

**MEGAWIDE CONSTRUCTION CORPORATION**  
**20 N. Domingo Street, Barangay Valencia, Quezon City**  
**Tel. No. (02) 655-1111**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

To the Stockholders of Megawide Construction Corporation:

Notice is hereby given that the Annual Stockholders' Meeting of MEGAWIDE CONSTRUCTION CORPORATION (Megawide) will be held on July 2, 2019 at 2:00 PM, venue to be announced, to consider and take action upon the following matters:

1. Call to Order
  - The Chairman will call the meeting to order.
2. Proof of Notice and Quorum
  - The Corporate Secretary will certify that notices of the meeting have been duly sent to stockholders of record date as required by the By-Laws. She will also attest to the attendance at the meeting and whether a quorum is present. Except as otherwise provided by law, a quorum shall consist of stockholders owning majority of the outstanding capital stock, (exclusive of treasury stock), in person or represented by proxy.
3. Approval of the Minutes of the Annual Stockholders' Meeting on July 2, 2018
  - The Minutes of the Annual Stockholders' Meeting will be submitted for approval. It contains the following matters: (a) approval of the minutes of the Annual Stockholders' Meeting on September 18, 2017; (b) Chairman's Address and President's Report; (c) Election of Directors; (d) Approval of the 2017 Audited Financial Statements; (e) Appointment of External Auditor; (f) Ratification of all acts of Management and the Board of Directors; (g) Approval of the Amendment of the Articles of Incorporation to change the principal office; and (h) Approval of the corporate guaranty in favor of Major Homes, Inc.. A copy of the Minutes is available in Megawide's website.
4. Chairman's Address and President's Report
  - The Chairman and President will give a welcome address and give the operational highlights of 2018.
5. Election of Directors
  - The stockholders will approve the election of the regular and independent directors to hold office until the next Annual Stockholders' Meeting and until their respective successors have been elected and qualified. The nominees were evaluated on the basis of all qualifications required by By-Laws, Manual on Corporate Governance and that no provision or disqualification would apply to them. The profile and qualifications of the nominees are available in the Definitive Information Statement and Annual Report.
6. Approval of the 2018 Audited Financial Statements
  - The 2018 Audited Financial Statements (2018 AFS) will be submitted for approval.
7. Appointment of External Auditor
  - The stockholders will approve the appointment of Punongbayan & Araullo as external auditor.

8. Ratification of all acts of Management and the Board of Directors
  - For ratification of the stockholders are the acts of Management and the Board of Directors in the ordinary course of Megawide's construction business. A list of such acts is too voluminous to be included in the Information Statement. These acts pertain to obtaining government permits and clearances, execution of contracts, availment of services from banks and other acts necessary for various construction projects of Megawide.
9. Other Matters
  - The floor will be open for questions from the stockholders.

All stockholders of record at the close of business on May 17, 2019 are entitled to notice of and vote at the annual meeting and at any adjournment thereof. The stock and transfer books of Megawide will be closed from end of business day on May 17, 2019.

Should you be unable to attend the meeting personally, kindly accomplish the enclosed proxy form and submit the same to the office of the Stock Transfer Agent at the address below. Proxies will be validated on June 21, 2018 at the said address.

Banco de Oro Unibank, Inc. - Trust and Investments Group  
BDO Corporate Center, 7899 Makati Avenue, Makati City

Makati, Philippines, May 19, 2019.

(Signed)  
**ALTHEA ISOBEL F. OAMINAL**  
Corporate Secretary