

**PROXY**

The undersigned stockholder of **MEGAWIDE CONSTRUCTION CORPORATION** (the "Company") hereby appoints \_\_\_\_\_ or in his/her absence, the Chairman of the meeting, as attorney-in-fact or proxy, with power of substitution and delegation, to represent and vote all shares registered in the name of the undersigned stockholder, at the virtual **Special Stockholders' Meeting** of the Company on **20 December 2022 at 1:00 p.m., through Microsoft Teams**, and any adjournment/s thereof, as fully and to all intents and purposes as the undersigned might or could do if present and acting in person, hereby ratifying and confirming any and all acts which such proxy may do in or upon any and all matters which may properly come before any said meeting, or any adjournment/s thereof, upon the following proposals:

1. Approval of the Minutes of the Annual Stockholders' Meeting held on 30 June 2022  
 Yes       No       Abstain
  
2. Election of Independent Director  
 Vote for nominee Atty. Lilia B. de Lima (*Independent Director*)  
 Withhold authority for nominee Atty. Lilia B. de Lima (*Independent Director*)
  
3. Approval of Amendment of Article Seventh of the Articles of Incorporation to increase Authorized Capital Stock for Preferred Shares  
 Yes       No       Abstain
  
4. Approval of Offer, Sale, and Listing of Additional Preferred Shares  
 Yes       No       Abstain

At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the meeting.

\_\_\_\_\_  
Date\_\_\_\_\_  
Printed Name of Broker/PCD Participant\_\_\_\_\_  
Name and Signature of Authorized Signatory of  
Broker/PCD Participant\*

No. of Shares Held	Tel. No./Mobile Phone No. of Stockholder
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\*This proxy must be submitted together with: (i) a duly executed Secretary's Certificate showing the authority of the representative to sign on behalf of the PCD Participant/Broker; and (ii) a duly accomplished certificate of shareholdings issued by the Broker.

This proxy should be received by the Corporate Secretary on or before **13 December 2022**, the deadline for the submission of proxies.

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted "Yes" for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the information statement and/or as recommended by management or the board of directors.

A proxy executed by a broker must be accompanied by a certification under oath stating that the broker has obtained the written consent from the account holder.

A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expresses his intention to vote in person. This proxy shall be valid for five (5) years from the date hereof unless otherwise indicated in the box herein provided.

No director or executive officer, nominee for election as director, or associate of such director, executive officer, or nominee of the Company, at any time since the beginning of the last fiscal year, has any substantial interest, direct or indirect by security holdings or otherwise, in any of the matters to be acted upon in the meeting.