing year: 1. Michael Cosiquien; 2. Edgar B. Saavedra; 3. Yerik C. Cosiquien; 4. Elizabeth Anne C. Uychaco; 5. Florentino A. Tuason, Jr.; 6. Leonor M. Briones (independent director); and 7. Leonilo G. Coronel (independent director). Approval by the stockholders of the following: a. Minutes of the June 26, 2012 Annual

	Stockholders' Meeting; b. Audited Financial Statements for year ended December 31, 2012; c. Appointment of Punongbayan & Araullo as independent auditors; d. Declaration of stock dividends equivalent to 30% of the total issued and outstanding shares of stock with a par value of Php1.00 each to taken from the unrestricted retained earnings as of December 31, 2012 to stockholders of record as of July 19, 2013 payable on August 14, 2013; and authority of the CFO and the Corporate Secretary to file the necessary application for additional listing of the shares with the PSE. Election of the following as officers of Megawide for the ensuing year: Chairman and Chief Executive Officer - Michael Cosiquien President and Chief Operating Officer - Edgar Saavedra Treasurer - Irving Cosiquien Corporate Secretary - Florentino Tuason, Jr. Chief Financial Officer / Chief Investment and Strategy Officer / Corporate Information Officer - Oliver Tan Assistant Corporate Secretary/ Compliance Officer/Corporate Information Officer - Grace Bay Corporate Information Officer - Louie Ferrer Corporate Information Officer - Joyce Briones Appointment of the following as members of the Board Committees: <u>Executive Committee</u> Michael Cosiquien – Chairman

	Edgar Saavedra – Member Elizabeth Anne Uychaco – Member Oliver Tan - Member <u>Audit and Risk Management Committee</u> Leonilo Coronel (independent director) - Chairman Michael Cosiquien - Member Elizabeth Anne Uychaco - Member <u>Compensation Committee</u> Leonilo Coronel (independent director) - Chairman Florentino Tuason, Jr. - Member Edgar Saavedra - Member <u>Nomination Committee</u> Leonor Briones (independent director) - Chairman Yerik Cosiquien - Member Louie Ferrer - Member
July 2, 2013	Clarification of news article published in Inquirer.net
July 8, 2013	Report on the number of shareholders owning 1 board lot each and Foreign Ownership Report as of June 30, 2013
July 12, 2013	List of Top 100 Stockholders as of June 30, 2013
July 17, 2013	Report on use of IPO Proceeds as of June 30, 2013
July 17, 2013	Computation on the adjusted price and adjusted number of outstanding shares based on market data as of end of trading period on July 15, 2013 and adjusted number of foreign and local owned shares as of June 30, 2013 as a result of stock dividend declaration.
July 17, 2013	Public Ownership Report as of June 30, 2013

August 12, 2013	Report on the number of shareholders owning 1 board lot each and Foreign Ownership Report as of July 31, 2013
August 12, 2013	Final number of stock dividend shares payable to stockholders of record as of July 19, 2013
August 16, 2013	Report on Foreign Ownership as of July 31, 2013 which includes the stock dividend shares payable to stockholders of record as of July 19, 2013 on August 14, 2013
August 28, 2013	Clarification of news article published in Manila Standard Today
September 9, 2013	Report on the number of shareholders owning 1 board lot each and Foreign Ownership Report as of August 31, 2013
October 8, 2013	Report on the number of shareholders owning 1 board lot each and Foreign Ownership Report as of September 30, 2013
October 16, 2013	List of Top 100 Stockholders as of September 30, 2013
October 18, 2013	Report on use of IPO Proceeds as of September 30, 2013
October 18, 2013	Public Ownership Report as of September 30, 2013
October 21, 2013	Signing of the Build-Transfer Agreements for School Infrastructure Projects Phase II (for Regions I, III and IV) between Megawide and the Department of Education
October 24, 2013	Addendum to disclosure re: signing of Build-Transfer Agreements
October 24, 2013	Clarification of news article posted in *Inquirer.net*
October 29, 2013	Clarification of news article posted in *Manila Bulletin* (Internet edition)
October 30, 2013	Clarification of news article posted in *BusinessWorld Online*

November 11, 2013	Report on the number of shareholders owning 1 board lot each and Foreign Ownership Report as of October 31, 2013
December 5, 2013	Report on the number of shareholders owning 1 board lot each and Foreign Ownership Report as of November 30, 2013
December 17, 2013	Clarification on news article posted in *philSTAR.com*
December 23, 2013	Clarification on news article posted in *BusinessWorld Online*

**Please refer to the SEC Form 17-C previously filed with the SEC.

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of the Corporation Code, this report is signed on behalf of the issuer by the undersigned, thereto duly authorized, in CITY OF MAKATI on APR 15 2014.

By:

MICHAEL C. COSIQUIEN
Principal Executive Officer
(Note: Abroad)

RENATO UY
Comptroller
(Note: Abroad)

EDGAR B. SAAVEDRA
Principal Operating Officer
(Note: Abroad)

CHRISTOPHER NADAYAG
Principal Accounting Officer

OLIVER Y. TAN
Principal Financial Officer

FLORENTINO A. TUASON, JR.
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this APR 15 2014 affiants exhibiting to me their respective valid IDs, as follows:

NAME	Valid ID	DATE OF ISSUE/VALID UNTIL	PLACE OF ISSUE
Florentino A. Tuason, Jr.	Passport No. EB4627079	February 4, 2012	Manila
Oliver Y. Tan	Driver's License No. 4-96-368816	September 25, 2013	Manila
Christopher Nadayag	TIN: 248-948-535		

Doc. No. 33;
Page No. 8;
Book No. I;
Series of 2014.

