

## MEGAWORLD CORPORATION

### NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO ALL STOCKHOLDERS:

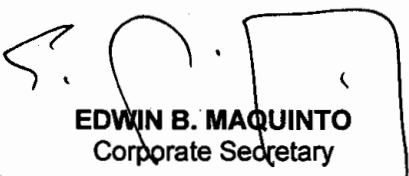
NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Megaworld Corporation will be held on 18 June 2010, 9:00 a.m. at the Ballroom B and C, Ground Floor, Marriott Hotel Manila, 10 Newport Avenue, Newport City Complex, Pasay City, Metro Manila, Philippines, with the following agenda:

1. Call to Order
2. Proof of Notice and Determination of Quorum
3. Approval of Minutes of the Previous Annual Meeting
4. Annual Report of Management
5. Appointment of External Auditors
6. Ratification of Acts and Resolutions of the Board of Directors, Board Committees and Management
7. Election of Directors
8. Other Matters
9. Adjournment

Stockholders of record as of 19 April 2010 will be entitled to notice of, and to vote at, the Annual Meeting.

We are not soliciting your proxy. However, if you would like to appoint proxies to represent you in the Annual Meeting, you may submit your proxy instruments on or before 8 June 2010 to the Office of the Corporate Secretary, 28/F The World Centre, 330 Sen. Gil Puyat Avenue, Makati City. Validation of proxies will be held on 10 June 2010, 9:00 a.m. Sample proxy forms are enclosed for your convenience. For questions, please call Ms. Rhodora Victorino-Edangalino at Tel. No. +632 8678826 loc. 363 for assistance.

Makati City, Philippines, 17 May 2010.

  
**EDWIN B. MAQUINTO**  
Corporate Secretary