



D.M. WENCESLAO AND ASSOCIATES, INCORPORATED

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual stockholders' meeting of **D.M. WENCESLAO & ASSOCIATES, INCORPORATED ("DMWAI")** will be held at Ballroom 3, 2nd Floor, City of Dreams Manila, Aseana Ave. cor. Roxas Blvd., Parañaque City, Philippines on June 7, 2019 at 9:00 o'clock in the morning with the following:

AGENDA

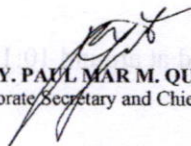
1. Welcome Address
2. Call to Order
3. Proof of Notice and Determination of Quorum
4. Approval of Minutes of Previous Meeting
5. Annual Report of the Chief Executive Officer
6. Election of Directors (including Independent Directors)
7. Appointment of External Auditor
8. Other Matters
9. Adjournment

Only stockholders of record at the close of business hours on March 15, 2019 are entitled to notice of, and to vote at this meeting. Registration will start at 7:30 a.m. Stockholders are required to present any valid proof of identification, such as driver's license, passport, company ID or SSS/GSIS ID. Aside from personal identification, representatives of corporate stockholders and other entities should also present an original of duly sworn Secretary's Certificate or any similar document showing his or her authority to represent the corporation or entity.

Stockholders who are unable to attend the meeting may execute a proxy in favor of a representative. In accordance with the Amended By-Laws of DMWAI, proxies must be submitted for inspection, validation and recording at least seven (7) days before the opening of the annual stockholders' meeting or on or before May 31, 2019, to the Office of the Corporate Secretary at the 3rd Floor Aseana Powerstation Building, Aseana Business Park, D. Macapagal Blvd. cor. Bradco Ave. Parañaque City. The Proxy Verification Committee will inspect, examine and validate the sufficiency of the proxy forms received. We enclose a sample proxy form for your convenience.

For Stockholders whose shareholdings are lodged with the Philippine Central Depository, please secure an original certification from your respective brokers and send it to us on or before May 29, 2019. Kindly bring the said original certification on the date of the ASM.

For the Board of Directors:


ATTY. PAUL MAR M. QUINTO
Corporate Secretary and Chief Legal Officer

Access to DMWAI's Notice and Agenda, Definitive Information Statement, Annual Report, Quarterly Report, Proxy and other documents required for the Annual Stockholders Meeting to be distributed to its stockholders of record can be downloaded by scanning the QR code provided herein.

You may also access or download these materials through the following:

1. By accessing through the following link: <http://dmwai.com>
2. By requesting for soft or hard copies through an email request to mds@dmwai.com or by calling us at +(632) 854 5711. Please provide your complete name and postal address.
3. You may also download through the following link: <https://bit.ly/2WW5BJU>

*Use of QR code was approved by the Securities and Exchange Commission on May 17, 2019.

