

07 January 2025

**PHILIPPINE DEALING AND
EXCHANGE CORPORATION**

29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City

Attention: **ATTY. SUZY CLAIRE R. SELLEZA**
Head – Issuer Compliance and Disclosure Department

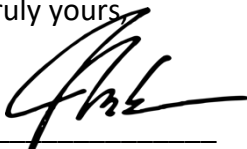
Re: **Amended Report - Amendment of Articles of Incorporation**

Dear Atty. Selleza,

In compliance with the disclosure requirements of the Philippine Dealing and Exchange Corporation, please find attached Megawide Construction Corporation's Report on the Amendment of Article Seven of its Articles of Incorporation, as amended, to indicate the Securities and Exchange Commission's approval of the amendment of Article Seven, thereby increasing the Company's authorized capital stock.

Should you have any questions or concerns, please do not hesitate to reach out to us.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Melissa'.

MELISSA ESTER E. CHAVEZ-DEE

*Corporate Secretary, Assistant Compliance Officer, and
Corporate Information Officer*

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Jan 7, 2025
2. SEC Identification Number
CS200411461
3. BIR Tax Identification No.
232-715-069-000
4. Exact name of issuer as specified in its charter
Megawide Construction Corporation
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
No. 20 N. Domingo Street, Barangay Valencia, Quezon City
Postal Code
1112
8. Issuer's telephone number, including area code
(02) 8655-1111
9. Former name or former address, if changed since last report
Not Applicable
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	2,013,409,717
Preferred	101,405,880

11. Indicate the item numbers reported herein
Item 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Megawide Construction Corporation

MWIDE

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation

References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Amendment of Article Seventh of the Articles of Incorporation of Megawide Construction Corporation (the "Company")

Background/Description of the Disclosure

On 25 October 2024, the Board of Directors approved the increase of the Company's authorized capital stock of preferred shares by sixty-four million (64,000,000) shares, to a total of two hundred fifty million (250,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares; thereby increasing the Company's total authorized capital stock to Five Billion One Hundred Eighty Million Pesos (PhP 5,180,000,000.00), and amending Article Seventh of its Articles of Incorporation while the authorized capital stock of preferred shares will increase to two hundred fifty million (250,000,000) shares.

On 10 December 2024, this was approved by the stockholders' during the Special Stockholders' Meeting.

On 27 December 2024, the Securities and Exchange Commission ("SEC") issued the Certificate of Approval of the Increase of Capital Stock and Certificate of Filing of Amended Articles of Incorporation, both of which were received by the Company on 07 January 2025.

Following the approval by the SEC of the Increase of Capital Stock, on 07 January 2025, Citicore Holdings Investment Inc., the parent company of the Company, formally subscribed to at least twenty-five percent (25%) of the increase in the Company's authorized capital stock, equivalent to Sixteen Million Pesos (Php16,000,000.00), through the execution of a Subscription Agreement dated 07 January 2025. Payment of twenty-five percent (25%) of such subscription, amounting to Four Million Pesos (Php4,000,000.00) was received by the Company on 12 December 2024.

Date of Approval by Board of Directors	Oct 25, 2024
Date of Approval by Stockholders	Dec 10, 2024
Other Relevant Regulatory Agency, if applicable	Not Applicable
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	Dec 27, 2024
Date of Receipt of SEC approval	Jan 7, 2025

Amendment(s)

Article No.	From	To
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Seventh	That the authorized capital stock of the corporation is FIVE BILLION ONE HUNDRED SIXTEEN MILLION PESOS (Php5,116,000,000.00) in lawful money of the Philippines, divided into the following classes: 1. FOUR BILLION NINE HUNDRED THIRTY MILLION (4,930,000,000) voting common shares with the par value of ONE PESO (P1.00) per share; and 2. ONE HUNDRED EIGHTY-SIX MILLION (186,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with the par value of ONE PESO (P1.00) per share.	That the authorized capital stock of the corporation is FIVE BILLION ONE HUNDRED EIGHTY MILLION PESOS (P5,180,000,000.00) in lawful money of the Philippines, divided into the following classes: 1. FOUR BILLION NINE HUNDRED THIRTY MILLION (4,930,000,000) voting common shares with the par value of ONE PESO (P1.00) peso per share; and 2. TWO HUNDRED FIFTY MILLION (250,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with the par value of ONE PESO (P1.00) per share.
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Rationale for the amendment(s)

The increase in authorized capital stock will allow the Company to issue an additional sixty four million (64,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with the par value of One Peso (Php 1.00) per share.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the Articles of Incorporation with the SEC	Dec 27, 2024
Expected date of SEC approval of the Amended Articles of Incorporation	Jan 20, 2025

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

The total authorized capital stock of the Company will increase to Five Billion One Hundred Eighty Million Pesos (Php 5,180,000,000.00), while the authorized capital stock of preferred shares will increase to two hundred fifty million (250,000,000).

Other Relevant Information

This disclosure is being amended to reflect the Stockholders' approval during the Special Stockholders' Meeting held on 10 December 2024.

This Report was amended to reflect: (1) the SEC's approval of the increase in the Company's authorized capital stock on 07 January 2024; and (2) Citicore Holdings Investment Inc.'s formal subscription to at least twenty-five percent (25%) of the increase in the Company's authorized capital stock, and payment of twenty-five percent (25%) of such subscription.

Filed on behalf by:

Name	Melissa Ester Chavez-Dee
Designation	Corporate Secretary/Corporate Information Officer



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. CS200411461

CERTIFICATE OF APPROVAL OF INCREASE OF CAPITAL STOCK

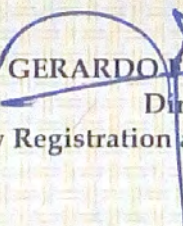
KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the increase of capital stock of the

MEGAWIDE CONSTRUCTION CORPORATION

from P5,116,000,000.00 divided into 4,930,000,000 common shares of the par value of P1.00 each and 186,000,000 preferred shares of the par value of P1.00 each, to P5,180,000,000.00 divided into 4,930,000,000 common shares of the par value of P1.00 each and 250,000,000 preferred shares of the par value of P1.00 each, approved by majority of the Board of Directors on October 25, 2024 and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock at a meeting held on December 10, 2024 certified to by the Chairman and the Secretary of the stockholders meeting and a majority of the Board of Directors of the corporation, was approved by the Commission on the date indicated hereunder in accordance with the provision of Section 37 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019. A copy of the Certificate of Increase of Capital Stock filed with the Commission is attached hereto.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 29th day of December, Twenty Twenty-Four.


GERARDO DEL ROSARIO

Director

Company Registration and Monitoring Department



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. CS200411461

CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

MEGAWIDE CONSTRUCTION CORPORATION
(Amending Article VII thereof)

copy annexed, adopted on October 25, 2024 by a majority vote of the Board of Directors and on December 10, 2024 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019 and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 27th day of December, Twenty Twenty-Four.

GERARDO F. DEL ROSARIO
Director

Company Registration and Monitoring Department

MV/100

REPUBLIC OF THE PHILIPPINES
QUEZON CITY

)
) S.S.



**CERTIFICATE OF INCREASE OF CAPITAL STOCK OF
MEGAWIDE CONSTRUCTION CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being a majority of the members of the Board of Directors, the Chairman, and the Corporate Secretary of **MEGAWIDE CONSTRUCTION CORPORATION** (the "Company"), do hereby certify that:

**I.
INCREASE OF AUTHORIZED CAPITAL STOCK**

The Company, by the affirmative vote of at least a majority of its Board of Directors and the affirmative vote of stockholders owning at least two-thirds (2/3) of the entire outstanding capital stock of the Company have approved the increase in its authorized capital stock from Five Billion One Hundred Sixteen Million Pesos (Php5,116,000,000.00) divided into Four Billion Nine Hundred Thirty Million (4,930,000,000) common shares with par value of One Peso (Php1.00) per share and One Hundred Eighty Six Million (186,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with par value of One Peso (Php1.00) per share, to Five Billion One Hundred Eighty Million Pesos (Php5,180,000,000.00) divided into Four Billion Nine Hundred Thirty Million (4,930,000,000) common shares with par value of One Peso (Php1.00) per share and Two Hundred Fifty Million (250,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with par value of One Peso (Php1.00) per share.

**II.
COMPLIANCE WITH LAW**

At a duly constituted meeting of the Board of Directors of the Company held on October 25, 2024, the increase in the authorized capital stock of the Company from Five Billion One Hundred Sixteen Million Pesos (Php5,116,000,000.00) divided into Four Billion Nine Hundred Thirty Million (4,930,000,000) common shares with par value of One Peso (Php1.00) per share and One Hundred Eighty Six Million (186,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with par value of One Peso (Php1.00) per share, to Five Billion One Hundred Eighty Million Pesos (Php5,180,000,000.00) divided into Four Billion Nine Hundred Thirty Million (4,930,000,000) common shares with par value of One Peso (Php1.00) per share and Two Hundred Fifty Million (250,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with par value of One Peso (Php1.00) per share, was approved by the affirmative vote of at least a majority of the directors of the Company.