KATRINA MICHELLE F. MANCAO NOTARY PUBLIC ROLL NO. 62126 MAKATI CITY, PHILIPPINES

KATRINA MICHELLE F. MANCAO
Commission No. M-301
Notary Public for Makati City
Until December 31, 2015
6th Floor Don Pablo Building
114 Amorsolo St., Legaspi Village, Makati City
PTR No. 4239126/01-14-14/Makati City
IBP No. 946580/01-03-14/RSM
Roll No. 62126
Admitted to Bar April 2013

ANNEX "A"
LIST OF PROPERTIES COVERED BY FINANCE LEASE

Bank	DB	Reference (APV #)	Unit	PN No.	Classification	Project	Recorded cost of asset	Book Value
Japan PNB Leasing	DB1		09-0122					
UCPB	DB1	beg.bal	1 Frontier	409400046971			1,121,000.00	280,250.00
UCPB	DB1	beg.bal	3 Strada	409400046958, 409400046960, 409400046946			2,503,800.00	625,950.00
MBTC	DB1	beg.bal	1 Strada				837,000.00	237,150.00
MBTC	DB1	beg.bal	1 Montero				1,470,000.00	416,500.00
BDO	DB1	beg.bal	1 L300 & 1 Altis	33644	Car loan	Megawide - Main/Head Office	1,491,000.00	472,150.00
BDO	DB1	beg.bal	1 Altis	33643	Car loan	Megawide - Main/Head Office	849,000.00	268,850.00
BDO	DB1	beg.bal	1 Fortuner	33714	Car loan	Megawide - Main/Head Office	1,364,000.00	431,933.33
BDO	DB1	beg.bal	L300	33848	Car loan	Megawide - Main/Head Office	652,000.00	260,800.00
BDO	DB1	beg.bal	Strada,Fortuner,L300,Adventure	33860	Car loan	Megawide - Main/Head Office	3,547,000.00	1,393,800.00
BDO	DB1	beg.bal	Strada,Navarra,Carnival	33962	Car loan	Megawide - Main/Head Office	3,641,000.00	1,293,116.67
BDO	DB1	beg.bal	Strada	33913	Car loan	Megawide - Main/Head Office	840,000.00	336,000.00
BDO	DB1	beg.bal	L300 (PO21612)	34132	Car loan	Megawide - Main/Head Office	652,000.00	260,800.00
BDO	DB1	beg.bal	Toyota Fortuner	34137	Car loan	Megawide - Main/Head Office	1,409,000.00	1,032,533.33
BDO	DB1	beg.bal	Montero-Claudia	34160	Car loan	Megawide - Main/Head Office	1,388,000.00	578,333.33
BDO	DB1	beg.bal	Strada-Aguihap	34210	Car loan	Megawide - Main/Head Office	840,000.00	378,000.00
BDO	DB1	beg.bal	Strada-Bactacan	34213	Car loan	Megawide - Main/Head Office	837,000.00	334,800.00
BDO	DB1	beg.bal	Strada-Atun	34247	Car loan	Megawide - Main/Head Office	840,000.00	378,000.00
BDO	DB1	beg.bal	L300(PO25954)	34211	Car loan	Megawide - Main/Head Office	655,000.00	294,750.00
BDO	DB1	beg.bal	Montero-Asiddao	34212	Car loan	Megawide - Main/Head Office	1,398,000.00	629,100.00
BDO	DB1	beg.bal	Tower Crane	34550	Leaseback	Megawide - Main/Head Office	14,099,435.81	9,309,449.24
BDO	DB1	beg.bal	6W Isuzu NPR	34577	Car loan	Megawide - Main/Head Office	1,313,500.00	591,075.00
BDO	DB1	beg.bal	Strada-Precast	34717	Car loan	Megawide - Main/Head Office	850,000.00	439,166.67
BDO	DB1	beg.bal	Toyota Landcruiser	34636	Leaseback	Megawide - Main/Head Office	7,405,000.00	3,208,833.33
BDO	DB1	beg.bal	2 MAN Truck	34641	Leaseback	Megawide - Main/Head Office	4,686,270.87	1,732,232.73
BDO	DB1	beg.bal	Tower Crane(351774)	34640	Leaseback	Megawide - Main/Head Office	13,351,684.29	9,219,590.70
BDO	DB1	beg.bal	Tower Crane(351773)	34638	Leaseback	Megawide - Main/Head Office	13,453,279.46	9,225,464.84
BDO	DB1	beg.bal	Tower Crane(351770)	34637	Leaseback	Megawide - Main/Head Office	13,596,176.52	9,306,817.36
BDO	DB1	beg.bal	Tower Crane(351857)	34646	Leaseback	Megawide - Main/Head Office	13,625,323.48	9,240,441.83
BDO	DB1	beg.bal	Tower Crane(351772)	34645	Leaseback	Megawide - Main/Head Office	14,037,058.18	9,066,729.80
BDO	DB1	beg.bal	Tower Crane(351771)	34650	Leaseback	Megawide - Main/Head Office	14,306,732.72	9,262,243.84
BDO	DB1	beg.bal	Stationary Conc. Pump (210106634)	34644	Leaseback	Megawide - Main/Head Office	7,158,032.78	4,862,894.36
BDO	DB1	beg.bal	Truck Mounted Conc Pump (211801999)	34647	Leaseback	Megawide - Main/Head Office	25,158,762.50	17,166,515.02
BDO	DB1	beg.bal	Concrete Placing Boom	34639	Leaseback	Megawide - Main/Head Office	9,520,765.91	6,411,524.19
BDO	DB1	beg.bal	Tadano RT-Crane (FB3461)	34643	Leaseback	Megawide - Main/Head Office	9,503,237.85	6,218,939.73
BDO	DB1	beg.bal	Strada	34720	Car loan	Megawide - Main/Head Office	850,000.00	439,166.67
BDO	DB1	beg.bal	6W Isuzu NPR2	34718	Car loan	Megawide - Main/Head Office	1,313,500.00	722,425.00
BDO	DB1	beg.bal	6W Isuzu NPR3	34719	Car loan	Megawide - Main/Head Office	1,313,500.00	722,425.00
BDO	DB1	beg.bal	Montero	34721	Car loan	Megawide - Main/Head Office	1,408,000.00	727,466.67
BDO	DB1	beg.bal	Montero	34722	Car loan	Megawide - Main/Head Office	1,408,000.00	774,400.00
BDO	DB1	beg.bal	Montero	34723	Car loan	Megawide - Main/Head Office	1,408,000.00	774,400.00
BDO	DB1	beg.bal	Mitsubishi L300	34755	Car loan	Megawide - Main/Head Office	667,000.00	366,850.00
BDO	DB1	beg.bal	Mitsubishi L300	34754	Car loan	Megawide - Main/Head Office	667,000.00	366,850.00
BDO	DB1	beg.bal	Mitsubishi Strada	34956	Car loan	Megawide - Main/Head Office	850,000.00	467,500.00
BDO	DB1	beg.bal	Mitsubishi Strada	34957	Car loan	Megawide - Main/Head Office	850,000.00	467,500.00
BDO	DB1	beg.bal	Strada (PO#35862)	34944	Car loan	Megawide - Main/Head Office	1,050,000.00	612,500.00
BDO	DB1	beg.bal	Lancer (PO36497)	34945	Car loan	Megawide - Main/Head Office	718,000.00	418,833.33

