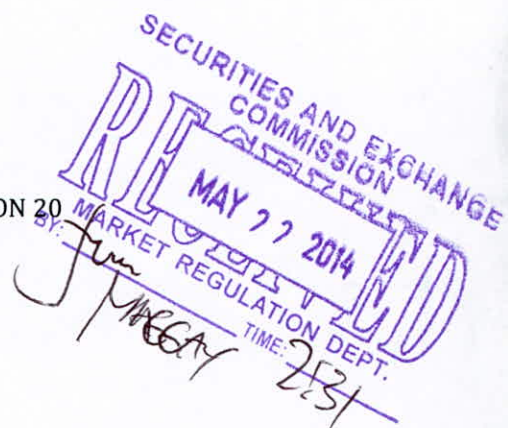


SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE



1. Check the appropriate box:
☐ Preliminary Information Statement
☒ Definitive Information Statement
☐ Amended Definitive Information Statement
2. Name of Registrant as specified in its charter **GLOBAL-ESTATE RESORTS, INC.**
3. **Metro Manila, Philippines**
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **AS094-4462**
5. BIR Tax Identification Code **000-426-523-000**
6. **7th Floor, Renaissance Tower, Meralco Avenue, Pasig City** **1600**
Address of principal office Postal Code
7. Registrant's telephone number, including area code **(632) 576-3376; 576-4804**
8. **26 June 2014, 9:00 A.M., Grand Ballroom, Eastwood Richmond Hotel,**
Orchard Road, Eastwood City, Bagumbayan, Quezon City, Philippines
Date, time and place of the meeting of security holders
9. **4 June 2014**
Approximate date on which the Information Statement is first to be sent or given to security holders
10. **[No Proxy Solicitations]**
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding (As of 31 March 2014)
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Common shares	10,986,000,000
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12. Are any or all of registrant's securities listed on a Stock Exchange?

Yes ☒ No ☐

The Registrant's common shares are listed on the Philippine Stock Exchange.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY



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, 26 June 2014 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 30 July 2013
4. Annual Report of Management
5. Approval of the 2013 Audited Financial Statements
6. Ratification of all other acts and resolutions of the Board of Directors, and all acts of the Corporate officers during the preceding year
7. Amendment of the Third Article of the Articles of Incorporation to reflect the correct principal office address of the Corporation pursuant to SEC Memorandum Circular No. 6, Series of 2014
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 **05 May 2014** 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 8:45 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 **19 June 2014**. Validation of the written proxies shall be held at the same office on **20 June 2014** at 9:00 A.M.

By Order of the Board of Directors.

Pasig City, 22 May 2014.

ATTY. DOMINIC V. ISBERTO
Corporate Secretary

PROXY

The undersigned shareholder(s) of **GLOBAL-ESTATE RESORTS, INC.** (the "Company") hereby appoint/s _____ or in his absence, the Chairman of the Annual Shareholders' Meeting, as proxy of the undersigned shareholder(s) at the Annual Meeting of Shareholders scheduled on 26 June 2014 at 9:00 in the morning at the Grand Ballroom, Eastwood Richmond Hotel, Orchard Road, Eastwood City, Bagumbayan, Quezon City and/or at any postponement or adjournment thereof, and/or any annual shareholders' meeting of the Company, which appointment shall not exceed five (5) years from date hereof.

The undersigned shareholder(s) hereby direct/s the said proxy to vote all shares on the agenda items set forth below as expressly indicated by marking the same with [✓] or [X]:

ITEM NO.	SUBJECT	ACTION		
		FOR	AGAINST	ABSTAIN
3	Approval of the Minutes of the Annual Meeting of Shareholders held on 30 July 2013			
5	Approval of the 2013 Audited Financial Statements			
6	Ratification of all acts and resolutions of the Board of Directors and Corporate Officers adopted during the preceding year			
7	Amendment of the Third Article of the Articles of Incorporation to reflect the correct principal office address of the Corporation pursuant to SEC Memorandum Circular No. 6, Series of 2014			
8	Election of Directors (including Independent Directors) for the ensuing year:			
	Andrew L. Tan			
	Robert John L. Sobrepeña			
	Ferdinand T. Santos			
	Wilbur L. Chan			
	Lourdes T. Gutierrez			
	Garry V. de Guzman			
	Kevin Andrew L. Tan			
	Miguel B. Varela - Independent Director			
	Gerardo C. Garcia - Independent Director			
9	Appointment of Punongbayan & Araullo as External Auditors			
10	Authority to vote, at the proxy's own discretion, on such other matters as may properly come before the meeting			

PRINTED NAME OF
SHAREHOLDER

SIGNATURE OF SHAREHOLDER/
AUTHORIZED SIGNATORY

NUMBER OF SHARES
TO BE REPRESENTED

DATE

This proxy should be received by the Corporate Secretary not later than end of business hours on **19 June 2014**.