At a duly constituted special meeting of the stockholders of the Company held on December 10, 2024 via remote communication pursuant to SEC Memorandum Circular No. 6, Series of 2020, the abovementioned increase in authorized capital stock was approved by the affirmative vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Company.

The requirements of Section 37 of the Revised Corporation Code of the Philippines have been complied with.

**III.
AMOUNT OF INCREASE**

The amount of increase in the authorized capital stock of the Company is Sixty-Four Million Pesos (Php64,000,000.00) consisting of Sixty-Four Million (64,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with par value of One Peso (Php1.00) per share.

IV.
SUBSCRIPTIONS TO AND PAYMENT
ON THE CAPITAL INCREASE

The following has subscribed to the increase in authorized capital stock of the Company and have paid for such subscriptions to Company as follows:

Name	Nationality	Shares Subscribed	Amount Subscribed	Amount Paid-In
Citicore Holdings Investment Inc.	Filipino	16,000,000	Php16,000,000.00	Php4,000,000.00
Total		16,000,000	Php16,000,000.00	Php4,000,000.00

Thus, the requirement that at least twenty-five percent (25%) of the amount of the increase in authorized capital stock must be subscribed and at least twenty-five percent (25%) of the amount subscribed must be paid up have been complied with.

V.
BONDED INDEBTEDNESS

As of December 10, 2024, the Company has not incurred, created or increased any bonded indebtedness.

VI.
ACTUAL INDEBTEDNESS

As of December 10, 2024, the Company, at a consolidated level, has incurred indebtedness amounting to Thirty-Four Billion Four Hundred Twenty-Three Million Thirty Thousand Pesos (P34,423,030,000.00).

Additionally, as of December 10, 2024, the Company, at a parent level, has incurred indebtedness amounting to Twenty-Eight Billion, Six Hundred Ninety-Five Million, Four Hundred Ninety Thousand Pesos (P28,695,490,000.00).

VII.
SHARES REPRESENTED AT THE MEETING

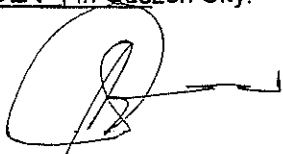
Stockholders owning One Billion, Three Hundred Seventy-Three Million, Three Hundred Ninety-Two Thousand, Thirty or Sixty-Eight and Twenty-One Hundredths percent (68.21%) of the outstanding capital stock of the Company were present or represented at the stockholders' meeting held on December 10, 2024 via remote communication.

VIII.
STOCKHOLDERS' VOTE

Stockholders owning One Billion, Three Hundred Seventy-Three Million, Three Hundred Ninety-Two Thousand, Thirty or Sixty-Eight and Twenty-One Hundredths percent (68.21%) of the outstanding capital stock of the Company voted in favor of the said increase in the authorized capital stock of the Company.

- SIGNATURE PAGE FOLLOWS -

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Increase of Capital Stock this
DEC 10 2024, in Quezon City.



EDGAR B. SAAVEDRA

Chairman of the Board of Directors,
Chief Executive Officer, and President



MANUEL LOUIE B. FERRER

Vice-Chairman of the Board of Directors and
Executive Director for Infrastructure Development



OLIVER Y. TAN

Director



RAMON H. DIAZ

Executive Director



HILARIO G. DAVIDE, JR.

Independent Director



CELSO P. VIVAS

Independent Director



MELISSA ESTER E. CHAVEZ-DEE

Corporate Secretary



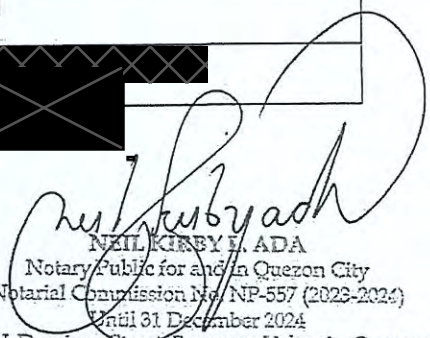
at
Cebu
M. C. S.

SUBSCRIBED AND SWORN TO before me this DEC 10 2024 in Quezon City; affiants exhibiting to me the following:

Name	Government ID	Date and Place of Issuance
✓ Edgar B. Saavedra	[REDACTED]	[REDACTED]
✓ Manuel Louie B. Ferrer	[REDACTED]	[REDACTED]
✓ Oliver Y. Tan	[REDACTED]	[REDACTED]
✓ Ramon H. Diaz	[REDACTED]	[REDACTED]
✓ Hilario G. Davide Jr.	[REDACTED]	[REDACTED]
✓ Celso P. Vivas	[REDACTED]	[*]
✓ Melissa Ester E. Chavez-Dee	[REDACTED]	[REDACTED]

Doc. No. 433 ;
Page No. 98 ;
Book No. 1A ;
Series of 2024.




NEIL KIRBY L. ADA
Notary Public for and in Quezon City
Notarial Commission No. NP-557 (2023-2024)
Until 31 December 2024
No. 20 N. Domingo Street, Barangay Valencia, Quezon City
Roll No. 77893
PTR No. 5573936 / 01.04.2024 / Quezon City
IBP No. 397718 / 01.04.2024 / Batangas Chapter
MCLE Compliance - Admitted to the BAR on 11 May 2022

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S.

TREASURER'S AFFIDAVIT

I, **CHRISTOPHER A. NADAYAG**, of legal age, Filipino and with office address at 10th Floor, Santolan Town Plaza, 276 Colonel Bonny Serrano Avenue, San Juan City, Metro Manila, after having been duly sworn in accordance with law, hereby depose and state that:

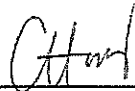
1. I am the duly elected and incumbent *Treasurer* of **MEGAWIDE CONSTRUCTION CORPORATION** (the "**Company**"), a corporation duly organized and existing under and by virtue of Philippines laws, with principal office address at No. 20 N. Domingo Street, Barangay Valencia, Quezon City.
2. As Treasurer of the Company, I have been authorized to receive for and on behalf of the Company, all payments for such subscriptions to the increase in authorized capital stock of the Company Five Billion One Hundred Sixteen Million Pesos (Php5,116,000,000) divided into Four Billion Nine Hundred Thirty Million (4,930,000,000) common shares with par value of One Peso (Php1.00) per share and One Hundred Eighty Six Million (186,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with par value of One Peso (Php1.00) per share, to Five Billion One Hundred Eighty Million Pesos (Php5,180,000,000.00) divided into Four Billion Nine Hundred Thirty Million (4,930,000,000) common shares with par value of One Peso (Php1.00) per share and Two Hundred Fifty Million (250,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with par value of One Peso (Php1.00) per share, for the benefit and to the credit of the Company.
3. The subscription to the increase in authorized capital stock is Sixteen Million Pesos (Php16,000,000.00) and the payment in cash on said subscription is as follows:

Name	Shares Subscribed	Amount Subscribed	Amount Paid-In
Citicore Holdings Investment Inc.	16,000,000	Php16,000,000.00	Php4,000,000.00
Total	16,000,000	Php16,000,000.00	Php4,000,000.00

4. At least twenty-five percent (25%) of the increase in capital stock has been paid up to me, in cash, for the benefit and to the credit of the Company.
5. The amount paid up of Four Million Pesos (Php4,000,000.00) represents fresh and additional capital of the Company.
6. That I am executing this Affidavit to attest to the truth of the foregoing statements.

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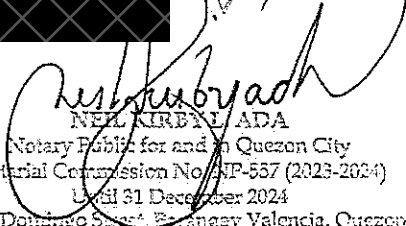
IN WITNESS WHEREOF, I have hereunto affixed my signature this DEC 12 2024 in Quezon City, Philippines.


CHRISTOPHER A. NADAYAG
Treasurer

SUBSCRIBED AND SWORN TO before me this DEC 12 2024 in QUEZON CITY, affiant
exhibiting to me his 

Doc. No. 441 :
Page No. 20 :
Book No. 10 :
Series of 2024.




NEIL KIRBY L. ADA
Notary Public for and in Quezon City
Notarial Commission No. AFP-557 (2023-2024)
Valid 31 December 2024
No. 20 N. Dondingo Street, Barangay Valencia, Quezon City
Roll No. 77893
PTR No. 5573338 / 01.01.2024 / Quezon City
IBP No. 597718 / 01.01.2024 / Batangas Chapter
MCLE Compliance - Admitted to the BAR on 11 May 2022

MANAGEMENT REPRESENTATION

To the Securities and Exchange Commission:

In connection with the application of **MEGAWIDE CONSTRUCTION CORPORATION** (the "**Corporation**") for the amendment of the SEVENTH ARTICLE of its Articles of Incorporation, the undersigned officers of the Corporation hereby certify that:

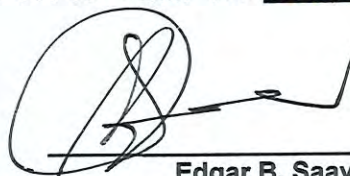
- (1) all information and representations contained in the submitted application and its supporting documents are true and correct;
- (2) the verification procedures required by the Securities and Exchange Commission were conducted by an independent auditor who issued a report thereon in accordance with the auditing standards in force;
- (3) the items/accounts subject of the application are authorized, valid, and legal; and
- (4) the shares of stock to be issued are not watered.