BDO	DB1	beg.bal	Lancer (PO36496)	34946	Car loan	Megawide - Main/Head Office	718,000.00	418,833.33
BDO	DB1	beg.bal	Concrete Placing Boom	34960	Leaseback	Megawide - Main/Head Office	9,619,845.85	6,566,080.44
BDO	DB1	PU 1000012130	Honda City (PO#36504)	34978	Car loan	Megawide - Main/Head Office	821,000.00	451,550.00
BDO	DB1	PU 1000012131	Honda City (PO#36504)	34979	Car loan	Megawide - Main/Head Office	821,000.00	478,916.67
BDO	DB1	PU 1000012201	Honda Civic (PO#36503)	34980	Car loan	Megawide - Main/Head Office	923,000.00	538,416.67
BDO-2012	DB1	PU 1000006981	Alimak (SI#HSCT11044270)	34995	Leaseback	SM Dev-Jazz Residences Phas(	11,980,639.84	6,289,609.50
BDO-2012	DB1	PU 1000009096	Formworks	35062	Leaseback	Megawide - Main/Head Office	196,995,245.13	151,316,655.08
BPI-2012	DB1	PU 1000012220	Starex (28199)	29965800067	Car loan	Megawide - Main/Head Office	1,970,000.00	1,214,833.33
BPI-2012	DB1	PU 1000012221	Starex (28199)	29965800075	Car loan	Megawide - Main/Head Office	1,970,000.00	1,214,833.33
BPI-2012	DB1	PU 1000012222	Alimak Hek (PO#27443)	29965300021/2996580(	Leaseback	Megawide - Main/Head Office	12,235,097.85	8,383,465.11
BPI-2012	DB1	PU 1000012223	Tower Crane (PO#27443)	29965800067/2996580(	Leaseback	Megawide - Main/Head Office	13,440,291.45	11,246,428.77
BPI-2012	DB1	PU 1000012226	CN450Hoist(PO#27443)	29965300005/2996580(	Leaseback	Megawide - Main/Head Office	10,336,844.43	6,710,092.90
BPI-2012	DB1	PU 1000012224	CPBoom(PO#27443)	29965300013/2996580(	Leaseback	Megawide - Main/Head Office	9,180,123.63	7,610,640.98
BDO-2012	DB1	PU 1000015574	CONCRETE PLACING BOOM PUTZMEISTER(PO#19878)	35141	Leaseback	SM Dev-Jazz Residences Phas(	9,190,330.57	6,073,867.57
BDO-2012	DB1	PU 1000015575	Formworks-BDO Batch(2)	35162	Leaseback	Consolidated Projects	73,917,737.79	54,857,926.68
BDO-2012	DB1	PU 1000020808	35255 Formworks-BDO Batch(3)	35255	Leaseback	Megawide - Main/Head Office	55,691,700.23	31,604,258.40
BDO-2012	DB1	PU 1000022262	Isuzu Flexitruck	35316	Car loan	Megawide - Main/Head Office	1,115,000.00	1,057,500.00
BDO-2012	DB1	PU 1000021910	Fortuner Wilbert (PO#16574)	35515	Car loan	Megawide - Main/Head Office	1,408,000.00	1,032,533.33
BDO-2012	DB1	PU 1000028190	STRADA-MS. EMZ (PO#25103)	35516	Car loan	Megawide - Main/Head Office	2,630,000.00	1,972,500.00
BDO-2012	DB1	PU 1000034348	35519 - Isuzu(PO#34027)	35519	Leaseback	Megawide - Motorpool	1,172,000.00	593,322.79
BDO-2012	DB1	PU 1000032982	DMAX ISUZU (PO#25104) 1	35521	Car loan	Department of Education	2,640,000.00	1,980,000.00
BDO-2012	DB1	PU 1000033002	DMAX ISUZU (PO#25104) 2	35520	Car loan	Department of Education	1,120,000.00	840,000.00
