



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, SEC
City of Pasay, Metro Manila

COMPANY REG. NO. CS20041461

CERTIFICATE OF FILING OF ENABLING RESOLUTION

KNOW ALL PERSONS BY THESE PRESENTS:

THAT HIS IS TO V [REDACTED] Secretary's Certificate executed on
October 5, 2020 attesting the approval of the Enabling Resolution

MEGAWIDE CONSTRUCTION CORPORATION

copy annexed, approved the offer and sale of up to 50,000,000 Series 2
Preferred Shares, consisting one or more sub-series, from the unissued
authorized capital stock of the company at an offer price of P1 [REDACTED] each,
approved by its Board of Directors on June 30, 2020, and [REDACTED] [REDACTED]
and [REDACTED] [REDACTED] 64 - the other papers, including financials, pursuant to
Section 64 of the Revised Corporation Code of the Philippines (Republic Act
No. 11232).

IN WITNESS WHEREOF, I have set my hand and caused the seal of
this Commission to be affixed to this Certificate at Pasay City, Metro
Philippines, this 5th day of November, Twenty Twenty.

GERARDO L. DEL ROSARIO

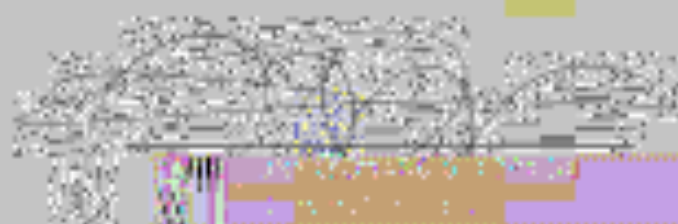
Director

Company Registration and Monitoring Department

SECRETARY'S CERTIFICATE

1. I, **LEONARDO G. TALA**, **leg**
Age
of legal age, residing at **Green Plaza, 276 Colonel Bonny Serrano Avenue, San Juan, Metro Manila, Philippines**, after
having been duly sworn in accordance with law, do hereby certify that:
2. I am the duly elected and incumbent Corporate Secretary of **MESAWIDE CONSTRUCTION CORPORATION**, a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at **No. 20 N. Domingo Street, Batangas, Philippines**.
3. In a resolution approved by the Board of Directors on **30 June 2020**, a copy of which is attached herewith as **Annex "A"**, the Board of Directors of the Company approved the offer and sale of up to **FIFTY MILLION (50,000,000) Series 2 Preferred Shares**, consisting of **more** sub-series from the unissued authorized capital stock by the Commission **Offer Shares** at a price of **ONE HUNDRED PESOS (PHP 100.00)** per share, under the terms and conditions specified therein as **Annex "B"** (the "Terms of the Offer Shares") as approved by the Board of Directors on **05 October 2020**.
4. In a resolution approved by the Board of Directors on **05 October 2020**, a copy of which is attached herewith as **Annex "A"**, the Board of Directors of the Company approved the creation of **Series 2 Preferred Shares**, consisting of not more than **FIFTY MILLION** shares to be divided between **Subseries 2A Preferred Shares** and **Subseries 2B Preferred Shares**.
5. Pursuant to the authorization issued by the Board of Directors of the Company, I have confirmed and approved the management of the Company after the issuance by the Securities and Exchange Commission of the approval for the registration of the Offer Shares and the approval by the Philippine Stock Exchange of the filing application covering the Offer Shares.
6. The enabling resolution for the Series 2 Preferred Shares, as approved by the Board of Directors, shall form part of the Company's latest Amended Articles of Incorporation.
7. To the best of my knowledge, no action or proceeding has been filed or is pending in any court involving any intracorporate dispute and/or claim by any person or group of persons, including the Board of Directors, individual directors and/or corporate officers of the Company or any elected and appointed directors or officers or vice versa.
8. I am executing the foregoing certification pursuant to the requirements of the Securities and Exchange Commission for the application of the Company for a certificate of filing of enabling resolution.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 08 October 2010 at Quezon City, Metro Manila.



SUBSCRIBED AND SWORN to before me this 08 October 2010 at Quezon City, after exhibiting to me the proper identification with ID No. 1001-01-14, issued on 08 February 2007, at Metro Manila, Philippines.

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Series of 2010



ANNEX 'B'
TERMS OF THE OFFER SHARES

MEGAWIDE

MEGAWIDE CONSTRUCTION CORPORATION

Primary Offer in the form of

130,000,000 Non-voting Perpetual Series 2 Preferred Shares;

with an Oversubscription Option for up to

20,000,000 Non-voting Perpetual Series 2 Preferred Shares

Series 2A Preferred Shares "MWP2A"

Series 2B Preferred Shares "MWP2B"

at an Offer Price of P100.00 per Preferred Share

to be listed and traded on the
Main Board of The Philippine Stock Exchange, Inc.

Issuer	Megawide Construction Corporation "Megawide" or the Company
Instrument	Cumulative, non-voting, non-convertible, non-dividend-paying preferred shares denoting up to 130,000,000 preferred shares and, in case the oversubscription option is exercised, up to an additional 20,000,000 preferred shares (collectively, the "Series 2 Preferred Shares")
Series	Series 2A Preferred Shares and/or Series 2B Preferred Shares
Subscription	In the event that Over-subscription and Stock Repurchase occur, the Series 2A Preferred Shares or Series 2B Preferred Shares shall be distributed based on the following:
Oversubscription	In the event of oversubscription with the issuer, the rights holder may not have the opportunity to exercise the offer via up to 20,000,000 Series 2 Preferred Shares subject to the Repurchase Agreement (see Section 2.4.3.3).
Repurchase	The Oversubscription Option will be exercised in during the Offer Period. The amount of subscription exceed the base offer size of 20,000,000 Series 2 Preferred Shares.
Registration	To be registered with the SEC and listed on the PSE subject to company regulations and PSE listing rules, including the Series 2A Preferred Shares 2B Preferred Shares shall be issued and the relevant MWP2A and MWP2B rules.