The Corporation hereby authorizes the Securities and Exchange Commission, subject to prior notice and due process, to examine any time, even after the approval of the application, the Corporation's books of accounts and records to determine the validity and accuracy of the transaction.

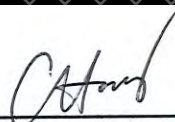
- SIGNATURE PAGE FOLLOWS -

MAKATI CITY

IN WITNESS WHEREOF, we have hereunto set our hands this DEC 19 2024 in
 , Metro Manila, Philippines.



Edgar B. Saavedra
President



Christopher A. Nadayag
Treasurer



DEC 19 2024

SUBSCRIBED AND SWORN to before me this _____ at Quezon City, Metro Manila, Philippines, affiants exhibiting to me the following documents as proof of identity:

Name	Government Issued I.D.	Date & Place Issued
Edgar B. Saavedra		
Christopher A. Nadayag		

Doc No. 441 ;
Book No. III ;
Page No. 91 ;
Series of 2024.


KRISTINE ISABELLE S. SESPEÑE

Appointment No. M-457
Notary Public for Makati City
Until December 31, 2025
Liberty Center-Picazo Law
104 H.V. Dela Costa Street, Makati City
Roll of Attorney's No. 87427
PTR No. 10081175/Makati City/01-09-2024
IBP No. 301910/Makati City/01-05-2024
Admitted to the bar in 2023

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S.



**DIRECTORS' CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
MEGAWIDE CONSTRUCTION CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority of the members of the Board of Directors and the Corporate Secretary of **MEGAWIDE CONSTRUCTION CORPORATION** (the "Company"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation embodying the underscored amendments to the Articles of Incorporation of said Corporation are true and correct and was approved by the affirmative vote of the majority of the members of the Board of Directors at their meeting held on October 25, 2024 and by the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company at their meeting held on December 10, 2024 via remote communication pursuant to SEC Memorandum Circular No. 6, Series of 2020.

The amended provisions of the attached Articles of Incorporation refer to the following Article:

SEVENTH: That the authorized capital stock of the corporation is **FIVE BILLION ONE HUNDRED EIGHTY MILLION PESOS (Php5,180,000,000.00)** in lawful money of the Philippines, divided into the following classes:

1. Four Billion Nine Hundred Thirty Million (4,930,000,000) voting common shares with the par value of ONE PESO (P1.00) peso per share; and
2. **TWO HUNDRED FIFTY MILLION (250,000,000)** cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with the par value of ONE PESO (P1.00) per share.

(As amended by the Board of Directors on November 4, 2022 and by the stockholders on December 20, 2022; Further amended by the Board of Directors on October 25, 2024 and by the stockholders on December 10, 2024)

The Preferred Shares shall be issued in series, sub-series or in tranches as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors, to establish and designate the series, sub-series or tranches of the Preferred Shares, fix the issue price and the number of shares in each sub-series or tranche, establish the specific terms and conditions of each sub-series or tranche and determine the manner by which the Preferred Shares will be subscribed and paid for, such as but not limited to, a private placement transaction or public offering.

Preferred shares of stock shall be cumulative, non-voting, non-participating, nonconvertible, perpetual; Provided, that no share will be issued below par value.

The preferred shares shall have the following features, rights and privileges:

- a) Its issue value shall be determined by the Board of Directors at the time of the issuance of the shares;
- b) The Board of Directors shall declare a dividend rate equivalent to the 7-year benchmark rate or any other rate determined by the Board of Directors as of issue date,

payable on a date to be set by the Board of Directors in accordance with Philippine laws, rules and regulations;

c) Preferred shares shall be non-convertible into common shares;

d) Preference over holders of common stock in the distribution of the corporate assets in the event of dissolution and liquidation of the corporation and in the payment of the dividend at the rate specified at the time of issuance;

e) Preferred shares shall be cumulative;

f) Preferred shares shall be non-participating in any other or further dividends beyond that specifically payable on the shares;

g) Holders of preferred shares shall have no pre-emptive rights to any issue of shares, common or preferred; and

h) The preferred shares may be redeemed by the corporation at the sole option of the Board of Directors at the price to be determined by the Board of Directors. (As amended on May 14, 2014 and June 30, 2014)

(As amended by the Board of Directors on April 13, 2020 and by the stockholders on June 30, 2020)

- SIGNATURE PAGE FOLLOWS -

IN WITNESS WHEREOF, we have hereunto signed this Director's Certificate of Amendment of the Articles of Incorporation this DEC 10 2024 in QUEZON CITY



EDGAR B. SAAVEDRA ✓
*Chairman of the Board,
Chief Executive Officer, and President*




MANUEL LOUIE B. FERRER ✓
Director



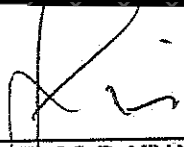

OLIVER Y. TAN ✓
Director



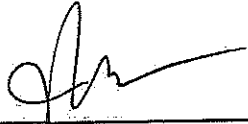

RAMON H. DIAZ
Executive Director




HILARIO G. DAVIDE, JR.
Independent Director

CELSO P. VIVAS
Independent Director

MELISSA ESTER E. CHAVEZ-DEE
Corporate Secretary

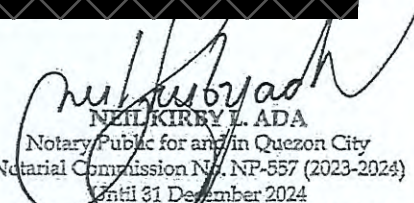

6/7

SUBSCRIBED AND SWORN TO before me this DEC 10 2024 in QUEZON CITY
affiants exhibiting to me the following:

Name	Government ID	Date and Place of Issuance
✓ Edgar B. Saavedra		
✓ Manuel Louie B. Ferrer		
✓ Oliver Y. Tan		
✓ Ramon H. Diaz		
✓ Hilario G. Davide Jr.		
✓ Celso P. Vivas		
✓ Melissa Ester E. Chavez-Dee		

Doc. No. 432 :
Page No. 43 :
Book No. III :
Series of 2024.




NEIL KIRBY L. ADA
Notary Public for and in Quezon City
Notarial Commission No. NP-557 (2023-2024)
Until 31 December 2024
No. 20 N. Domingo Street, Barangay Valencia, Quezon City
Roll No. 77893
PTR No. 5578938 / 01.04.2024 / Quezon City
IBP No. 397718 / 01.04.2024 / Batangas Chapter
MCLE Compliance - Admitted to the BAR on 11 May 2022

AMENDED
ARTICLES OF INCORPORATION
OF
MEGAWIDE CONSTRUCTION CORPORATION
(Formerly "MEGAWIDE STRUCTURES, INCORPORATED")
(As amended on December 23, 2009 and May 7, 2010)

Know All Men By These Presents:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: That the name of this corporation shall be:

MEGAWIDE CONSTRUCTION CORPORATION
(As amended on December 23, 2009 and May 7, 2010)

SECOND: A. That the primary purpose of this corporation is

To engage in general construction business including the constructing, enlarging, repairing, or engaging in any work upon buildings, houses & condominium, roads, plants, bridges, piers, waterworks, railroads & other structures (As amended by the Board of Directors on April 29, 2022 and by the stockholders on June 30, 2022, by deleting the phrase "To own, use, improve, develop real estate of all kinds").

B. The secondary purposes of this corporation are:

1. To engage in allied construction business, such as, but not limited to, the construction and sale of precast items, concrete production, and purchase, sale and/or lease of construction equipment.

2. To engage in the business of constructing, developing and/or generating electricity, focusing on the utilization of hydroelectric, geothermal, wind, solar energy and other renewable energy sources and to carry out all services incident and/or ancillary to this business, including, but not limited to, the assembly, testing, commissioning, operation, maintenance, rehabilitation and management of power plants and the acquisition, repair or development of equipment, fixtures, machinery, and implements necessary or incidental to, or connected with power generation.