BDO-2012	DB1	PU 1000041612	INNOVA BRONZE(PO#25435)	35538	Car loan	Megawide - Main/Head Office	998,000.00	798,400.00
BDO-2012	DB1	PU 1000041610	TOYOTA - HILUX(PO#25827)	35537	Car loan	Megawide - Main/Head Office	833,000.00	666,400.00
BDO-2012	DB1	PU 1000044443	Two units Volvo Hydralic Excavator(PO#24673)	35644	Leaseback	Megawide - Motorpool	11,400,000.00	#REF!
BDO-2012	DB1	PU 1000038076	One (1) unit Mitsubishi Canter FE71 3.9 DSL M/T 4 Wheeler(PO#27414)	35612		Megawide - Warehouse Taytay	1,245,000.00	996,000.00
BDO-2012	DB1	PU 1000038986	One (1) unit Mitsubishi Strada 2.5 GL 4x2 Diesel (PO 1000029524)	35653	Car loan	Prince-University Tower 4	840,000.00	672,000.00
BDO-2012	DB1	PU 1000041115	One (1) unit Mitsubishi Strada 2.5 GL 4x2 Diesel (PO 1000030564)	35656	Car loan	FILINV-Linear Phase 2	945,000.00	756,000.00
BDO-2012	DB1	PU 1000041116	One (1) unit Mitsubishi Strada 2.5 GL 4x2 Diesel (PO1000029521)	35654	Car loan	Megawide - Warehouse Third P	840,000.00	672,000.00
ADDITIONS 2013:								
BDO-2013	DB3	PU 500000493	1 Unit Frontier Navara. Nissan 2013 4x2 (Black)-(PO#300000437)	**35741**		Megawide - Precast Plant Tayta	1,151,000.00	939,983.33
BDO-2013	DB3	PU 500000880	Toyota Hilux (Engine no.: 2KDA021459)-(PO#500000793)	**35759**		Megawide - Precast Plant Tayta	838,000.00	698,333.33
BDO-2013	DB3	PU 500000878	Toyota Hilux (Engine no.: 2KDA043194)-(PO#500000792)	**35760**		Megawide - Batching Plant Tag(	849,500.00	707,916.67
BDO-2013	DB3	PU 500000912	One (1) Unit 2013 Mitsubishi Strada 2.5 GL 4x2 MT (PO#500000066)	**35748**		Megawide - Batching Plant Tag(	1,020,000.00	670,833.33
BDO-2013	DB2	PU 300003769	L300.MITSUBISHI.FB DELUXE DUAL AC EURO 2MT (PO#300003293)	**35901**		Belle-Casino Phase 2	615,000.00	512,500.00
BDO-2013	DB3	PU 500000879	L300.MITSUBISHI.FB DELUXE(PO#500000221)	**35757**		Megawide - Batching Plant Tag(	615,000.00	522,750.00
BDO-2013	DB2	PU 300003777	MONTERO SPORT.MITSUBISHI.2013(PO#300003190)	**35794**		Megawide - Main/Head Office	1,403,000.00	1,192,550.00
BDO-2013	DB1	PU 1000046236	FIVE (5) Units 2013 Mitsubishi Strada 2.5 GL 4x2 M/T-(PO#100003081	**35689**		Department of Education	4,200,000.00	4,144,000.00
BDO-2013	DB1	PU 1000046596	One (1) Unit 2013 Mitsubishi Strada 2.5 GL 4x2 MT-(PO#1000030661)	**35690**		NHA-Camarin	840,000.00	700,000.00
BDO-2013	DB2	PU 300005052	One (1) Unit 2013 Mitsubishi Strada 2.5 GL 4x2 MT(PO300004326)	**35838**		Belle-Casino Phase 2	1,063,000.00	903,550.00
BDO-2013	DB2	PU300008598	One (1) Unit 2013 Isuzu Crosswind XT LE 2.5 M/T	**35940**		NHA	861,500.00	746,633.33
BDO-2013	DB1	PU1000048193	Two (2) Units Hyundai HD65 Dump Truck	**35998**		Megawide - Motorpool	2,800,000.00	2,473,333.33

