

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2 (c) THEREUNDER**

1. **21 July 2023**
Date of Report
2. SEC Identification Number: **CS202052294** 3. BIR Tax Identification No: **502-228-971-000**
4. **MREIT, INC.**
Exact name of Issuer as specified in its charter
5. **Metro Manila**
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)
Industry Classification Code
7. **18th Floor, Alliance Global Tower, 36th Street corner 11th Avenue
Uptown Bonifacio, Taguig City 1634**
Address of principal office
8. **(632) 8894-6300/6400**
Issuer's telephone number, including area code
9. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

<u>Title of Each Class</u>	<u>Number of Shares of Stock Outstanding</u>
Common	2,795,821,381 ¹
Preferred	0
Total	2,795,821,381¹

10. **Item 9(b)**


Please see the attached Press Release.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MREIT, INC.
Issuer

By:


KARREN MAE G. DE CHAVEZ-REODICA
Compliance Officer
21 July 2023

¹ MREIT, Inc. has a total of 2,795,821,381 common shares issued and outstanding. 2,532,121,381 common shares are listed in the Philippines Stock Exchange, while the listing application for the 263,700,000 common shares issued in March 2023 is currently pending with the Exchange.



MEGAWORLD COMPLETES PRIVATE PLACEMENT FOR 279.4M SHARES IN MREIT

MANILA, Philippines, July 21, 2023 – MREIT, Inc., the REIT company of township developer Megaworld Corporation (MEG), has been notified by MEG’s Board of Directors of the approval of the sale of 279.4 million common shares (the “Shares”) in MREIT through an overnight placement (the “Transaction”).

The Shares were successfully sold at a transaction price of P13.00 per Share, resulting in a total consideration of P3.63bn. The proceeds from the sale will be settled within three (3) trading days after the Shares have been crossed. UBS AG, Singapore Branch (“UBS”) acted as Sole Placement Agent for the Transaction.

On the back of strong demand led by domestic and international long-only investors, the Transaction was upsize by 10% from 254.0 million shares to 279.4 million shares.

MEG continues to be committed as a sponsor and the Transaction increases MREIT’s free float which provides headroom for future acquisition of assets via property for share swap. MEG will be using the proceeds from the Transaction to fund further development of high quality commercial assets, among other things, helping to build on its existing portfolio and thereby expanding the pipeline of potential acquisition opportunities for MREIT.

“At the MREIT level, we are pleased to have several institutional investors on board. This investment demonstrates confidence in MREIT's potential as a strong and attractive long-term investment opportunity,” says Kevin L. Tan, President and CEO of MREIT.

All the MREIT shares sold in the Transaction are owned by MEG and are secondary shares, ensuring that the ownership of existing shareholders of MREIT will not be diluted. Post Transaction, MEG will continue to hold a majority stake in MREIT with a 55.6% ownership.

Last month, MREIT also announced the signing of a memorandum of understanding (MOU) with its sponsor, Megaworld, for the possible acquisition of seven (7) grade A office assets from Megaworld Corporation with a total GLA of 150,500 square meters. These assets are from Megaworld townships McKinley Hill, McKinley West, Iloilo Business Park, and Davao Park District. If concluded, MREIT’s portfolio will grow to 475,500 sqm, an increase of 46% from the current 325,000 sqm.

The shares were offered and sold outside the United States in reliance on Regulation S under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), and within the United States to qualified institutional buyers as defined in, and in reliance on, Rule 144A under the U.S. Securities Act. The said shares were also offered and sold in the Philippines in transactions that do not require registration under the Philippine Securities Regulation Code (“SRC”), specifically Section 10.1(l) of the SRC and Rule 10.1.3 of the implementing rules and regulations of the SRC.
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Disclaimer: This Press Release contains forward-looking statements that are subject to risks and opportunities that could affect MREIT, Inc.’s plans to acquire additional assets until 2024. Although MREIT, Inc. believes that expectations reflected in any forward-looking statements are reasonable, it can give no guarantee of future actions or events.