3. To purchase, subscribe for, or otherwise acquire and own, hold, use, invest in, sell, assign, transfer, lease, take options to, mortgage, pledge, exchange, and in all ways deal with, personal and real property of every kind and description,

including shares of the capital stock of corporations, bonds, notes, evidence of indebtedness, and other securities, contracts or obligations of any corporation, domestic, or foreign, without however engaging in dealership in securities, in the stock brokerage business, or in the business of an investment company. (As amended by the Board of Directors on April 29, 2022 and by the stockholders on June 30, 2022, by deleting the word "develop") ✓

4. ✓ To acquire or obtain from any government or authority, national, provincial, and municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concession as may be conducive to any of the objects of the corporation. ✓

5. ✓ To borrow money, to make and issue notes and other evidences of indebtedness of all kinds and to secure the same by mortgage, pledge or otherwise, as the business of the corporation may require. ✓

6. ✓ To exercise such other powers as may be necessary, desirable or incidental to the accomplishment of any of the purposes herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation, including but not limited to conduction seminars and/or workshops for personnel development. (As amended on September 18, 2017) ✓

That the corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines. It shall also have the power to extend corporate guarantees to its subsidiaries and affiliates for business purposes. (As amended on May 14, 2014 and June 30, 2014) ✓

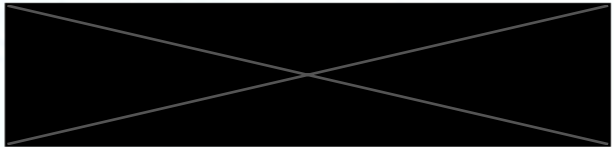
THIRD: That the place where the principal office of the corporation is to established is at: ✓

No./Street . 20 N. Domingo Street., Barangay Valencia

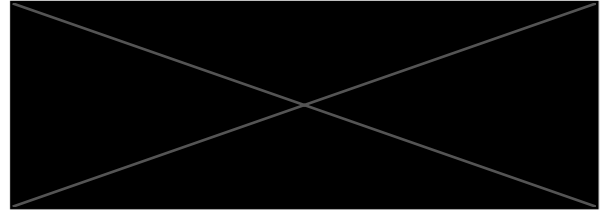
City/Town Quezon City Province Metro Manila ✓
(As amended on July 2, 2018)

FOURTH: That the term for which the corporation is to exist is Fifty (50) years from and after the date of issuance of the certificate of incorporation. ✓

FIFTH: That the names, nationalities, and residences of the incorporators are as follows:

Name	Nationality	Residence
✓ MICHAEL C. COSIQUIEN	FILIPINO	
✓ EDGAR B. SAAVEDRA	FILIPINO	

✓ YERIK C. COSIQUIEN	FILIPINO
✓ IRVING C. COSIQUIEN	FILIPINO
✓ FLORIA B. SAAVEDRA	FILIPINO
✓ ELSIE SAAVEDRA B.	FILIPINO



SIXTH: That the number of directors of said corporation shall be seven (7) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows: (As amended on December 23, 2009) ✓

Name	Nationality	Residence
✓ MICHAEL C. COSIQUIEN	FILIPINO	
✓ EDGAR B. SAAVEDRA	FILIPINO	
✓ YERIK C. COSIQUIEN	FILIPINO	
✓ IRVING C. COSIQUIEN	FILIPINO	
✓ FLORIA B. SAAVEDRA	FILIPINO	
✓ ELSIE SAAVEDRA B.	FILIPINO	

SEVENTH: That the authorized capital stock of the corporation is **FIVE BILLION ONE HUNDRED EIGHTY MILLION PESOS (Php5,180,000,000.00)** in lawful money of the Philippines, divided into the following classes: ✓

1. FOUR BILLION NINE HUNDRED THIRTY MILLION (4,930,000,000) voting common shares with the par value of ONE PESO (P1.00) peso per share; and
2. **TWO HUNDRED FIFTY MILLION (250,000,000)** cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with the par value of ONE PESO (P1.00) per share. ✓

(As amended by the Board of Directors on November 4, 2022, and by the stockholders on December 20, 2022; Further amended by the Board of Directors on October 25, 2024 and by the stockholders on December 10, 2024) ✓

The Preferred Shares shall be issued in series, sub-series or in tranches as the Board of Directors may determine, and authority is hereby expressly granted to the Board of Directors, to establish and designate the series, sub-series or tranches of the Preferred Shares, fix the issue price and the number of shares in each sub-series or tranche, establish the specific terms and conditions of each sub-series or tranche and determine the manner by which the Preferred Shares will be subscribed and paid for, such as but not limited to, a private placement transaction or public offering. ✓

Preferred shares of stock shall be cumulative, non-voting, non-participating, non-convertible, perpetual; *Provided*, that no share will be issued below par value. ✓

The preferred shares shall have the following features, rights and privileges: ✓

- a) Its issue value shall be determined by the Board of Directors at the time of the issuance of the shares; ✓
- b) The Board of Directors shall declare a dividend rate equivalent to the 7-year benchmark rate or any other rate determined by the Board of Directors as of issue date, payable on a date to be set by the Board of Directors in accordance with Philippine laws, rules and regulations; ✓
- c) Preferred shares shall be non-convertible into common shares; ✓
- d) Preference over holders of common stock in the distribution of the corporate assets in the event of dissolution and liquidation of the corporation and in the payment of the dividend at the rate specified at the time of issuance; ✓
- e) Preferred shares shall be cumulative; ✓
- f) Preferred shares shall be non-participating in any other or further dividends beyond that specifically payable on the shares; ✓
- g) Holders of preferred shares shall have no pre-emptive rights to any issue of shares, common or preferred; and ✓
- h) The preferred shares may be redeemed by the corporation at the sole option of the Board of Directors at the price to be determined by the Board of Directors. ✓

(As amended on May 14, 2014 and June 30, 2014) ✓

(As amended by the Board of Directors on April 13, 2020 and by the stockholders on June 30, 2020) ✓

EIGHTH: That at least 25% of the authorized capital stock has been subscribed and at least 25% of the total subscription has been paid as follows: ✓

Name	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid
✓MICHAEL C. COSIQUIEN	FILIPINO	20,000	P10,000,000	P4,000,000
✓EDGAR B. SAAVEDRA	FILIPINO	20,000	10,000,000	4,000,000
✓YERIK C. COSIQUIEN	FILIPINO	2,500	1,250,000	500,000
✓IRVING C. COSIQUIEN	FILIPINO	2,500	1,250,000	500,000
✓FLORIA B. SAAVEDRA	FILIPINO	2,500	1,250,000	500,000
✓ELSIE B. SAAVEDRA	FILIPINO	2,500	1,250,000	500,000

Total

50,000 ✓
=====

P25,000,000 ✓ P10,000,000 ✓
=====

NINTH: No transfer of stock or interest which would reduce the stock ownership of Filipino citizens to less than the required percentage of capital stock as provided by existing laws shall be allowed or permitted to be recorded in the proper books of corporation and this restriction shall be indicated in the stocks certificates issued by the corporation. The shareholders do not have pre-emptive rights to subscribe to all issues or dispositions of shares of any class of the Corporation, in proportion to their respective shareholdings. (As amended on May 7, 2010) ✓

TENTH: That Michael C. Cosiquien has been elected by the subscribers as treasurer of the corporation to act as such until his/her successor is duly elected and qualified in accordance with the by-laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid in by the subscribers. ✓

ELEVENTH: That the corporation manifests its willingness to change its corporate name in the event another person, firm or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it. ✓

In Witness whereof, we have set out hands this 12 Jul 2004 at Makati City. ✓

(SGD)
Michael C. Cosiquien ✓

(SGD)
Edgar B. Saavedra ✓

(SGD)
Yerik C. Cosiquien ✓

(SGD)
Floria B. Saavedra ✓

(SGD)
Irving C. Cosiquien ✓

(SGD)
Elsie B. Saavedra ✓

WITNESSES:

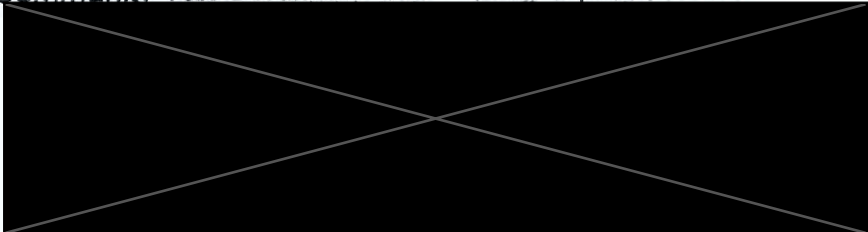
Florido Isturis

Filomeno B. Fernandez Jr.

ACKNOWLEDGMENT

Republic of the Philippines)
Makati City) S.S.

BEFORE ME, a Notary Public in and for Makati City, Philippines, this 12 Jul 2004, personally appeared: ✓

Name	Community Tax Certificate No.	Date & place Issued
✓ Michael C. Cosiquien		
✓ Edgar B. Saavedra		
✓ Yerik C. Cosiquien		
✓ Irving C. Cosiquien		
✓ Floria B. Saavedra		
✓ Elsie B. Saavedra		

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

(SGD)
LUZONIA M. EM
NOTARY PUBLIC
Until December 31, 2004
PTR NO. 701-7415/1-8-04/MAKATI

Doc. No. 531;
Page No. 106;
Book No. I;
Series of 2004. ✓

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S.