BDO-2013	DB3	PU 500002153	One (1) Unit Hyundai Truck HD250 Cab Chassis with Flat Bed	35970	Megawide - Motorpool	3,980,000.00	2,812,533.33
BDO-2013	DB3	PU 500001591	**One (1) Unit 2013 Hyundai Grand Starex CRDI GLS A/T**	35916	Megawide-warehouse/formworks	1,703,000.00	1,475,933.33
BDO-2013	DB2	PU300015606	**One (1) Unit 2013 AUV Toyota Innova J 2.5L DSL MT**	36118	National Housing Authority	839,000.00	769,083.33
BDO-2013	DB2	PU 300022866	Five (5) PICK-UP.FOTON BLIZZARD.4X2 TURBO 2.8L M/T	36266	Department of Education	3,465,000.00	3,291,750.00
BDO-2013	DB2	PU 300025082	One (1) Mitsubishi Strada 2012 2.5 GLS SPT-V 4x4 AT	36366	Department of Education 3	1,165,000.00	1,106,750.00
BDO-2013	DB2	PU 300026396	One (1) PICK-UP.MITSUBISHI.STRADA.2013 2.5 GL 4X2 M/T	36379	Dep Ed Region 4	820,000.00	792,666.67
BDO-2013	DB2	PU300026395	One (1) PICK-UP.MITSUBISHI.STRADA.2013 2.5 GL 4X2 M/T	36380	Dep Ed Region 4	820,000.00	792,666.67
BDO-2013	DB2	PU300026398	One (1) PICK-UP.MITSUBISHI.STRADA.2013 2.5 GL 4X2 M/T	36381	Dep Ed Region 4	820,000.00	792,666.67
BDO-2013	DB2	PU300027740	One (1) PICK-UP.MITSUBISHI.STRADA.2013 2.5 GL 4X2 M/T	36478	Dep Ed Region 4	820,000.00	792,666.67
BDO-2013	DB2	PU300027742	One (1) PICK-UP.MITSUBISHI.STRADA.2013 2.5 GL 4X2 M/T	36479	Dep Ed Region 4	820,000.00	792,666.67
BDO-2013	DB2	PU300027741	One (1) PICK-UP.MITSUBISHI.STRADA.2013 2.5 GL 4X2 M/T	36480	Dep Ed Region 4	820,000.00	792,666.67
BDO-2013	DB2	PU300027737	One (1) PICK-UP.MITSUBISHI.STRADA.2013 2.5 GL 4X2 M/T	36477	Dep Ed Region 4	820,000.00	792,666.67
BDO-2013	DB2	PU300027735	One (1) Mitsubishi Strada 2012 2.5 GLS SPT-V 4x4 AT	36481	Dep Ed Region 4	1,155,000.00	1,116,500.00
BDO-2013	DB3	PU500005764	One (1) Isuzu Forward 10W Truck	36482	Megawide - Warehouse Formwork:	3,170,000.00	3,011,500.00
BDO-2013	DB2	PU300029429	One (1) Sedan Toyota Corolla Altis 1.6 v at	36522	Megawide - Main/Head Office	895,000.00	865,166.67
			PICK-UP.MITSUBISHI.STRADA.2013 2.5 GL 4X2 M/T			820,000.00	806,333.33
			PICK-UP.MITSUBISHI.STRADA.2013 2.5 GL 4X2 M/T			820,000.00	806,333.33
			PICK-UP.MITSUBISHI.STRADA.2013 2.5 GL 4X2 M/T			820,000.00	806,333.33
			PICK-UP.MITSUBISHI.STRADA.2013 2.5 GL 4X2 M/T			820,000.00	806,333.33
			HYUNDAI FUEL TANK LORRY			1,940,000.00	1,907,666.67
			One Unit Mitsubishi Strada 4x2 2013			820,000.00	806,333.33
			ONE UNIT TOYOTA INNOVA E DSL MT			947,000.00	931,216.67
			ISUZU II NHR 4-WHEELERTRUCK LIGHT DUTY TRUCK			1,000,000.00	983,333.33
			ISUZU II NHR 4-WHEELERTRUCK LIGHT DUTY TRUCK			1,000,000.00	983,333.33
			ISUZU FORMWARD 10-WHEELER TRUCK			3,400,000.00	3,343,333.33
			ISUZU II NHR 4-WHEELERTRUCK LIGHT DUTY TRUCK			1,000,000.00	983,333.33
			ISUZU II NHR 4-WHEELERTRUCK LIGHT DUTY TRUCK			1,000,000.00	983,333.33
						690,654,917.15	#REF!

