



GLOBAL-ESTATE RESORTS, INC.

CHARTER OF THE BOARD OF DIRECTORS

The Board of Directors (“Board”) of Global-Estate Resorts, Inc. (the “Corporation”, “Company” or “GERI”) hereby adopts this Charter.

1. SCOPE

The Board is primarily responsible for the governance and management of the business of the Corporation. Corollary to setting the policies for the accomplishment of the corporate objectives, it shall provide an independent check on Management. It shall be the Board’s responsibility to promote and adhere to the principles of and best practices of corporate governance and to foster the long-term success of the Corporation and secure its competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Corporation, its shareholders and other stakeholders.

2. MEMBERSHIP

2.1 Composition

The Board shall be composed of nine (9) Directors, or such number of Directors provided in the Articles of Incorporation, duly elected by the stockholders entitled to vote. At least two (2) of these directors shall be independent directors as defined herein, or such independent directors as shall constitute at least twenty percent (20%) of the members of such Board, whichever is higher. Each director shall hold office for one (1) year and until his successor is elected and qualified in accordance with the By-Laws.

The Board shall be composed of directors with a collective working knowledge, experience or expertise that is relevant to the real estate industry. The Board ensures that it has an appropriate mix of competence and expertise and that its members remain qualified for their positions individually and collectively, to enable it to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction.

The membership of the Board may be a combination of executive and non-executive directors (which include independent directors) in order that no director or small group of directors can dominate the decision-making process.

The non-executive directors of the Board should concurrently serve as directors to a maximum of five (5) publicly listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management’s proposals/views, and oversee the long-term strategy of the Corporation.

The Board’s independent directors should serve for a maximum cumulative term of nine (9) years. After which, the independent director should be perpetually barred from reelection as such in the Corporation, but may continue to qualify for nomination and election as a non-

independent director. In the instance that the Corporation wants to retain an independent director who has served for nine years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting.

2.2 Policy on Multiple Board Seats

A director should notify the Board where he/she is an incumbent director before accepting a directorship in another company.

2.3 Election of Directors

The Directors shall be elected by the Corporation's stockholders entitled to vote at their annual meeting in accordance with the By-laws and the rules of procedure for annual meeting of stockholders.

Pursuant to the Corporation Code, any shareholder, including minority shareholders, shall have the right to nominate candidates to the Board.

The Company conducts the nomination process in accordance with the provision of Rule 38 of the Securities Regulation Code (SRC). The Nomination Committee reviews, evaluates, pre-screens, and shortlists all candidates. The Nomination Committee then prepares a Final List of Candidates which is distributed to the shareholders through the filing with the SEC and distribution of an Information Statement prior to the meeting where the election of directors will be had. Only nominees contained in the Final List are eligible for election.

For the election of Directors, it is necessary that one-half plus one of the outstanding shares of stock to be present or represented.

2.4 Vacancy

A vacancy occurring in the Board other than by removal by stockholders or by expiration of term, is filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, as provided for under Article III of the By-Laws of the Company. If the remaining directors have no more quorum, the vacancy is filled at a regular or special meeting of the stockholders.

3. POWERS, DUTIES AND RESPONSIBILITIES

3.1 General Responsibility

It shall be the Board's responsibility to foster the long-term success of the Corporation and secure its sustained competitiveness, profitability and fiduciary responsibility, in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.

The Board should oversee the development of and approve the Corporation's business objectives and strategy, and monitor their implementation, in order to sustain the Corporation's long-term viability and strength.

The Board should formulate the Corporation's vision, mission, strategic objectives, policies and procedures that shall guide its activities, including the means to effectively monitor Management's performance.

The best measure of the Board's effectiveness is through an assessment process. Thus, the Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

The Board should conduct an annual self-assessment of its performance, including the performance of the Chairman, individual members and committees. Every three (3) years, the assessment should be supported by an external facilitator.

The Board should have in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual directors, committees and such system should allow for a feedback mechanism from the shareholders.

3.2 Duties and Functions of the Board

To ensure a high standard of best practice for GERI, its stockholders and other stakeholders, the Board of Directors should conduct itself with honesty and integrity in the performance of, among others, the following duties and functions:

- a. Install a process of selection to ensure that it has an appropriate mix of competence and expertise and that its members remain qualified for their positions individually and collectively, to enable it to fulfill its roles and responsibilities and respond to the needs of the Corporation based on the evolving business environment and strategic direction, and to effectively participate and help secure objective, independent judgment on corporate affairs and to substantiate proper checks and balances. Appoint competent, professional, honest and highly-motivated management officers;
- b. Adopt an effective succession planning program for the directors, key officers and management to ensure growth and a continued increase in the shareholders' value;
- c. Provide sound strategic policies and guidelines to the Corporation on major capital expenditures. Establish programs that can sustain its long-term viability and strength. Periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets and Management's overall performance;
- d. Determine GERI's purpose, its vision, mission, strategic objectives, policies and procedures that would guide its activities, effectively monitoring management's performance and supervising the proper implementation of the same