SECRETARY'S CERTIFICATE

I, **MELISSA ESTER E. CHAVEZ-DEE**, legal age, a Filipino, and with address at Unit 8, 25th Floor, Exquadra Tower Exchange Road corner Jade Drive, Ortigas Center, Pasig City 1605, Metro Manila, after having been sworn to in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **MEGAWIDE CONSTRUCTION CORPORATION** (the "**Company**"), a corporation duly registered with the Securities and Exchange Commission (the "**Commission**") and in good standing, with principal office address at No. 20 N. Domingo Street, Barangay Valencia, Quezon City;
2. To the best of my knowledge, from the date of approval of the amendment by the Board of Directors in a meeting held on October 25, 2024 and the stockholders in a meeting held on December 10, 2024 up to the date of filing of the application for amendment of Articles of Incorporation with the Commission, no action or proceeding has been filed or is pending before any court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors, and/or major corporate officers of the Company as its duly elected and/or appointed directors or officers or vice versa.

- SIGNATURE PAGE FOLLOWS -

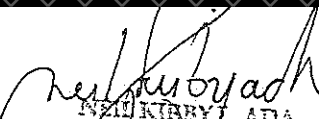
IN WITNESS WHEREOF, I have executed this Secretary's Certificate this DEC 10 2024 in QUEZON CITY.

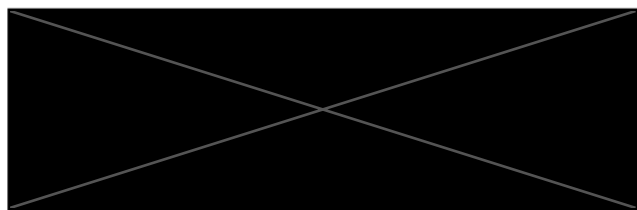

MELISSA ESTER E. CHAVEZ-DEE
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this DEC 10 2024 in QUEZON CITY, affiant exhibiting to me her 

Doc. No. 475 :
Page No. 88 :
Book No. 18 :
Series of 2024.




NEEL KIRBY L. ADA
Notary Public for Quezon City
Notarial Commission No. NP-587 (2023-2024)
Valid 31 December 2024
No. 20 N. Domingo Street, Barangay Valencia, Quezon City
Roll No. 77813
PTR No. 5578330 / 01.04.2024 / Quezon City
IBP No. 397718 / 01.04.2024 / Batangas Chapter
MCLE Compliance - Admitted to the BAR on 11 May 2022



December 16, 2024

W. Sunk

The Board of Directors and Stockholders
MEGAWIDE CONSTRUCTION CORPORATION
 No. 20 N. Domingo St., Brgy. Valencia, Quezon City

Gentlemen:

At your request, we have performed certain agreed-upon procedures, more specifically as described below with respect to the increase in the authorized capital stock of **MEGAWIDE CONSTRUCTION CORPORATION** from Five Billion, One Hundred Sixteen Million Pesos (P5,116,000,000.00) consisting of:

CLASS	NO. OF SHARES	PAR VALUE	TOTAL
Common Shares	4,930,000,000	P1.00	P4,930,000,000.00
Preferred Shares-cumulative, non-voting, non-participating, nonconvertible, perpetual	186,000,000	P1.00	186,000,000.00
TOTAL	5,116,000,000		P5,116,000,000.00

to Five Billion One Hundred Eighty Million Pesos (P5,180,000,000.00) consisting of:

CLASS	NO. OF SHARES	PAR VALUE	TOTAL
Common Shares	4,930,000,000	P1.00	P4,930,000,000.00
Preferred Shares-cumulative, non-voting, non-participating, nonconvertible, perpetual	250,000,000	P1.00	250,000,000.00
TOTAL	5,180,000,000		P5,180,000,000.00

We understand that this informative report will be submitted to the Securities and Exchange Commission (SEC) in support of your application for increase in authorized capital stock. This report covers verification of the cash as subscription payment.

By the affirmative vote of at least a majority of its Board of Directors and by the affirmative vote of stockholders owning at least two-thirds (2/3) of the entire

outstanding capital stock of the Corporation, approved the increase in the authorized capital stock of **MEGAWIDE CONSTRUCTION CORPORATION** from Five Billion One Hundred Sixteen Million Pesos (P5,116,000,000.00) consisting of:

CLASS	NO. OF SHARES	PAR VALUE	TOTAL
Common Shares	4,930,000,000	P1.00	P4,930,000,000.00
Preferred Shares-cumulative, non-voting, non-participating, nonconvertible, perpetual	186,000,000	P1.00	186,000,000.00
TOTAL	5,116,000,000		P5,116,000,000.00

to Five Billion One Hundred Eighty Million Pesos (P5,180,000,000.00) consisting of:

CLASS	NO. OF SHARES	PAR VALUE	TOTAL
Common Shares	4,930,000,000	P1.00	P4,930,000,000.00
Preferred Shares-cumulative, non-voting, non-participating, nonconvertible, perpetual	250,000,000	P1.00	250,000,000.00
TOTAL	5,180,000,000		P5,180,000,000.00

The above increase in the authorized capital stock was approved by the affirmative vote of at least a majority of the Board of Directors in their duly constituted meeting held on October 25, 2024 and by the affirmative vote of the stockholders owning or representing at least 2/3 of the outstanding capital stock of the Company in their duly constituted meeting held on December 10, 2024 via remote communication pursuant to SEC Memorandum Circular No. 6, Series of 2020.

Of the net increase in the authorized capital stock of Sixty Four Million Pesos (P64,000,000.00), consisting of Sixty Four Million (64,000,000.00) cumulative, non-voting, non-participating, nonconvertible, perpetual preferred shares at a par value of One Peso (P1.00) per share, the amount of Sixteen Million Pesos (P16,000,000.00) divided into Sixteen Million (16,000,000) shares with a par value One Peso (P1.00) has been actually subscribed and partially paid in cash of Four Million Pesos (P4,000,000.00) by the lone subscriber, details shown below:

SUBSCRIBER	NATIONALITY	NO. OF SHARES	AMOUNT SUBSCRIBED	AMOUNT PAID-UP
Citicore Holdings, Investment Inc.	Filipino	16,000,000	P 16,000,000.00	P 4,000,000.00

As a result of the agreed-upon procedures conducted, we have noted the following:

1. We obtained a schedule of the cash received by the company and test traced with the Cash Receipts Book (CRB), verified against the acknowledgement receipts, deposit slip, and other related documents. As a result thereof, we ascertained that the amount of Four Million Pesos (P4,000,000.00) was received in the form of cash on December 12, 2024 and deposited to BDO Savings Account No. 002890190125 under the name of **Megawide Construction Corporation**, also on even date, details shown below:

SUBSCRIBER	PROOF OF PAYMENT	DATE	AMOUNT
Citicore Holdings Investment, Inc.	Acknowledgement Receipt	12-12-24	P4,000,000.00

Attached are photocopies of Acknowledgement Receipt and validated BDO deposit slip showing the receipt and the deposit of Four Million Pesos (P4,000,000.00), respectively.

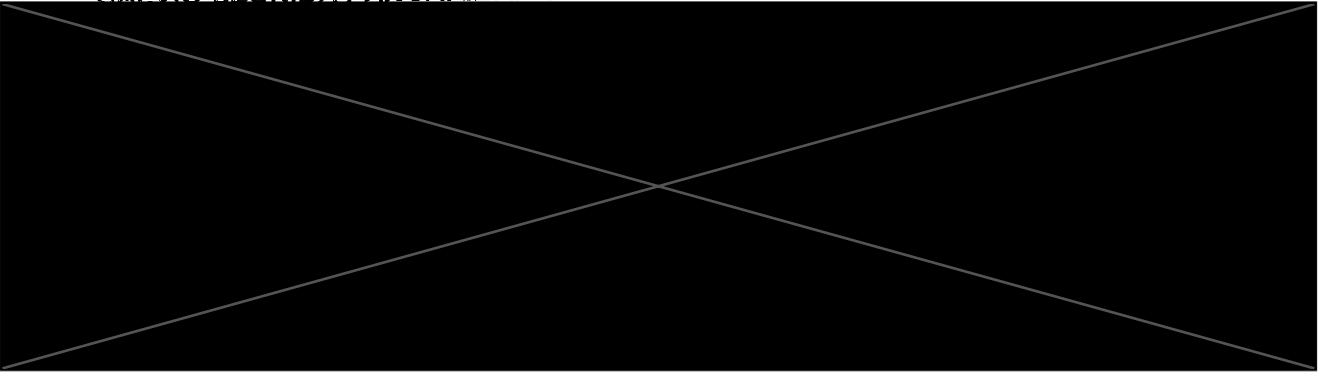
2. The receipt of Four Million Pesos (P4,000,000.00) was recorded in the Cash Receipts Book (CRB) as Deposit for Future Stock Subscription.
3. We also noted that the entries in the CRB were duly posted in the General Ledger (GL).
4. We also verified the entries in the Cash Disbursements Book (CDB) and ascertained that the aforesaid subscription payments were not originally disbursed to the subscriber in the form of loans and/or advances and subsequently paid back to the corporation as subscription payment nor this was subsequently disbursed or returned in the form of loans and/or advances. Therefore, the amount of Four Million Pesos (P4,000,000.00), represents fresh and additional capital of the company.
5. We also conducted a cash count of the funds of the company as of date of examination and worked back to the month immediately preceding the date of the meeting when the stockholders approved the additional issuance.
6. Further, we have checked the mathematical accuracy of the summary and bank reconciliation statements, traced the receipts and disbursements and other transaction in the summary and bank reconciliation statements to the entries in the general ledger, and compare the balances shown in the summary and bank reconciliation statements with the balances per books and bank statements.

