

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 2021, 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 2020
 - The Minutes of the Annual Stockholders' Meeting held last 30 June 2020 will be submitted for approval. It contains the following matters: (a) approval of the minutes of the Annual Stockholders' Meeting held last 02 July 2019; (b) Chairman's Address and President's Report; (c) Election of Directors; (d) Amendment of the Articles of Incorporation to Increase Authorized Capital Stock; (e) Approval of the 2019 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 2020 is available in the Company's website.
4. Approval of the Minutes of the Special Stockholders' Meeting held last 21 May 2021
 - The Minutes of the Special Stockholders' Meeting held last 21 May 2021 will be submitted for approval. It contains the matter on the Amendment of the Articles of Incorporation to Increase Authorized Capital Stock for Preferred Shares.

A copy of the Minutes of the Special Stockholders' Meeting held last 21 May 2020 is available in the Company's website.
5. 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 2020.

6. 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 Definitive Information Statement and Annual Report ("SEC Form 17-A") which are available in its website.

7. Approval of the 2020 Audited Financial Statements

- The 2020 Audited Financial Statements of the Company will be submitted for the approval of the stockholders.

8. Appointment of the External Auditor

- The stockholders will approve the appointment of Punongbayan & Araullo as the Company's external auditor.

9. 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 Definitive Information Statement. These acts pertain to obtaining government permits and clearances, execution of contracts, availing of services from banks, and other acts necessary for various construction projects of the Company.

10. Other Matters

- The floor will be open for questions from the stockholders.

All stockholders of record at the close of business on 13 May 2021 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 2021 until 30 June 2021.

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

<https://megawide.com.ph/megawide-annual-stockholders-meeting-2021/>

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, 21 May 2021.



ANTHONY LEONARD G. TOPACIO
Corporate Secretary