

MEGAWIDE CONSTRUCTION CORPORATION
No. 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 (the "Company")**:

Notice is hereby given that the Annual Stockholders' Meeting of the Company will be held on **30 June 2022, 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 the 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) participating in person, *in absentia*, or by proxy.
 3. Approval of the Minutes of the Annual Stockholders' Meeting held last 30 June 2021
 - The Minutes of the Annual Stockholders' Meeting held last 30 June 2021 will be submitted for approval. It contains the following matters: (a) Approval of the Minutes of the Annual Stockholders' Meeting held last 30 June 2020; (b) Approval of the Minutes of the Annual Stockholders' Meeting held last 21 May 2021; (c) Chairman's Address and President's Report; (d) Election of Directors; (e) Approval of the 2020 Audited Financial Statements; (f) Appointment of the External Auditor; and (g) Ratification of All Acts of Management and the Board of Directors.
- A copy of the Minutes of the Annual Stockholders' Meeting held last 30 June 2021 is available in the Company's website and attached to the Information Statement as **Exhibit "5"**.
4. Chairman's Address and President's Report
 - The Chairman and President of the Company will give a welcome address and provide the operational highlights of 2021.
 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 the Company's By-Laws, New Manual on Corporate Governance, and that no provision on disqualification would apply to them. The profile and qualifications of the nominees are in the Company's Information Statement and Annual Report ("SEC Form 17-A") which are available in its website.

6. Approval of the 2021 Audited Financial Statements
 - The 2021 Audited Financial Statements of the Company will be submitted for the approval of the stockholders.
7. Appointment of the External Auditor
 - The stockholders will approve the appointment of Punongbayan & Araullo as the Company's external auditor.
8. Approval of the Amendment of Articles of Incorporation
 - The Amendment of Article Second of the Articles of Incorporation of the Company will be submitted for the approval of the stockholders. The proposed amendments are intended to expressly remove the development of real estate in the purposes of the Company, given that it does not engage in the business of real estate development.
9. Approval of the Amendment of By-Laws
 - The Amendment of Article II, Sections 1 to 7, and Article III, Section 1(h) of the By-Laws of the Company will be submitted for the approval of the stockholders. The amendments to the By-Laws are intended to align with the provisions of the Revised Corporation Code and SEC Memorandum Circular No. 06, Series of 2020.
10. Ratification of All Acts of the Board of Directors and Management
 - For ratification of the stockholders are all acts of the Board of Directors and Management in the ordinary course of the Company'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 the Company.
11. Other Matters
 - The floor will be open for questions from the stockholders.

All stockholders of record at the close of business on 13 May 2022 are entitled to notice of and vote at the annual meeting and at any adjournment thereof. The stock and transfer books of the Company will be closed from end of business day on 14 May 2022 until 30 June 2022.

Please refer to **Exhibit "1"** of the Information Statement (available in the PSE EDGE website) or visit

<https://mcc-stockholders-meeting.web.app/>

for the full details on the submission of proxies, procedure for voting, participation in the Annual Stockholders' Meeting, and to view the SEC Form 17-A.

Quezon City, Philippines, 24 May 2022.



CHARLOTTE Y. KING
Corporate Secretary