

**MEGAWIDE CONSTRUCTION CORPORATION**  
**2/F Spring Bldg. Arnaiz Ave. cor. P. Burgos St., Pasay City, Metro Manila**  
**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 at 2:00 p.m. on June 30, 2015 at Davao Room, Sofitel Philippine Plaza Manila 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. 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 June 30, 2014
  - 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 June 26, 2013; (b) Chairman's Address; (c) President's Report; (d) Ratification of all acts of Management and the Board of Directors; (e) Election of Directors; (f) Approval of the 2013 Audited Financial Statements; (g) Appointment of External Auditor; (h) Amendment of Articles of Incorporation and By-Laws to include the power to extend corporate guarantee to subsidiaries and affiliates for bidding purposes; (i) Amendment of Articles of Incorporation to increase authorized capital stock from Php2 Billion to Php5 Billion to be effected by stock dividend declaration; and (j) Amendment of Articles of Incorporation to create preferred shares. A copy of the Minutes is available in Megawide's website.
4. Chairman's Address
  - The Chairman will give a welcome address.
5. President's Report
  - The President will give the operational highlights of 2014.
6. 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.

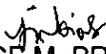
7. Election of Directors
  - The stockholders will approve the election of the regular and independent directors to hold office until the next Annual Stockholders' Meeting and until their respective successors have been elected and qualified. The nominees were evaluated on the basis of all qualifications 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.
8. Approval of the 2014 Audited Financial Statements
  - The 2014 Audited Financial Statements (2014 AFS) will be submitted for approval. A copy of the 2014 AFS is available in Megawide's website.
9. Appointment of External Auditor
  - The stockholders will approve the appointment of Punongbayan & Araullo as external auditor.
10. Other Matters
  - The floor will be open for questions from the stockholders.

All stockholders of record at the close of business on May 29, 2015 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 29 to June 30, 2015.

If you cannot attend the meeting personally, you may designate a representative by submitting a Proxy instrument in accordance with Section 58 of the Corporation Code to the office of the Stock Transfer Agent at the address below. Proxies will be validated on June 23, 2015 at the said address.

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

Makati, Philippines, June 4, 2015.

  
JOYCE M. BRIONES  
Assistant Corporate Secretary\*

\* The Corporate Secretary, Florentino A. Tuason, Jr. is out of the country.