- e. Ensure that GERI faithfully complies with all relevant laws, regulations and codes of best business practices;
- f. Identify GERI's major and other stakeholders and formulate, establish and maintain a clear policy on communicating or relating with them through an effective investor relations program, consistent with laws, rules and regulations. If feasible, the Corporation's CEO or Chief Financial Officer shall exercise oversight responsibility over this program;
- g. Identify the Corporation's stakeholders in the community in which the Corporation operates or are directly affected by its operations, and formulate a clear policy of accurate, timely and effective communication with them;
- h. Adopt a system of internal checks and balances and regularly review the effectiveness of the same in order to ensure that the decision-making capability and the integrity of corporate operations and reporting systems are maintained at high levels at all times. There should be a continuing review of the Corporation's internal control system in order to maintain its adequacy and effectiveness;
- i. Identify key risk areas and key performance indicators and monitor these factors with due diligence to enable the Corporation to anticipate and prepare for possible threats to its operational and financial viability;
- j. Properly discharge Board functions by meeting regularly. Independent views during Board meetings shall be given due consideration and all such meetings shall be duly minuted;
- k. Keep Board authority within the powers of the institution as prescribed under the Articles of Incorporation, the By-Laws and in existing laws, rules and regulations;
- l. Formulate and implement group-wide policy and system governing related party transactions and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality, to ensure the integrity and transparency of related party transactions between and among the Corporation and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers, and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationships by members of the Board; and
- m. Establish and maintain an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including the regulatory authorities.

3.3 Specific Duties and Responsibilities of a Director

- a. A director's office is one of trust and confidence. He shall act in a manner characterized by transparency, accountability and fairness. He should also exercise leadership, prudence and integrity in directing the Corporation towards sustained progress.

b. A director shall have the following duties and responsibilities:

1. *Conduct fair business transactions with GERI and ensure that his personal interest does not bias, conflict or prejudice Board decisions.*

The basic principle to be observed is that a director should not use his position to profit or gain some benefit or advantage for himself and/or his related interests. He should avoid situations that may compromise his impartiality. If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process. A director who has a continuing material conflict of interest should seriously consider resigning from his position.

A conflict of interest shall be considered material if the director's personal or business interest is antagonistic to that of the corporation, or stands to acquire or gain financial advantage at the expense of the Corporation.

2. *Devote time and attention necessary to properly discharge his duties and responsibilities.*

A director should devote sufficient time to familiarize himself with the Corporation's business. He should be constantly aware of and knowledgeable with the Corporation's operations to enable him to meaningfully contribute to the Board's work. He should attend and actively participate in all meetings of the Board, committees, and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent them from doing so. In Board and Committee meetings, the director should review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations.

3. *Act judiciously.*

Before deciding on any matter brought before the Board, a director should carefully evaluate the issues and, if necessary, make inquiries and request clarification;

4. *Exercise independent judgment.*

The board should endeavor to exercise an objective and independent judgment on all corporate affairs.

A director should view each problem or situation objectively. If a disagreement with other directors arises, he should carefully evaluate and explain his position. He should not be afraid to take an unpopular position. Corollary, he should support plans and ideas that he thinks are beneficial to the Corporation;

5. *Acquire a working knowledge of the statutory and regulatory requirements affecting GERI, including the contents of its Articles of Incorporation and By-Laws, the rules and regulations and the requirements of the Commission, and where applicable, the requirements of other regulatory agencies.*

A director should also keep abreast with industry developments and business trends in order to promote the Corporation's competitiveness;

6. *Observe confidentiality.*

A director should keep secure and confidential all non-public information he may acquire or learn by reason of his position as director. He should not reveal confidential information to unauthorized persons without the authority of the Board;

7. *Ensure the continuing soundness, effectiveness and adequacy of GERI's control environment and the system of checks and balances established by the Board.*
8. *Be knowledgeable of his fiduciary roles, responsibilities and accountabilities under the law, the Corporation's articles and by-laws, and other legal pronouncements and guidelines.*

A director should act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Corporation and all shareholders.

9. *Apply high ethical standards, taking into account the interests of all stakeholders.*

The Board should adopt a Code of Business Conduct and Ethics, which would provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings. The Code should be properly disseminated to the Board, senior management and employees. It should also be disclosed and made available to the public through the Corporation's website.

The Board should ensure the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.