This report is solely for the use of management and the SEC and should not be used for any other purpose without our consent.

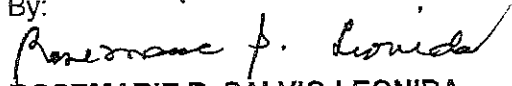
We shall be glad to discuss with you matters presented in this report and to answer any question you may have on the foregoing.

Thank you for giving us this opportunity to be of service to you.

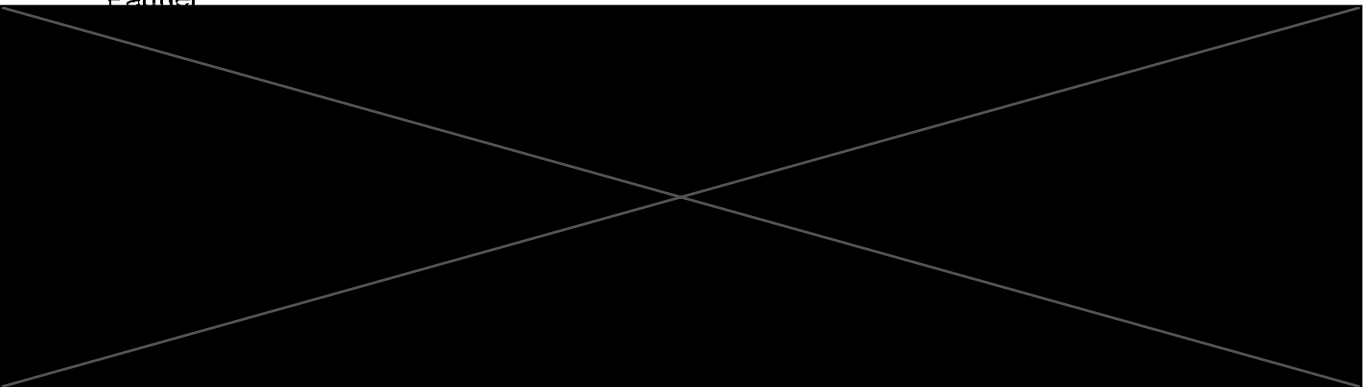
SALVIO-LEONIDA PANGANIBAN & CO. CPAs

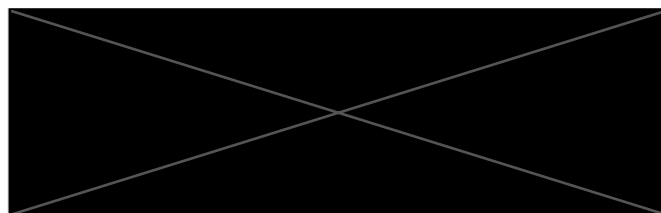


By:



ROSEMARIE R. SALVIO-LEONIDA
Partner





December 16, 2024

TO THE SECURITIES AND EXCHANGE COMMISSION

In connection with the application for increase in the authorized capital stock of **MEGAWIDE CONSTRUCTION CORPORATION** from Five Billion One Hundred Sixteen Million Pesos (P5,116,000,000.00) consisting of:

CLASS	NO. OF SHARES	PAR VALUE	TOTAL
Common Shares	4,930,000,000	P1.00	P4,930,000,000.00
Preferred Shares-cumulative, non-voting, non-participating, nonconvertible, perpetual	186,000,000	P1.00	186,000,000.00
TOTAL	5,116,000,000		P5,116,000,000.00

to Five Billion One Hundred Eighty Million Pesos (P5,180,000,000.00) consisting of:

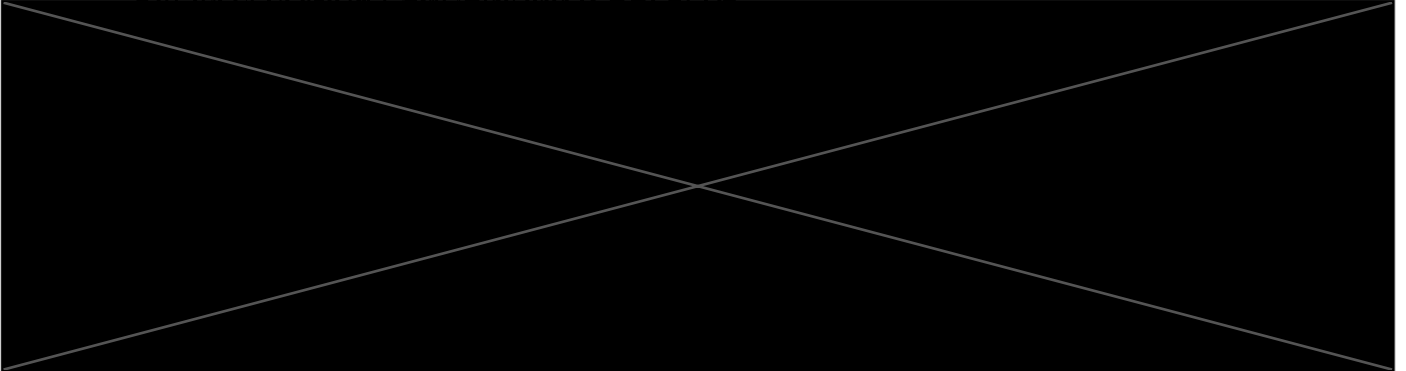
CLASS	NO. OF SHARES	PAR VALUE	TOTAL
Common Shares	4,930,000,000	P1.00	P4,930,000,000.00
Preferred Shares-cumulative, non-voting, non-participating, nonconvertible, perpetual	250,000,000	P1.00	250,000,000.00
TOTAL	5,180,000,000		P5,180,000,000.00

The undersigned, declares that:

1. That, as external auditors engaged by the said company, we conducted the verification procedures required under Section 2 of the Guidelines on On-site Verification of Financial Records Relative to Certain Application Filed with the Commission, and that, we observed all the requirements of existing auditing standards and practices applicable to the engagement; and

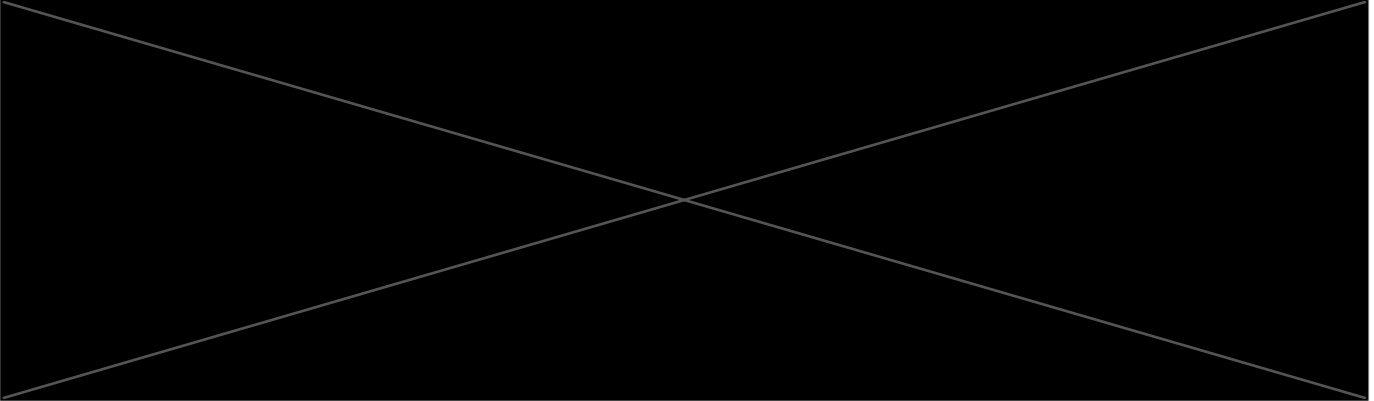
2. That since the foregoing engagement does not involve an audit or review of the company's financial statements but only the conduct of a set of agreed – upon procedures and issuance of a report of the factual findings thereon, we gave no assurance statement in December 16, 2024 report attached to this letter. We understand, however, that the “no assurance” statement in our said report does not exempt us from responsibility over the conduct of the said procedures and the factual findings stated therein.

