

**DISCLOSURE REQUIREMENTS
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP
(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)**

Item 1. Security and Issuer

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities:

This filing relates to common shares of Empire East Land Holdings, Inc. (the "Issuer"), a corporation duly organized and existing under Philippine laws with principal office at the 21/F The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines.

Item 2. Identity and Background

If the person filing this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s):

- a. Name: **Megaworld Corporation ("the Company")**
- b. Place of organization: **Metro Manila, Philippines**
- c. Principal office address: **28/F The World Centre, 330 Sen. Gil Puyat Avenue, Makati City, Philippines**
- d. Principal business: **Real Estate Development**
- e. Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case: **N.A.**
- f. Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking: **N.A.**

Item 3. Purpose of Transaction

State the purpose or purposes of the acquisition of securities of the issuer.

**2,694,992,125 common shares of the Issuer were issued to the Company on 30 October 2012 pursuant to a 1:4 pre-emptive stock rights offer.
4,500,000 common shares of the Issuer were purchased by the Company from the market for purposes of investment.**

Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- a. The acquisition by the Company of additional securities of the Issuer, or the disposition of securities of the Issuer;
The Company may from time to time acquire shares of the Issuer from the market for investment.
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
None
- c. A sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries;
None
- d. Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
None
- e. Any material change in the present capitalization or dividend policy of the Issuer;
None
- f. Any other material change in the Issuer's business or corporate structure;
None
- g. Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person;
None
- h. Causing a class of securities of the Issuer to be delisted from a securities exchange;
None
- i. Any action similar to any of those enumerated above.
None

Item 4. Interest in Securities of the Issuer

- a. State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.
As of 31 October 2012, the Company beneficially owns 9,356,426,938 common shares of the Issuer representing 69.429% of the Issuer's outstanding capital stock.
- b. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.
The Company has the sole power to vote or to direct the vote, and the sole power to dispose or to direct the disposition of the shares in the Issuer that it beneficially owns.
- c. Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.
Apart from the transactions subject of this report, there has been no other transaction in the common shares of the Issuer that were effected by the Company during the past sixty (60) days.
- d. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.
Other than the Company, there is no other person which has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of the shares in the Issuer that the Company beneficially owns.
- e. If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.

Not Applicable

Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

None

Item 6. Material to be Filed as Exhibits

None

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in Makati City on October 31, 2012.

SIGNATURE

By:



FRANCISCO C. CANUTO
First Vice President and Treasurer