



GOVERNANCE, NOMINATIONS AND COMPENSATION COMMITTEE CHARTER

Rationale

In pursuit of good corporate governance, in compliance with Megawide Construction Corporation's (the "Company") New Manual on Corporate Governance (the "New Manual"), and upon recommendation of the Governance, Nominations and Compensation Committee ("GNCC"), the Board of Directors (the "Board") of the Company hereby adopts this GNCC Charter (this "Charter") to govern its oversight functions and activities.

Committee Composition

The GNCC shall have at least three (3) members, all of whom shall be independent directors, including the Chairman.

Roles and Responsibilities

The GNCC shall assist the Board in its responsibilities on: (a) corporate governance; (b) nomination and election process; and (c) compensation.

The GNCC may also perform such other functions as may be delegated or authorized by the Board.

A. Corporate Governance

On behalf of the Board, the GNCC shall be tasked to ensure that the Company adheres to good corporate governance principles and practices as provided for in the New Manual. The GNCC shall be assisted in its oversight duties by a Compliance Officer, who shall have a rank of Vice-




Directors' compensation shall always be in accordance with the By-Laws of the Company and/or as approved by the stockholders during an annual stockholders' meeting. The Board shall, from time to time, approve a reasonable *per diem* that a director may receive for attendance in Board meetings and Board committee meetings.

The specific duties and responsibilities of the GNCC in the area of compensation are detailed as follows:

1. Oversee and evaluate the Company's human resource planning process and succession plans for the Chief Executive Officer ("CEO") and other senior executive positions. Recommend for Board approval short-listed candidates for these positions.
2. Establish and review annually an emergency succession plan for the CEO and other senior executive positions.
3. Evaluate the performance of the CEO, approve annual salary, bonus and other incentive awards, remuneration or executive benefits to the CEO. In determining the long-term incentive component of CEO compensation, the GNCC shall consider, among other factors, the Company's performance and relative shareholder return, the amount of similar incentives awards to CEOs at comparable companies and the awards given to the CEO in the past years.
4. Review and approve senior officers' salary, bonus and awards based on the GNCC's established criteria. Oversees regulatory compliance with respect to these compensation matters.
5. Review and approve any severance or similar termination payments proposed to be made to any current or former member of senior officers of the Company.
6. Review periodically and make recommendations to the Board concerning the level/status of the Board compensation in relation to best practices of other similarly situated public companies.
7. Evaluate annually the performance of the GNCC and report the results of evaluation to the Board.
8. Prepare and approve all reports of the GNCC in accordance with the applicable rules and regulations of the SEC.
9. Discharge any responsibilities delegated by the Board relating to the Company's compensation programs.

Committee Policies and Procedures

1. *Appointment and Removal.* The members of the GNCC



be convened by the Chairman as he considers appropriate, or upon the request of a majority of its members. All members are expected to attend meetings in person, but in special circumstances are allowed to be present by means of video conference, teleconference, or other electronic means. Should any member, advisor or observer participate in a meeting of the GNCC through teleconference or video conference, all persons participating in the meeting should be able to hear each other.

The Corporate Secretary shall send notice at least three (3) days before any meeting, specifying the place, date and time, and the agenda thereof.

The quorum for any meeting of the GNCC shall be at least a majority of the members present throughout the meeting. When a quorum exists, the vote of majority of the members present shall