ANNEX “B”
LIST OF PCD PARTICIPANTS

Philippine Depository & Trust Corp.

TOP 100 PDTC PARTICIPANTS

Business Date 03/31/2014

Security ID: MWIDE0000000 **Security Name:** MWIDE

Transfer Agent: EQBKTA00000 **Transfer Agent Name:** BANCO DE ORO UNIBANK, INC. TRANSFER AGENT

S. No.	BPID	BPNAME	HOLDING	%HOLDING
1	HSBC2000000	THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS' ACCT.	78,456,623.00	18.4971279
2	HSBC1000000	THE HONGKONG AND SHANGHAI BANKING CORP. LTD. -CLIENTS' ACCT.	71,325,260.00	16.8158201
3	GSIS1000000	GOVERNMENT SERVICE INSURANCE SYSTEM	33,828,960.00	7.9755995
4	27900000000	BDO SECURITIES CORPORATION	30,999,809.00	7.3085918
5	BCDO2000033	BANCO DE ORO - TRUST BANKING GROUP	23,561,007.00	5.5548014
6	DEUB1000000	DEUTSCHE BANK MANILA-CLIENTS A/C	21,087,520.00	4.9716460
7	22000000011	ATR KIMENG CAPITAL PARTNERS, INC. AS INVESTMENT MANAGER FOR	21,052,766.00	4.9634523
8	BCDO2000000	BANCO DE ORO - TRUST BANKING GROUP	16,957,600.00	3.9979658
9	17400000000	HDI SECURITIES, INC.	16,748,864.00	3.9487537
10	20300000000	COL Financial Group, Inc.	14,445,228.00	3.4056428
11	22000000000	MAYBANK ATR KIM ENG SECURITIES, INC.	13,252,135.00	3.1243562
12	BCDO2000010	BANCO DE ORO - TRUST BANKING GROUP	9,449,925.00	2.2279377
13	10100000000	A & A SECURITIES, INC.	7,312,610.00	1.7240391
14	19800000000	LUCKY SECURITIES, INC.	7,294,570.00	1.7197859
15	CITI1000000	CITIBANK N.A.	6,360,310.00	1.4995225
16	SCTD1000000	MBTC - TRUST BANKING GROUP	5,450,980.00	1.2851366
17	SCTD1000016	MBTC TBG AS IM FOR GOVT SERVICE INSURANCE SYSTEM	5,026,750.00	1.1851190
18	SCBK1000000	STANDARD CHARTERED BANK	4,914,440.00	1.1586406
19	10200000000	ABACUS SECURITIES CORPORATION	3,195,708.00	0.7534280
20	26700000000	FIRST METRO SECURITIES BROKERAGE CORP.	2,804,902.00	0.6612906
21	DEUB2000000	DEUTSCHE BANK MANILA-CLIENTS A/C	1,830,583.00	0.4315828
22	DEUB2000007	DEUTSCHE BANK AG MANILA BRANCH A/C CLIENTS DEUB20	1,824,179.00	0.4300730
23	BCDO2000063	FEDERAL PHOENIX ASSURANCE CO., INC.	1,400,217.00	0.3301186
24	12200000000	BELSON SECURITIES, INC.	1,315,920.00	0.3102446
25	12600000000	BPI SECURITIES CORPORATION	1,219,449.00	0.2875003
26	BCDO2000007	BANCO DE ORO - TRUST BANKING GROUP	1,210,020.00	0.2852773
27	UCPB1000000	UNITED COCONUT PLANTERS BANK-TRUST BANKING	1,170,820.00	0.2760354
28	24700000000	STANDARD SECURITIES CORPORATION	1,070,080.00	0.2522847

Security ID: MWIDE0000000		Security Name: MWIDE		
Transfer Agent: EQBKTA00000		**Transfer Agent Name:** BANCO DE ORO UNIBANK, INC. TRANSFER AGENT		
S. No.	**BPID**	**BPNAME**	**HOLDING**	**%HOLDING**
29	BCDO2000026	BANCO DE ORO - TRUST BANKING GROUP	1,056,120.00	0.2489935
30	22900000000	SALISBURY BKT SECURITIES CORPORATION	879,200.00	0.2072824
31	26900000000	WEALTH SECURITIES, INC.	725,938.00	0.1711489
32	BCDO2000071	IMA#201-78074	612,040.00	0.1442961
33	32300000005	CLSA PHILIPPINES, INC.	578,400.00	0.1363650
34	20600000000	MERIDIAN SECURITIES, INC.	570,770.00	0.1345662
35	23500000000	REGINA CAPITAL DEVELOPMENT CORPORATION	560,924.00	0.1322448
36	11000000000	ANGPING & ASSOCIATES SECURITIES, INC.	523,229.00	0.1233578
37	BCDO2000053	BDO TRUST BANKING GROUP	516,160.00	0.1216912
38	21700000000	RCBC SECURITIES, INC.	492,095.00	0.1160175
39	10300000000	ACCORD CAPITAL EQUITIES CORPORATION	469,699.00	0.1107374
40	11100000000	ANSALDO, GODINEZ & CO., INC.	464,580.00	0.1095305
41	15300000000	EQUITIWORLD SECURITIES, INC.	463,490.00	0.1092736
42	22400000000	PNB SECURITIES, INC.	427,290.00	0.1007389
43	14700000000	E. CHUA CHIACO SECURITIES, INC.	402,470.00	0.0948873
44	BCDO2000005	GENERALI PILIPINAS LIFE ASSURANCE COMPANY - GF	385,670.00	0.0909265
45	11500000000	SB EQUITIES,INC.	366,033.00	0.0862968
46	12400000000	B. H. CHUA SECURITIES CORPORATION	350,500.00	0.0826347
47	21500000000	OPTIMUM SECURITIES CORPORATION	338,400.00	0.0797820
48	36800000000	SunSecurities, Inc.	334,797.00	0.0789326
49	23900000000	RTG & COMPANY, INC.	305,542.00	0.0720353
50	23800000000	R. S. LIM & CO., INC.	301,820.00	0.0711578
51	23100000000	R & L INVESTMENTS, INC.	300,950.00	0.0709527
52	DEUB2000005	DEUTSCHE BANK MANILA-CLIENTS A/C	293,540.00	0.0692057
53	15400000000	EVERGREEN STOCK BROKERAGE & SEC., INC.	276,800.00	0.0652591
54	BCDO2000065	BDO TRUST BANKING GROUP	275,210.00	0.0648842
55	13000000000	CENTURY SECURITIES CORPORATION	272,604.00	0.0642698
56	BCDO2000066	BDO TRUST BANKING GROUP	267,800.00	0.0631372
57	20000000000	MANDARIN SECURITIES CORPORATION	216,060.00	0.0509388
58	18100000000	INVESTORS SECURITIES, INC,	207,470.00	0.0489136
59	25300000000	TOWER SECURITIES, INC.	207,252.00	0.0488622
60	BCDO2000051	BDO TRUST BANKING GROUP	202,930.00	0.0478433
61	15000000000	EASTERN SECURITIES DEVELOPMENT CORPORATION	193,110.00	0.0455281
62	23600000000	R. NUBLA SECURITIES, INC.	192,552.00	0.0453965
63	11200000000	AB CAPITAL SECURITIES, INC.	191,155.00	0.0450672
64	25900000000	UCPB SECURITIES, INC.	190,765.00	0.0449752
65	BCDO2000086	IMA# 201-78082	178,230.00	0.0420199
66	23300000000	R. COYIUTO SECURITIES, INC.	176,225.00	0.0415472
67	21900000000	PAPA SECURITIES CORPORATION	170,579.00	0.0402161
68	DEUB2000003	DEUTSCHE BANK MANILA-CLIENTS A/C	169,000.00	0.0398439

