



GLOBAL-ESTATE RESORTS, INC.

NOTICE AND AGENDA OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that **GLOBAL-ESTATE RESORTS, INC.** (the "Company") will hold its Annual Meeting of Shareholders (the "Annual Meeting") at the Grand Ballroom, Eastwood Richmond Hotel, Orchard Road, Eastwood City, Bagumbayan, Quezon City on Tuesday, 30 July 2013 at 9:00 in the morning.

The AGENDA for the Annual Meeting shall be as follows:

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of the Annual Shareholders' Meeting on 28 June 2012
4. Annual Report of Management
5. Approval of the 2012 Audited Financial Statements
6. Approval and/or ratification of the resolution of the Board of Directors on 21 June 2013 approving the implementation of the increase in authorized capital stock from 10 Billion to 20 Billion common shares, as approved at the Special Shareholders' Meeting on 08 November 2011, and the subscription by Megaworld Corporation to 2.5 Billion common shares of the 10 Billion increase in capital at a subscription price of Php2.26 per share which represents a 5% premium over the Company's volume weighted average price per share at market
7. Ratification of all other acts and resolutions of the Board of Directors, and all acts of the Corporate officers during the preceding year
8. Election of Directors (including Independent Directors) for the ensuing year
9. Appointment of External Auditors
10. Other matters as may properly come before the meeting
11. Adjournment

Only shareholders of record at the close of business hours on 14 May 2013 are entitled to notice and to vote at the Annual Meeting.

Registration for the Annual Meeting will start at 8:00 A.M. and will close at 8:50 A.M. For your convenience in registering your attendance, please present some valid form of identification such as Passport, Driver's License, or Company ID.

WE ARE NOT SOLICITING YOUR PROXY. However, if you are unavailable to attend the Annual Meeting but would like to be represented thereat, you may at your option appoint a representative by accomplishing the attached Proxy Form and submitting the same to the Office of the Corporate Secretary of the Company, 6th Floor Renaissance Tower, Meralco Avenue, Ortigas, Pasig City, Metro Manila not later than end of business hours on 23 July 2013. Validation of the written proxies shall be held at the same office on 24 July 2013 at 10:00 A.M.

By Order of the Board of Directors.

Pasig City, 24 June 2013.

ATTY. DOMINIC V. ISBERTO
Corporate Secretary