



**MEGAWORLD CORPORATION**  
28<sup>th</sup> Floor The World Centre, 330 Sen. Gil Puyat Avenue, Makati City

**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 20 June 2014, 9:00 a.m. at the Grand Ballroom, Eastwood Richmond Hotel, 17 Orchard Road, Eastwood City, Bagumbayan, Quezon City, 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. Amendment of the Third Article of the Articles of Incorporation to reflect the complete principal office address of the Corporation in compliance with SEC Memorandum Circular No. 6, Series of 2014
7. Amendment of Employee Stock Option Plan to extend the Option Exercise Period
8. Ratification of Acts and Resolutions of the Board of Directors, Board Committees and Management
9. Election of Directors
10. Other Matters
11. Adjournment

Stockholders of record as of 30 April 2014 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 04 June 2014 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 04 June 2014, 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.

Makati City, Philippines, May 12, 2014.

  
**EDWIN B. MAQUINTO**  
Corporate Secretary