Security ID: MWIDE0000000	**Security Name:** MWIDE			
Transfer Agent: EQBKTA00000	**Transfer Agent Name:** BANCO DE ORO UNIBANK, INC. TRANSFER AGENT			
S. No.	**BPID**	**BPNAME**	**HOLDING**	**%HOLDING**
69	16100000000	FRANCISCO ORTIGAS SECURITIES, INC.	167,464.00	0.0394817
70	19900000000	LUYS SECURITIES COMPANY, INC.	151,320.00	0.0356756
71	14000000000	IGC SECURITIES INC.	147,875.00	0.0348634
72	20500000000	MERCANTILE SECURITIES CORP.	141,160.00	0.0332802
73	34500000000	UNICAPITAL SECURITIES INC.	133,200.00	0.0314036
74	24600000000	SUMMIT SECURITIES, INC.	131,300.00	0.0309556
75	12800000000	CAMPOS, LANUZA & COMPANY, INC.	119,870.00	0.0282608
76	10600000000	ALPHA SECURITIES CORP.	116,530.00	0.0274734
77	10900000000	BA SECURITIES, INC.	115,930.00	0.0273319
78	15900000000	FIRST INTEGRATED CAPITAL SECURITIES, INC.	112,300.00	0.0264761
79	13300000000	CITISECURITIES, INC.	111,943.00	0.0263920
80	27800000000	YU & COMPANY, INC.	111,150.00	0.0262050
81	17000000000	GOLDSTAR SECURITIES, INC.	108,400.00	0.0255567
82	27500000000	YAO & ZIALCITA, INC.	106,600.00	0.0251323
83	20800000000	MDR SECURITIES, INC.	104,000.00	0.0245193
84	PABC1000000	AB CAPITAL & INVESTMENT CORP. - TRUST & INVESTMENT DIV.	101,182.00	0.0238549
85	28600000000	SOLAR SECURITIES, INC.	98,150.00	0.0231401
86	BCDO2000064	BDO TRUST BANKING GROUP	97,760.00	0.0230481
87	BCDO2000015	BANCO DE ORO - TRUST BANKING GROUP	92,040.00	0.0216996
88	28500000000	GOLDEN TOWER SECURITIES & HOLDINGS, INC.	89,570.00	0.0211172
89	25700000000	TRI-STATE SECURITIES, INC.	81,560.00	0.0192288
90	26900000002	WEALTH SECURITIES, INC.	78,850.00	0.0185899
91	28800000000	G.D. TAN & COMPANY, INC.	77,690.00	0.0183164
92	13100000000	PCIB SECURITIES, INC.	74,003.00	0.0174471
93	19000000000	VALUE QUEST SECURITIES CORPORATION	70,500.00	0.0166213
94	13600000000	TRITON SECURITIES CORP.	70,150.00	0.0165387
95	21100000000	NEW WORLD SECURITIES CO., INC.	68,880.00	0.0162393
96	33800000002	PHILIPPINE EQUITY PARTNERS, INC.	67,600.00	0.0159375
97	18200000000	IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	66,025.00	0.0155662
98	BCDO2000014	BANCO DE ORO - TRUST BANKING GROUP	63,180.00	0.0148955
99	16700000000	AURORA SECURITIES, INC.	63,000.00	0.0148530
100	32300000000	CLSA PHILIPPINES, INC.	60,208.00	0.0141948
101	10400000000	A. T. DE CASTRO SECURITIES CORP.	60,150.00	0.0141811
102	19200000000	STRATEGIC EQUITIES CORP.	58,489.00	0.0137895
103	21000000000	MOUNT PEAK SECURITIES, INC.	58,055.00	0.0136872
104	17200000000	GUILD SECURITIES, INC.	56,000.00	0.0132027
105	16200000000	F. YAP SECURITIES, INC.	51,189.00	0.0120684
106	BCDO2000090	IMA#201-78090-5	49,010.00	0.0115547
107	17500000000	H. E. BENNETT SECURITIES, INC.	48,490.00	0.0114321
108	BCDO2000027	BANCO DE ORO - TRUST BANKING GROUP	48,100.00	0.0113402

Security ID:	MWIDE0000000	Security Name:	MWIDE	
Transfer Agent:	EQBKTA00000	Transfer Agent Name:	BANCO DE ORO UNIBANK, INC. TRANSFER AGENT	

