

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

NOTICE OF SPECIAL STOCKHOLDERS' MEETING

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

Notice is hereby given that the Special Stockholders’ Meeting of the Company will be held on **20 December 2022, at 1:00 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. 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) participating in person, *in absentia*, or by proxy.
 3. Approval of the Minutes of the Annual Stockholders’ Meeting held last 30 June 2022
 - The Minutes of the Annual Stockholders’ Meeting held last 30 June 2022 will be submitted for approval. It contains the following matters: (a) Approval of the Minutes of the Annual Stockholders’ Meeting held last 30 June 2021; (b) Chairman’s Address and President’s Report; (c) Election of Directors; (d) Approval of the 2021 Audited Financial Statements; (e) Appointment of the External Auditor; (f) Approval of the Amendment of the Articles of Incorporation; (g) Approval of the Amendment of the By-Laws; and (f) 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 2022 is available in the Company’s website and attached to the Information Statement as **Exhibit “5”**.
4. Election of Independent Director
 - The stockholders will approve the election of an Independent Director to fill the seventh (7th) seat of the Board of Directors, who will hold office until the next Annual Stockholders’ Meeting and until her respective successor have been elected and qualified. The nominee was 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 her. The profile and qualifications of the nominee is in the Information Statement which is available in the Company’s website.
 5. Approval of the Amendment of Article Seventh of the Articles of Incorporation to increase the Authorized Capital Stock for Preferred Shares
 - The increase in the Company’s Authorized Capital Stock for Preferred Shares and the consequent amendment of Article Seventh of its Articles of Incorporation will be submitted for the approval of the stockholders.

6. Approval of Offer, Sale, and Listing of Additional Preferred Shares
 - The offer, sale, and listing of additional Preferred Shares which is discussed in the Information Statement will be submitted for the approval of the stockholders.
7. Other Matters
 - The floor will be open for questions from the stockholders.

All stockholders of record at the close of business on 18 November 2022 are entitled to notice of and vote at the special meeting and at any adjournment thereof. The stock and transfer books of the Company will be closed from end of business day on 21 November 2022 until 20 December 2022.

Please refer to **Exhibit "1"** of the Information Statement (available in the Company's website and the PSE Edge Portal) or visit:

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

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

Quezon City, Philippines, 17 November 2022.



CHARLOTTE Y. KING
Corporate Secretary