

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 **10 December 2024, 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 Change of External Auditor**
 - **The change of external auditor from Punongbayan & Araullo to PwC Philippines/Isla Lipana & Co., intended to be effective on 01 December 2024, is being submitted for the approval of the stockholders.**
4. Approval of the Minutes of the Annual Stockholders Meeting held on 3 July 2024
 - The Minutes of the Annual Stockholders' Meeting held last 3 July 2024 will be submitted for approval. It contains the following matters: (a) Approval of the Minutes of the Annual Stockholders Meeting held last 12 July 2023; (b) Approval and ratification of the Company's Employee Stock Option Plan; (c) Election of Directors; (d) Approval of the 2023 Audited Financial Statements; (e) Appointment of the External Auditor; and (f) Ratification of the stockholders of all acts of the Board and Management.

A copy of the Minutes of the Annual Stockholders Meeting held last 3 July 2024 is available on the Company's website and attached to the Information Statement as **Exhibit "5."**
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 Amended 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 19 November 2024 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 19 November 2024 until 9 December 2024.

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

Quezon City, Philippines, 25 November 2024.



MELISSA/ESTER E. CHAVEZ-DEE
Corporate Secretary