S. No.	BPID	BPNAME	HOLDING	%HOLDING
109	BCDO2000028	BANCO DE ORO - TRUST BANKING GROUP	46,930.00	0.0110643
110	21300000000	NIEVES SECURITIES, INC.	43,380.00	0.0102274
111	BCDO2000037	BDO TRUST BANKING GROUP	43,290.00	0.0102062
112	14500000000	DIVERSIFIED SECURITIES, INC.	38,480.00	0.0090721
113	23000000000	QUALITY INVESTMENTS & SECURITIES CORPORATION	38,450.00	0.0090651
114	16800000000	GLOBALINKS SECURITIES & STOCKS, INC.	37,500.00	0.0088411
115	BCDO2000092	BDO TRUST FAO GENERALI PILIPINAS LIFE ASSURANCE COMPANY- EQUITY I	36,680.00	0.0086478
116	21800000000	PAN ASIA SECURITIES CORP.	35,080.00	0.0082705
117	24000000000	S.J. ROXAS & CO., INC.	33,850.00	0.0079806
118	19500000000	LITONJUA SECURITIES, INC.	33,800.00	0.0079688
119	27000000000	WESTLINK GLOBAL EQUITIES, INC.	33,800.00	0.0079688
120	BCDO2000069	IMA# 201-78068	31,070.00	0.0073251
121	17900000000	I. ACKERMAN & CO., INC.	29,842.00	0.0070356
122	BCDO2000078	IMA#201-78076	29,692.00	0.0070003
123	28300000000	EAGLE EQUITIES, INC.	28,402.00	0.0066961
124	28200000000	PCCI SECURITIES BROKERS CORP.	26,329.00	0.0062074
125	11900000000	ASTRA SECURITIES CORPORATION	26,000.00	0.0061298
126	32300000003	PERLA COMPAÑA DE SEGUROS INC.	26,000.00	0.0061298
127	BCDO2000052	BDO TRUST BANKING GROUP	21,060.00	0.0049652
128	26600000000	VICSAL SECURITIES & STOCK BROKERAGE, INC.	20,280.00	0.0047813
129	25100000000	TANSENGCO & CO., INC.	19,186.00	0.0045233
130	BCDO2000068	IMA# 208-78180-7	15,080.00	0.0035553
131	27300000000	WONG SECURITIES CORPORATION	15,000.00	0.0035364
132	32300000002	CLSA PHILIPPINES, INC.	13,113.00	0.0030916
133	27200000000	BERNAD SECURITIES, INC.	13,000.00	0.0030649
134	26000000000	UOB KAY HIAN SECURITIES (PHILS.), INC.	12,900.00	0.0030413
135	14100000000	CUALOPING SECURITIES CORPORATION	12,350.00	0.0029117
136	19300000000	LARRGO SECURITIES CO., INC.	11,050.00	0.0026052
137	BCDO2000094	IMA#101-78104-5	8,970.00	0.0021148
138	14200000000	DBP-DAIWA CAPITAL MARKETS PHILPPINES, INC.	8,000.00	0.0018861
139	26300000000	VENTURE SECURITIES, INC.	7,384.00	0.0017409
140	BCDO2000085	IMA# 208-50271	6,890.00	0.0016244
141	25500000000	APEX PHILIPPINES EQUITIES CORPORATION	6,500.00	0.0015325
142	23700000000	AAA SOUTHEAST EQUITIES, INCORPORATED	6,400.00	0.0015089
143	SCTD1000030	MBTC TBG AS INVT. MNGR. FOR 3011-00033-12	5,000.00	0.0011788
144	11800000000	ASIASEC EQUITIES, INC.	3,900.00	0.0009195
145	PPSB1000008	EAST WEST BANKING CORP.-TRUST DIVISION FAO 387-311-008354	3,900.00	0.0009195
146	11600000000	ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	3,000.00	0.0007073
147	BCDO2000009	BANCO DE ORO - TRUST BANKING GROUP	3,000.00	0.0007073
148	BCDO2000095	IMA#101-78105-1	2,990.00	0.0007049

Security ID: MWIDE0000000		Security Name: MWIDE		
Transfer Agent: EQBKTA00000		**Transfer Agent Name:** BANCO DE ORO UNIBANK, INC. TRANSFER AGENT		
S. No.	**BPID**	**BPNAME**	**HOLDING**	**%HOLDING**
149	BCDO2000093	BLUE CROSS INSURANCE INC.	2,860.00	0.0006743
150	12500000000	JAKA SECURITIES CORP.	2,080.00	0.0004904
151	1120000FTXN	AB CAPITAL SECURITIES, INC.	1,950.00	0.0004597
152	15700000000	FIRST ORIENT SECURITIES, INC.	1,690.00	0.0003984
153	BCDO2000070	IMA# 201-78069	1,690.00	0.0003984
154	BCDO2000096	IMA#101-78107-8	1,500.00	0.0003536
155	25200000000	THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	1,300.00	0.0003065
156	12300000000	BENJAMIN CO CA & CO., INC.	845.00	0.0001992
157	18000000000	I. B. GIMENEZ SECURITIES, INC.	338.00	0.0000797
158	33800000000	PHILIPPINE EQUITY PARTNERS, INC.	224.00	0.0000528
159	18300000000	INTRA-INVEST SECURITIES, INC.	65.00	0.0000153
160	20900000000	DEUTSCHE REGIS PARTNERS, INC.	63.00	0.0000149
161	12900000000	SINCERE SECURITIES CORPORATION	50.00	0.0000118
162	MEGAWIDE000	MEGAWIDE CONSTRUCTION CORPORATION	12.00	0.0000028
163	HSBC4000000	THE HONGKONG & SHANGHAI BANKING CORP. LTD. -OWN ACCOUNT	1.00	0.0000002