

MEGAWIDE CONSTRUCTION CORPORATION
20 N. Domingo Street, Barangay Valencia, Quezon City
Tel. No. (02) 8655-1111

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

To the Stockholders of **MEGAWIDE CONSTRUCTION CORPORATION** (“Megawide”):

Notice is hereby given that the Annual Stockholders’ Meeting of Megawide will be held on June 30, 2020, at 2:00 p.m. The meeting will be conducted via remote communication and can be accessed through the following link: [Please click here](#)

The agenda of the meeting is as follows:

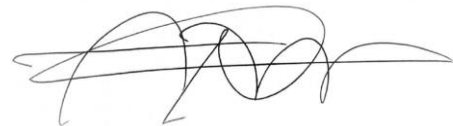
1. Call to Order
 - The Chairman will call the meeting to order.
2. Proof of Notice and Quorum
 - The Corporate Secretary will certify that notices of the meeting have been duly sent to stockholders of record date as required by the By-Laws. He will also attest to the attendance at the meeting and whether 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, 2019
 - 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 July 2, 2018; (b) Chairman’s Address and President’s Report; (c) Election of Directors; (d) Approval of the 2018 Audited Financial Statements; (e) Appointment of External Auditor; and (f) Ratification of all acts of Management and the Board of Directors. 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 2019.
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, the New 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. Amendment of the Articles of Incorporation to Increase Authorized Capital Stock (“ACS”) for Preferred Shares.
 - The increase in Megawide’s ACS for preferred shares will be submitted for the approval of the stockholders.

7. Approval of the 2019 Audited Financial Statements
 - The 2019 Audited Financial Statements (2019 AFS) will be submitted for approval of the stockholders.
8. Appointment of External Auditor
 - The stockholders will approve the appointment of Punongbayan & Araullo as external auditor.
9. 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 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.
10. Other Matters
 - The floor will be open for questions from the stockholders.

All stockholders of record at the close of business on May 13, 2020 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 14, 2020.

Please refer to **Exhibit "1"** of the Definitive Information Sheet (available at the PSE EDGE website) or visit [Megawide 2020 ASM](#) for the full details on the submission of proxies, procedure for voting, and participation in the Annual Stockholders' Meeting of Megawide.

Quezon City, Philippines, June 2, 2020.



ANTHONY G. TOPACIO
Corporate Secretary