

MEGAWIDE CONSTRUCTION CORPORATION
SPECIAL STOCKHOLDERS' MEETING

PROCEDURE FOR VOTING AND PARTICIPATION
VIA REMOTE COMMUNICATION¹³

Megawide Construction Corporation (the "Company") shall be conducting a Special Stockholders' Meeting ("SSM") on 10 December 2024, at 2:00 P.M., via remote communication (the "2024 SSM"). In this regard, the stockholders of record as of 19 November 2024 ("Stockholders"), shall be entitled to attend, participate, and vote in the 2024 SSM, in accordance with the procedure outlined below:

I. **VOTING IN ABSENTIA**

1. The Stockholders who would like to vote *in absentia* shall register at [Pre-Registration for 2024 SSM](#) from **19 November 2024 to 05 December 2024**, where they will be asked to provide the following information:
 - a. For individual Stockholders:
 - i. Full name;
 - ii. Address;
 - iii. Birthdate;
 - iv. Email address;
 - v. Phone number;
 - vi. Mobile number;
 - vii. Current photograph, with face fully visible;
 - viii. Scanned copy of valid government-issued ID; and
 - ix. For Stockholders with joint accounts, a scanned copy of an authorization letter signed by the other Stockholders, indicating who among them is authorized to cast the vote for the account.
 - b. For corporate Stockholders
 - i. Corporate Name;
 - ii. Address;
 - iii. Email address;
 - iv. Phone number;
 - v. Mobile number;
 - vi. Scanned copy of the Secretary's Certificate or Board Resolution authorizing the representative of the corporation to cast the vote;
 - vii. Current photograph of the representative authorized to cast the vote for the corporation, with face fully visible; and
 - viii. Scanned copy of valid government-issued ID of the authorized representative.
 - c. For Stockholders under PCD Participant/Brokers Account of "Scripless Shares"
 - i. Name;
 - ii. Address;

¹³ The Procedure for Voting and Participation via Remote Communication is also available in Megawide's website under: [Special Stockholders Meeting 2024](#)

- iii. Email address;
- iv. Phone number;
- v. Mobile number;
- vi. Scanned copy of valid government-issued ID; and
- vii. Certificate of shareholdings issued by the broker.

The submissions of Stockholders shall immediately be validated by the stock transfer agent of the Company, Stock Transfer Service, Inc., in coordination with the Corporate Secretary.

- 2. Upon validation, a Stockholder shall be sent a username and password to the email address he/she has provided during registration. The Stockholder shall use this username and password to log in to the voting page at [VOTING FOR SSM 2024](#) to be able to cast his/her vote in all the matters included in the agenda of the SSM.

When a Stockholder has finished voting, he/she shall be shown a summary of the votes he/she has cast. If the Stockholder is satisfied, he/she may click the “Submit” button; otherwise, the Stockholder may click the “Back” button to make any desired changes in his/her votes.

Registered Stockholders shall be allowed to vote until 11:59 P.M. of 05 December 2024.
The votes shall be considered cast for all the shares of the stockholder.

- 3. The Stockholders who register and vote *in absentia* are deemed to have given their permission to the collection, use, transfer, disclosure, sharing, storage, and other forms of processing (collectively “Processing”), by the Company or any relevant third party, of the personal data they have provided. The Processing of the Stockholders personal data shall be used for the purpose of voting *in absentia* during the SSM, including for any reason necessary or incidental thereto.

II. VOTING BY PROXY

The Stockholders of the Company may also vote by completing the proxy form applicable to them that is attached to this Information Statement (or downloadable under Section V¹⁴).

The completed and signed proxy form shall be submitted by the Stockholder to the Company’s stock transfer agent, through electronic mail and/or personal service, from **19 November 2024 to 05 December 2024**. Please refer to the details provided below:

Through Electronic Mail:

STOCK TRANSFER SERVICE, INC.

Mr. Paolo Herrera – jlherrera@stocktransfer.com.ph

Ms. Nicole Jimenez – tnjimenez@stocktransfer.com.ph

Through Personal Service:

STOCK TRANSFER SERVICE, INC.

