

**PROXY**

The undersigned stockholder of **MEGAWIDE CONSTRUCTION CORPORATION** (the “Company”) hereby appoints \_\_\_\_\_ or in his/her absence, the Chairman of the meeting, as attorney-in-fact or proxy, with power of substitution and delegation, to represent and vote all shares registered in the name of the undersigned stockholder, at the **virtual Special Stockholders’ Meeting** of the Company on **December 10, 2024, at 2:00 p.m., through Microsoft Teams**, and any adjournment/s thereof, as fully and to all intents and purposes as the undersigned might or could do if present and acting in person, hereby ratifying and confirming any and all acts which such proxy may do in or upon any and all matters which may properly come before any said meeting, or any adjournment/s thereof, upon the following proposals:

1. Approval of the Change of the Company’s External Auditor from Punongbayan & Araullo to PwC Philippines/Isla Lipana & Co.  
 Yes       No       Abstain
2. Approval of the Minutes of the Annual Stockholders Meeting held on 3 July 2024  
 Yes       No       Abstain
3. Approval of the Increase of Authorized Capital Stock and amendment of the Articles of Incorporation  
 Yes       No       Abstain
4. Approval of Offer, Sale, and Listing of Additional Preferred Shares  
 Yes       No       Abstain
5. At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the meeting.

\_\_\_\_\_  
Date\_\_\_\_\_  
Printed Name of Stockholder\_\_\_\_\_  
Signature of Stockholder/ Authorized Signatory

This proxy should be received by the Corporate Secretary on or before **December 5, 2024**, the deadline for the submission of proxies.

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted “Yes” for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the information statement and/or as recommended by management or the board of directors.

A proxy submitted by a corporation should be accompanied by a corporate secretary’s certificate quoting the board resolution designating a corporate officer to execute the proxy.

A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expresses his intention to vote in person. This proxy shall be valid for five (5) years from the date hereof unless otherwise indicated in the box herein provided.

No director or executive officer, nominee for election as director, or associate of such director, executive officer, or nominee of the Company, at any time since the beginning of the last fiscal year, has any substantial interest, direct or indirect by security holdings, or otherwise, in any of the matters to be acted upon in the meeting.