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COVER SHEET

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S. E. C. Registration Number





**MEGAWIDE CONSTRUCTION CORPORATION
RELATED PARTY TRANSACTIONS POLICY**

Megawide Construction Corporation (the "Company") promotes transparency and fairness among its stakeholders and is committed to complying with all applicable laws and regulations.

The Board of Directors of the Company (the "Board") recognizes that Related Party Transactions



2. **“Associate”** refers to an entity over which the Company holds twenty percent (20%) or more of the voting power, directly or indirectly, or which the Company has Significant Influence.
3. **“Board of Directors”** refers to the Company’s Board of Directors.
4. **“Close Family Members”** are persons related to the Company’s Directors, officers and stockholders (“DOS”) within the fourth (4th) degree of consanguinity or affinity, legitimate or common-law. These shall include the spouse, parent, child, brother, sister, grandparent,

2. The Company shall ensure that all transactions with, or for the benefit of, any Related Party

4. Transactions between the Company and a joint venture company which is not controlled

[REDACTED]

[REDACTED]

[REDACTED]

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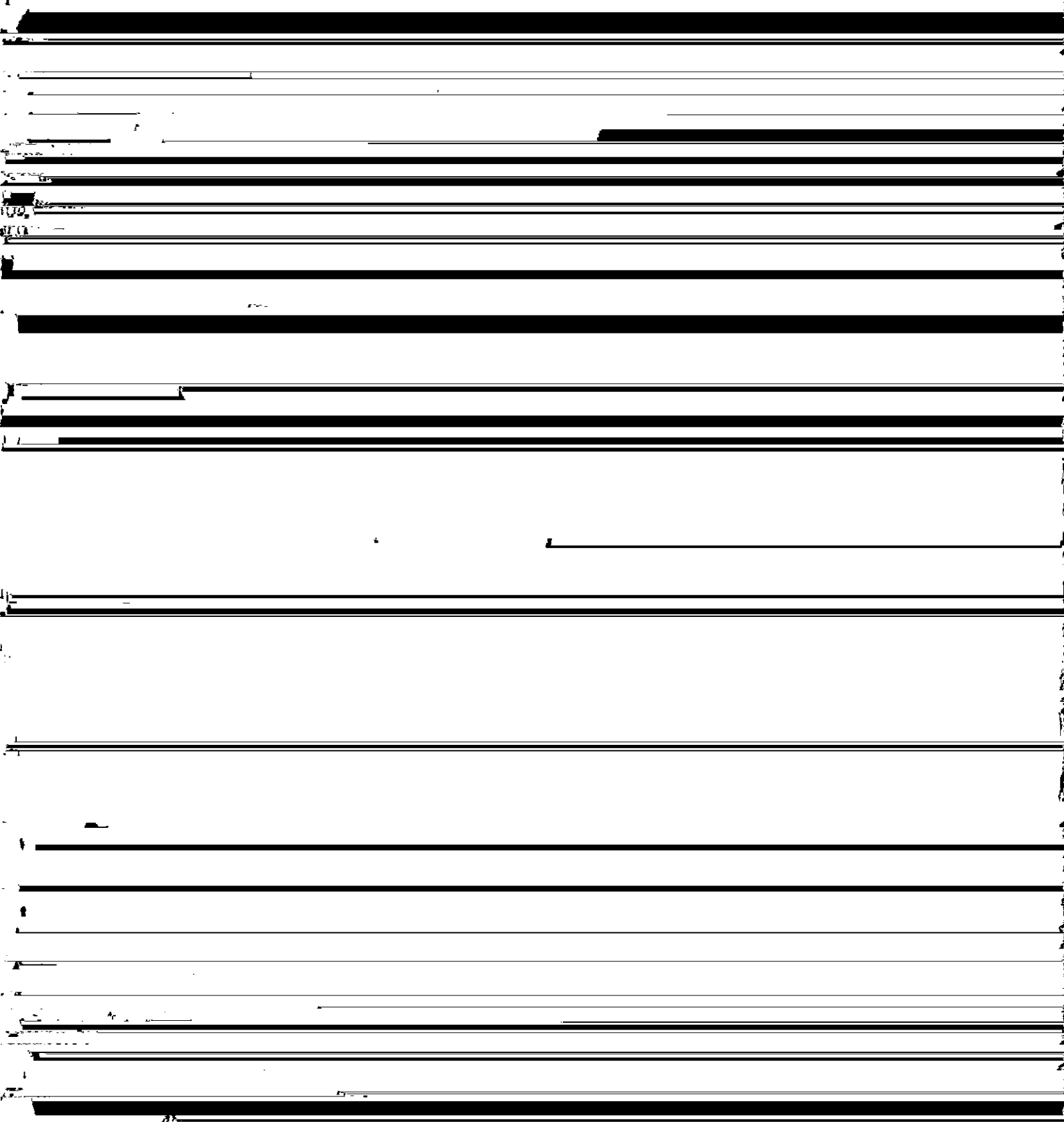
[REDACTED]

[REDACTED]



at least two-thirds (2/3) of the outstanding capital stock. For aggregate RPTs within a twelve (12)-month period that breaches the materiality threshold, the same Board approval would be required for the transaction/s that meets and exceeds the materiality threshold covering the same Related Party.

6. Directors with personal interest in a certain RPT should abstain from participating in the





X. INTERNAL OVERSIGHT

The Internal Oversight Committee (IOC) was established in 2007 to monitor and report on the activities of the

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

CIRCULAR RESOLUTION
OF THE BOARD OF DIRECTORS OF
MEGAWIDE CONSTRUCTION CORPORATION
September 2, 2019

The members of the Board of Directors of MEGAWIDE CONSTRUCTION CORPORATION (the "Corporation") affirm as their acts the following resolutions:

"RESOLVED, to approve the Related Party Transactions Policy of the Corporation, as endorsed by the Governance, Nominations and ~~the~~ Committee."

[REDACTED]