Unit 34-D Rufino Pacific Tower

6784 Ayala Avenue, Makati City, 1226

Philippines

¹⁴ The downloadable files included in the Procedure for Voting and Participation via Remote Communication is available in Megawide’s website under: [Special Stockholders Meeting 2024](#)

Telephone. : (632) 5310-1343
Fax : (632) 8403-2414
Contact Persons : Mr. Paolo Herrera – jlherrera@stocktransfer.com.ph
Ms. Nicole Jimenez – tjjimenez@stocktransfer.com.ph

For the purpose of validation, the Stockholder must include the following in transmitting the completed and signed proxy form:

- a. Full name of contact person;
- b. Phone or mobile number of contact person;
- c. Scanned copy of valid government-issued ID of the Stockholder and his/her appointed proxy (if not the Chairman of the Company); and
- d. For corporate Stockholders, scanned copy of Secretary's Certificate or Board Resolution authorizing the representative to act as the proxy.
- e. For Stockholders holding 'scripless' shares, or shares held under a PCD Participant/Broker, a duly executed Secretary's Certificate showing the authority of the representative to sign on behalf of the PCD Participant/Broker, and (2) a duly accomplished proxy or certificate of shareholdings issued by the Broker. Stockholders must coordinate with their brokers for the execution of this type of proxy. A Stockholder may instruct his broker to directly send a copy of the executed proxy to the Company, or he may send a copy of the executed proxy.

III. TABULATION OF VOTES

- a) The vote required for approval.

The vote required for all other questions (except in cases otherwise provided by the Company's By-Laws or by applicable law) is the vote of at least a majority of the outstanding capital stock.

That said, and considering that one of the matters to be voted upon includes the increase of the Company's authorized capital stock and the amendment of Article Seven of the Amended Articles of Incorporation of the Company, the affirmative vote of stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the Company shall be necessary for the approval of the increase in authorized capital stock and amendment of Article Seven of the Amended Articles of Incorporation.

- b) The method by which votes will be counted.

Article II, Section 7 of the By-laws provides that at all meetings of stockholders, a stockholder may vote in person or by proxy. Section 23 of the Revised Corporation Code of the Philippines provides that in stock corporations, every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares of stock standing, at the time fixed in the by-laws, in his own name on the stock books of the corporation, or where the by-laws are silent, at the time of the election.

In accordance with SEC Memorandum Circular No. 06, Series of 2020, voting during the ASM will be done through remote communication. In this regard, the manner and procedure by shareholders may vote, is described in **Exhibit "1"**.

Each stockholder shall have one (1) vote for each share of stock entitled to vote and recorded in his name in the books of Megawide.

The stock transfer agent of the Company shall tabulate the votes cast *in absentia* and by proxy. The results shall be verified by PwC Philippines/Isla Lipana & Co.

The total votes made *in absentia* and by proxy, as well as the number of shares represented by the same, shall be announced during the SSM.

IV. PARTICIPATION IN THE SSM THROUGH REMOTE COMMUNICATIONS

1. The Stockholders may attend the meeting on **10 December 2024, at 2:00 P.M.**, through the following link: [MWIDE SSM 2024](#). The SSM shall be broadcasted live via Microsoft Teams, which may be accessed either through a web browser or the Microsoft Teams application.
2. The Stockholders who have not voted *in absentia* or submitted their proxies may still attend the SSM through the link provided above. However, to be included in the determination of the quorum, they must notify the stock transfer agent of the Company of their intention to attend the SSM by emailing the Company's stock transfer agents at jlherrera@stocktransfer.com.ph and tjimenez@stocktransfer.com.ph by **2:00 P.M. of 09 December 2024**. Such Stockholders must provide or attach in the email the requirements listed in Section I (1) (a) or I (1) (b), as the case may be, in order to be validated.
3. In view of the foregoing, the quorum for the SSM shall be determined based on the following:
 - a. The Stockholders who were validated and voted *in absentia*;
 - b. The Stockholders who submitted their proxy forms and were validated; and
 - c. The Stockholders who notified the Corporate Secretary of their intention to attend the SSM and were validated.
4. During the SSM, Stockholders will be given the opportunity to raise any questions or comments, by submitting the same in a chat box that will be made available to them throughout the live broadcast. The Company shall acknowledge, read out loud, and address such questions or comments.

The Stockholders are, however, encouraged to furnish all questions, concerns, or comments to the Company prior to the SSM, by emailing the same to the stock transfer agents of the Company at jlherrera@stocktransfer.com.ph and tjimenez@stocktransfer.com.ph and/or to the Corporate Secretary at corporatesecretary@megawide.com.ph by **2:00 P.M. of 09 December 2024**. These questions, concerns, or comments shall be answered during the SSM. Any unanswered questions shall be addressed via email.

V. DOCUMENTS¹⁵

1. Proxy Form (Individual and Corporate Stockholder)

¹⁵ The downloadable files included in the Procedure for Voting and Participation via Remote Communication is available in Megawide's website under: [Special Stockholders Meeting 2024](#)

MEGAWIDE CONSTRUCTION CORPORATION
Securities and Exchange Commission Form 20-IS

2. Proxy Form (PCD Participant/Broker)
3. Notice and Agenda
4. Definitive Information Statement
5. SEC Form 17-A