SALVIO-LEONIDA RANGANIBAN & CO. CPAs



By:


ROSEMARIE R. SALVIO-LEONIDA
Partner



12 December 2024

ACKNOWLEDGEMENT RECEIPT

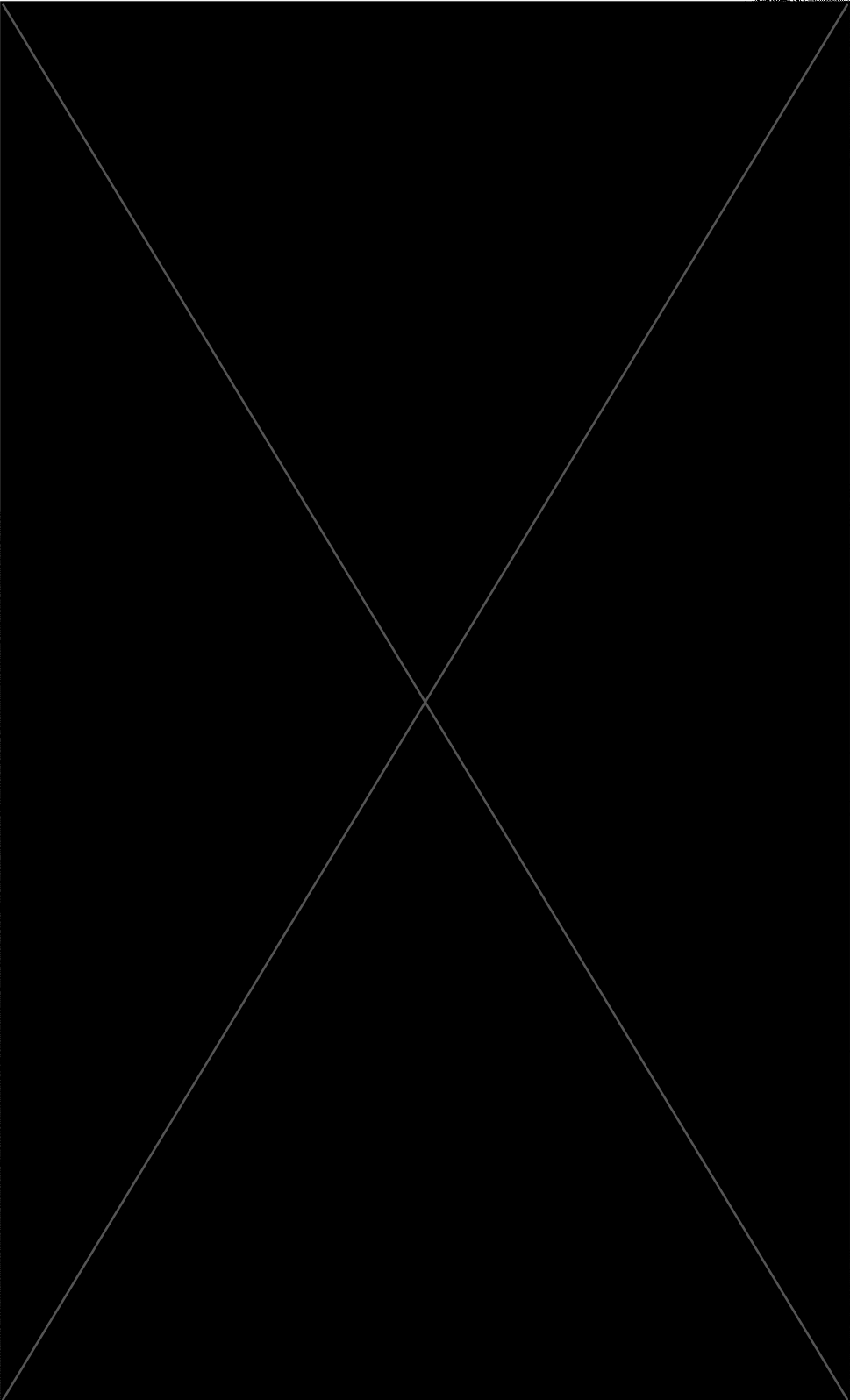
This is to acknowledge the receipt of Four Million Pesos (Php 4,000,000.00) for payment of Subscription of Citicore Holdings Investment, Inc. to Megawide Construction Corporation's preferred shares.

Very truly yours,

MEGAWIDE CONSTRUCTION CORPORATION



Christopher A. Nadayag
Deputy CFO



Deposits
Current

Account Name

MEGAWIDE CONSTRUCTION CORP.

— ⊕ + Cash Trans

Slip

Currency ☐ peso ☐ US Dollar ☐

Use separate slips(s) for each type of denomination

This serves as your receipt when machine validated.

111 Cash In :

Device: 123456789010
Total: 123456789010

3
1



BUSINESS BANKING

Transaction History

We find ways.

MEGAWIDE CONSTRUCTION CORPORATION

Requested Date: 12/12/2024 18:01:07

Printed By: LFOCAMP0543V

MEGAWIDE CONSTRUCTION CORPORATION

Period Covered: Current Day

Account Alias: MEGAWIDE 002890190125

Account Number: 002890190125

Currency: PHP

Account Name: MEGAWIDE CONSTRUCTION CORPORATION

POSTING DATE	BRANCH	DESCRIPTION	DEBIT	CREDIT	RUNNING BALANCE	CHECK NUMBER
12/12/2024				4,000,000.00		

REPUBLIC OF THE PHILIPPINES)
QUEZON CITY) S.S.

SECRETARY'S CERTIFICATE

I, **MELISSA ESTER E. CHAVEZ-DEE**, of legal age, Filipino, with office address at Unit 8, 25th Floor, Exquadra Tower Exchange Road corner Jade Drive, Ortigas Center, Pasig City 1605, Metro Manila, after having been sworn to in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of **MEGAWIDE CONSTRUCTION CORPORATION** (the "**Company**"), a corporation duly organized and existing under and by virtue of Philippines laws, with principal office address at No. 20 N. Domingo Street, Barangay Valencia, Quezon City;
2. Based on the attached list of stockholders from the Company's stock transfer agents, as of the meeting of the stockholders of the Company held on December 10, 2024, the Company has the following issued and outstanding shares:

	Issued and Outstanding Shares
Common Shares Attached herein as Annex "A"	2,399,426,127 Issued Common Shares ✓ 2,013,409,717 Outstanding Common Shares <i>Note: See item 3.</i>
Preferred Shares Attached herein as Annex "B"	101,405,880 Outstanding Preferred Shares ¹ ✓

3. Further, as of December 10, 2024, the Company has treasury shares in the total number of Three Hundred Eighty-Six Million Sixteen Thousand Four Hundred Ten (386,016,410) common shares. Given the same, the breakdown of the Company's common shares is as follows:

Issued Common Shares	2,399,426,127
Less: Number of Treasury Shares	386,016,410
Total Outstanding Common Shares	2,013,409,717

4. For purposes of computing the percentage of Filipino and Foreign ownership for the common shares of the Company, the treasury shares shall be removed from the PCD Nominee Corporation (Filipino) account provided in **Annex "A"**. As such, the following is the percentage of Filipino and Foreign ownership for the common and preferred shares of the Company:

For Common Shares	Shares Subscribed	Percentage
Filipino	1,994,139,498	99.04
Foreign	19,270,219	0.96
Total	2,013,409,717	100.00%

For Preferred Shares	Shares Subscribed	Percentage
Filipino	99,854,990	98.47
Foreign	1,550,890	1.53
Total	101,405,880	100.00%

¹ The Company's Forty Million (40,000,000) Series 1 Preferred Shares (MWP) and Twenty-Six Million Two Hundred and Twenty Thousand One Hundred Thirty (26,220,130) Series 2A Preferred Shares (MWP2A) were redeemed 03 December 2021 and 29 May 2023 respectively and has been transferred to its Treasury Shares. Additionally, the Company's Twenty-Nine Million (29,000,000) Series 3 preferred shares are not listed with the Philippine Stock Exchange, Inc.

5. The pre-emptive right of stockholders to subscribe to additional shares of the Company has been denied in the Company's Articles of Incorporation. ✓

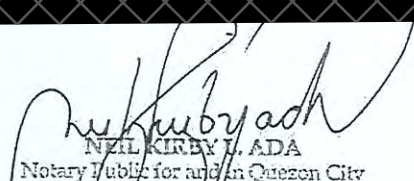
IN WITNESS WHEREOF, I have executed this Secretary's Certificate this DEC 10 2024, in QUEZON CITY.


MELISSA ESTER E. CHAVEZ-DEE ✓
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this DEC 10 2024 in QUEZON CITY, affiant exhibiting her

Doc. No. 434 :
Page No. 88 :
Book No. III :
Series of 2024.




