

MEGAWIDE CONSTRUCTION CORPORATION
2/F Spring Bldg. Arnaiz Ave. cor. P. Burgos St., Pasay City, Metro Manila
Tel. No. (02) 655-1111

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Megawide Construction Corporation:

Notice is hereby given that the Annual Stockholders' Meeting of MEGAWIDE CONSTRUCTION CORPORATION (Megawide) will be held at 2:00 p.m. on September 16, 2016 at Forbes Ballroom 3, Conrad Hotel Manila, Seaside Boulevard, Coral Way, Mall of Asia Complex, Pasay City to consider and take action upon the following matters:

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 stockholders 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), in person or represented by proxy.
3. Approval of the Minutes of the Annual Stockholders' Meeting on June 30, 2015
 - The Minutes of the Annual Stockholders' Meeting will be submitted for approval. It contains the following matters: (a) approval of the minutes of the Annual Stockholders' Meeting on June 30, 2014; (b) Chairman's Address; (c) President's Report; (d) Ratification of all acts of Management and the Board of Directors; (e) Election of Directors; (f) Approval of the 2014 Audited Financial Statements; and (g) Appointment of External Auditor. A copy of the Minutes is available in Megawide's website.
4. Chairman's Address
 - The Chairman will give a welcome address.
5. President's Report
 - The President will give the operational highlights of 2015.
6. Ratification of all acts of Management and the Board of Directors
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7. Election of Directors
 - The stockholders will approve the election of the regular and independent directors to hold office until the next Annual Stockholders' Meeting and until their respective successors have been elected and qualified. The

nominees were evaluated on the basis of all qualifications required by By-Laws, Manual on Corporate Governance and that no provision or disqualification would apply to them. The profile and qualifications of the nominees are available in the Definitive Information Statement and Annual Report.

8. Approval of the 2015 Audited Financial Statements
 - The 2015 Audited Financial Statements (2014 AFS) will be submitted for approval.
9. Appointment of External Auditor
 - The stockholders will approve the appointment of Punonchavan & Araullo

as external auditor.

10. A _____ of the _____ of _____ to _____ _____ to _____