



MEGAWORLD CORPORATION

30th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City 1634

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 21 June 2019, 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. 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 April 30, 2019 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 14 June 2019 to the Office of the Corporate Secretary, 20th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City 1634. Validation of proxies will be held on 14 June 2019, 9:00 a.m. Sample proxy forms are enclosed for your convenience.

Makati City, Philippines, _____.


ANYA MICHELLE T. LLOVIDO
Corporate Secretary

**SAMPLE ONLY
PROXY
MEGAWORLD CORPORATION
2019 STOCKHOLDERS' MEETING**

I/WE hereby name and appoint _____, or in his absence, the Chairman of the meeting, as my/our proxy at the annual stockholders' meeting of **MEGAWORLD CORPORATION** ("Megaworld") to be held on 21 June 2019 at the Grand Ballroom, Eastwood Richmond Hotel, 17 Orchard Road, Eastwood City, Bagumbayan, Quezon City, Philippines, and/or at any postponement or adjournment thereof, and/or any annual stockholders' meeting of Megaworld, which appointment shall not exceed five (5) years from date hereof.

In particular, I/We hereby direct my/our said proxy to vote all my/our shares on the agenda items set forth below as I/We have expressly indicated by marking the same with an "X".

| Items No. | Subject | Action | | |
|------------------------|---|--------|---------|---------|
| | | For | Against | Abstain |
| 3. | Approval of Minutes of the Previous Annual Meeting | | | |
| 5. | Appointment of External Auditors | | | |
| 6. | Ratification of Acts and Resolutions of the Board of Directors, Board Committees and Management | | | |
| 7. | Election of Directors | | | |
| | a. Andrew L. Tan | | | |
| | b. Katherine L. Tan | | | |
| | c. Kingson U. Sian | | | |
| | d. Enrique Santos L. Sy | | | |
| | e. Jesus B. Varela | | | |
| | f. Cresencio P. Aquino | | | |
| | g. Roberto S. Guevara | | | |
| FULL DISCRETION | | | | |
| | | | | |

PRINTED NAME OF STOCKHOLDER

AUTHORIZED SIGNATORY

THIS PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE 14 JUNE 2019.

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 FOR THE ELECTION OF ALL NOMINEES AND 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.

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 EXPRESSED HIS INTENTION TO VOTE IN PERSON.

THIS PROXY DOES NOT NEED TO BE NOTARIZED.

(Partnerships, Corporations and Associations must attach certified resolutions designating their proxies/representatives and authorized signatories.)