NEIL KIRBY L. ADA
Notary Public for and in Quezon City
Notarial Commission No. NP-557 (2023-2024)
Until 31 December 2024
No. 20 N. Domingo Street, Barangay Valencia, Quezon City
Roll No. 77893
PTR No. 5573858 / 01.08.2024 / Quezon City
IBP No. 397718 / 01.08.2024 / Batangas Chapter
MCLE Compliance - Admitted to the BAR on 11 May 2022

Stock Transfer Service Inc.
MEGAWIDE CONSTRUCTION CORPORATION (S)
Stockholder Masterlist
As of 12/10/2024

Page No. 1

Count	Name	Holdings
1	PCD NOMINEE CORPORATION (FILIPINO)	1,619,680,019
2	CITICORE HOLDINGS INVESTMENT, INC.	712,925,501
3	SOYEN CORPORATION	22,900,000
4	ASTERNUM HOLDINGS, INC.	21,389,904
5	PCD NOMINEE CORPORATION (NON-FILIPINO)	19,033,819
6	ELLIE CHAN	1,666,901
7	CAROUSEL HOLDINGS, INC.	500,000
8	CAROUSEL HOLDINGS, INC.	500,000
9	MARMON HOLDINGS, INC.	300,000
10	JOHN I BAUTISTA, JR.	159,799
11	AYUSH SINGHVI	147,400
12	REGINA CAPITAL DEV. CORP. 000351	34,754
13	JHARNA CHANDNANI	23,000
14	PACIFICO SILLA &/OR MARIE PAZ SILLA &/OR NATHANIEL SILLA	20,000
15	JOSE EMANUEL B SALCEDO	16,177
16	JUAN MIGUEL B SALCEDO	16,177
17	NSJS REALTY & DEVELOPMENT CORPORATION	16,000
18	GRACE Q BAY	15,243
19	PERFECTO NOLASCO	15,000
20	CAMILLE PATRICIA DOMINIQUE T ANG	14,547
21	PACIFICO SILLA &/OR MARIE PAZ SILLA SAGUM &/OR NATHANIEL SILLA	9,456
22	PACIFICO C. SILLA &/OR CATHERINE M. SILLA &/OR ALEXANDER M. SILLA	9,456
23	MYRA P VILLANUEVA	8,900
24	JOYCE M BRIONES	7,868
25	MEGAWIDE CONSTRUCTION CORPORATION	5,928
26	FREDERICK E. FERRARIS &/OR ESTER E. FERRARIS	5,674
27	JENNIFER T. RAMOS	2,000
28	JENNIFER T. RAMOS	1,000
29	DEMETRIO D MATEO	500
30	JULIUS VICTOR EMANUEL D SANVICTORES	379
31	GUILLEMO F. GILI, JR.	246
32	FLORENTINO A TUSON, JR.	246
33	HECTOR A SANVICTORES	190
34	OWEN NATHANIEL S. AU IFF : LI MARCUS AU	38
35	JOSELITO T BAUTISTA	1
36	HILARIO GELBOLINGO DAVIDE, JR.	1
37	MICHAEL C COSIOQUEN	1
38	EDGAR B SAAVEDRA	1
39	LILIA B. DE LIMA	1

Total Stockholders :

2,399,426,127

Annex B

MEGAWIDE CONSTRUCTION CORPORATION PREF 4 LIST OF STOCKHOLDERS As of 12/10/2024

NAME	SHARES ISSUED & OUTSTANDING
PCD NOMINEE CORPORATION - FILIPINO	39,309,090
PCD NOMINEE CORPORATION - OTHERS	690,210
CORPORATION	39,999,300
CABREZA, JUAN CARLOS V.	100
CABREZA, MARIETTA V.	100
VILLANUEVA, MILAGROS P.	500
INDIVIDUAL	700
GRAND TOTAL	40,000,000
Total Stockholders	5

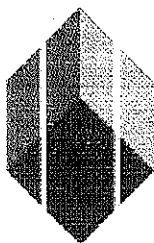
TOTAL SHARES SUMMARY

TOTAL SHARES ISSUED AND OUTSTANDING

FILIPINO	39,309,790
FOREIGN	690,210
TOTAL	40,000,000

Certified True and Correct:

Professional Stock Transfer, Inc.



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

7907 Makati Avenue, Salcedo Village,
Bel-Air, Makati City, 1209

CORPORATE STATUS

Date: 20 December 2024
SEC Registration No. : CS200411461
Company Name: MEGAWIDE CONSTRUCTION CORPORATION
Entity Type: Stock Corporation; With secondary license
Printed by: Marietta M. Velasquez

Department	Status	Remarks	Date
HEAD OFFICE			
CRMD	Cleared		Dec 19 2024
CMD	Cleared		Dec 19 2024
CPRD	Cleared		Dec 19 2024
CFRD	Cleared		Dec 19 2024
FAAD	Cleared		Dec 19 2024
EU	Cleared		Dec 19 2024
CAD	Cleared		Dec 19 2024
ED	Cleared		Dec 19 2024
EO	Cleared		Dec 19 2024
EO	Cleared		Dec 19 2024
EOs			
SOs	Cleared		Dec 19 2024
EOs			
EOs	Cleared		Dec 19 2024



MARKETS AND SECURITIES REGULATION DEPARTMENT

MEMORANDUM

TO : Company Registration and Monitoring Department
FROM : Markets and Securities Regulation Department
SUBJECT : **MEGAWIDE CONSTRUCTION CORPORATION**
DATE : 18 December 2024

This refers to the email of **MEGAWIDE CONSTRUCTION CORPORATION** (the "Company") requesting for comments and/or recommendations relative to the proposed amendment in its Articles of Incorporation follows:

AMENDMENT TO ARTICLES OF INCORPORATION		
Article	From	To
Seventh	SEVENTH: That the authorized capital stock of the corporation is FIVE BILLION ONE HUNDRED SIXTEEN MILLION PESOS (Php5,116,000,000.00) in lawful money of the Philippines, divided into the following classes: 1. FOUR BILLION NINE HUNDRED THIRTY MILLION (4,930,000,000) voting common shares with the par value of ONE PESO (P1.00) per share; and 2. ONE HUNDRED EIGHTY SIX MILLION (186,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with the par value of ONE PESO (P1.00) per share.	SEVENTH: That the authorized capital stock of the corporation is FIVE BILLION ONE HUNDRED EIGHTY MILLION PESOS (Php5,180,000,000.00) in lawful money of the Philippines, divided into the following classes: 1. FOUR BILLION NINE HUNDRED THIRTY MILLION (4,930,000,000) voting common shares with the par value of ONE PESO (P1.00) per share; and 2. TWO HUNDRED FIFTY MILLION (250,000,000) cumulative, non-voting, non-participating, non-convertible, perpetual preferred shares with the par value of ONE PESO (P1.00) per share.

Upon review of the Company's request and records, it appears that the proposed amendments are consistent with the disclosures made by the Company. Hence, based on this, our Department does not interpose any objection to the application for the amendment of its By-laws.

However, within five (5) days from the approval of the application, the Company shall:

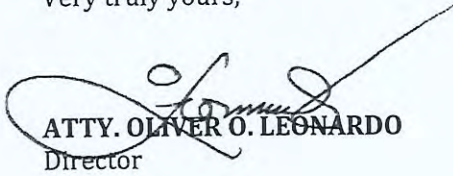
1. **FILE a duly accomplished Current Report (SEC Form 17-C)**, disclosing the Commission's approval of said amendment; and
2. **FILE a duly accomplished General Information Sheet (GIS)** that reflects the new information, together with a cover letter signed by the Corporate Secretary *(if applicable)*.

Our Department, nonetheless, defers to the discretion of your Department considering that it has primary jurisdiction over registration of corporation and partnerships in general, as well as

amendments to Articles of Incorporation. Furthermore, our comment is limited merely to this Department's regulatory requirements, and does not cover the substance of the application with respect to compliance with the Revised Corporation Code of the Philippines.

Our comments herein are without prejudice to the prerogative of this Department to impose the necessary penalty and initiate the appropriate proceeding against the Company and its Directors/Officers upon a proper finding of a violation of the relevant provisions of the Securities Regulation Code, its implementing Rules and Regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,



ATTY. OLIVER O. LEONARDO
Director

COVER SHEET

For Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

Amendment of Articles of
Incorporation

SEC Registration Number

C	S	2	0	0	4	1	1	4	6	1
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Former Company Name

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AMENDED TO:
New Company Name

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Principal Office (No./Street/Barangay/City/Town/Province)

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ZIP CODE
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Company's Email Address

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COMPANY INFORMATION
Company's Telephone Number's

(02) 8655-1111

Mobile Number

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CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Contact Person

MELISSA ESTER
E. CHAVEZ-DEE

Email Address

corporatesecretary@mega
wide.com.ph

Telephone Number's

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Mobile Number

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Contact Person's Address

Unit 8, 25th Floor, Exquadra Tower Exchange Road corner Jade Drive, Ortigas Center, Pasig
City 1605, Metro Manila

To be accomplished by CRMD Personnel
Date

Signature

Assigned Processor _____

Document I.D.

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Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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Corporate and Partnership Registration Division (CPRD)

Green Lane Unit (GL)

Financial Analysis and Audit Division (FAAD)

Licensing Unit (LU)

Compliance Monitoring Division (CMD)

