

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 **12 July 2023, 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 as 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 Special Stockholders' Meeting held last 20 December 2022
 - The Minutes of the Special Stockholders' Meeting held last 20 December 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 2022; (b) Election of Independent Director; (c) Approval of increase in Authorized Capital Stock of Preferred Shares, and the consequent Amendment of its Articles of Incorporation; (d) Approval of offer, sale, and listing of additional Preferred Shares; and (e) Election of Directors.

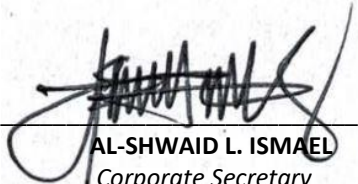
A copy of the Minutes of the Special Stockholders' Meeting held last 20 December 2022 is available in the Company's website and attached to the Information Statement as **Exhibit "5"**;
4. Chairman's Address and President's Report
 - The Chairman and President of the Company will give a welcome address and provide operational highlights of 2022.
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 2022 Audited Financial Statements

- The 2022 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 Acquisition by the Company of PH1 World Developers Inc.
 - The stockholders are to approve the acquisition by the Company of 100% of the outstanding capital stock in PH1 World Developers Inc. from its affiliate, Citicore Holdings Investments Inc.
 9. Ratification of All Acts of the Board of Directors and Management
 - For ratification of the stockholders are all the 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 government permits and clearances, execution of contracts, availment of services from banks, and other acts necessary for various construction project
 10. Other Matters
 - The floor will be open for questions from the stockholders.

All stockholders of record at the close of business on 22 June 2023 are entitled to notice of and vote at the regular meeting and at any adjournment thereof. The stock and transfer books of the Company will be closed from end of business day on 23 June 2023 until 12 July 2023

Please refer to **Exhibit "1"** of the Information Statement: [click here](#) for the full details on the submission of proxies, procedure for voting, participation in the Regular Stockholders' Meeting, and to view the Information Statement and Annual Report on SEC Form 17-A.

Quezon City, Philippines, 14 June 2023.



AL-SHWaid L. ISMAEL
Corporate Secretary