This proxy when properly executed will be voted in the manner as directed herein by the shareholder. If no direction is made, the proxy will be voted for the election of all nominees and for the approval of all matters stated above and for such other matters as may properly come before the meeting in the manner described in the information statement.

A shareholder 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 shareholder 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 thereof designating Proxy/Representative and Authorized Signatories.)

PART I

A. GENERAL INFORMATION

ITEM 1. Date, time and place of meeting of security holders

- (a) The Annual Meeting of the Shareholders of Global-Estate Resorts, Inc. (the "Corporation") is scheduled to be held on 26 June 2014, 9:00 in the morning at the Grand Ballroom, Eastwood Richmond Hotel, Orchard Road, Eastwood City, Bagumbayan, Quezon City, Philippines.

The complete mailing address of the principal office of the registrant is 7th Floor, Renaissance Tower, Meralco Avenue, Pasig City.

- (b) The approximate date on which the Information Statement is first to be sent or given to security holders is on or before 04 June 2014.

The Corporation is not soliciting any proxy -

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

ITEM 2. Dissenters' Right of Appraisal

A shareholder has the right to dissent and demand payment of the fair value of his shares in the following instances stated in the Corporation Code, to wit:

- (1) In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any shareholder or class of shares, or authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence (*Section 81*);
- (2) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets (*Section 81*);
- (3) In case of merger or consolidation of the Corporation with or into another entity (*Section 81*); and,
- (4) In case of any investment of corporate funds in any other corporation or business or for any purpose other than the primary purpose for which the Corporation was organized (*Section 42*).

The procedures and conditions for the exercise by a dissenting shareholder of his appraisal right shall be in accordance with Sections 81 to 86 of the Corporation Code, to wit:

- (1) A shareholder voted against a proposed action of the Corporation;
- (2) The dissenting shareholder shall make a written demand on the Corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares. The failure of the shareholder to make the demand within the thirty (30)-day period shall be deemed a waiver of his appraisal right;

- (3) If the proposed corporate action is implemented, the Corporation shall pay to such shareholder, upon surrender of the corresponding certificates of stock representing his shares within ten (10) days after demanding payment for his shares (*See Section 86*), the fair market value thereof as of the day prior to the date on which the vote was taken;
- (4) If the dissenting shareholder and the Corporation cannot agree on the fair value of the shares within sixty (60) days from the date of shareholders' approval of the corporate action, then the fair value of the shares shall be determined and appraised by three (3) disinterested persons, one (1) of whom shall be named by the dissenting shareholder, one (1) by the Corporation and a third to be named by the two already chosen. The findings of the majority of the appraisers shall be final and their award shall be paid by the Corporation within thirty (30) days after such award.
- (5) No payment shall be made to any dissenting shareholder unless the Corporation has unrestricted retained earnings in its books to cover such payment.
- (6) Upon payment of the agreed or awarded price, the shareholder shall transfer his shares to the Corporation.

The proposed corporate actions to be voted upon at the Annual Shareholders' Meeting are not among the matters provided under the Corporation Code which will give rise to the possible exercise of appraisal right by a dissenting shareholder.

ITEM 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

- (a) No director, officer, or nominee for election as director, or the associate of any of the foregoing, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter which will be acted upon during the Annual Shareholders' Meeting, other than election to office.
- (b) No director has informed the Corporation in writing that he intends to oppose any action to be taken by the Corporation at the Annual Shareholders' Meeting.

B. CONTROL AND COMPENSATION INFORMATION

ITEM 4. Voting Securities and Principal Holders Thereof

- (a) *Number of Shares Outstanding*

The Corporation has 10,986,000,000 common shares outstanding as of 31 March 2014. Each of the common shares is entitled to one (1) vote with respect to all matters to be taken up during the Annual Shareholders' Meeting.

- (b) *Record Date*

Under the By-Laws of the Corporation, for the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, the Board of Directors may provide that the stock and transfer books be closed for a stated period which shall not be more than sixty (60) days nor less than thirty (30) days before the date of such meeting. In the event that the Board fails to specify a date for the closing of the stock and transfer books, the closing date shall be deemed to be the thirtieth (30th) calendar day prior to the intended date of the meeting. In lieu of closing the stock and

transfer books, the Board may fix in advance a date as the record date for any such determination of stockholders which shall not be less than twenty (20) days prior the meeting. Pursuant to these By-Laws provisions, the Board of Directors of the Corporation set 05 May 2014 as the record date for determining the shareholders entitled to notice and to vote at the said Annual Shareholders' Meeting on 26 June 2014. As such, only shareholders as of such record date are entitled to notice and to vote at the Annual Shareholders' Meeting.

(c) *Cumulative Voting Rights*

All shareholders have cumulative voting rights with respect to the election of the members of the Board of Directors of the Corporation. Cumulative voting entitles each shareholder to cast the vote to which the number of shares he owns entitles him for as many persons as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided, that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected. (*Section 7, Article V of the By-Laws*)

For other matters requiring shareholders' approval, each shareholder is entitled to one vote for each share of stock standing in his name in the books of the Corporation. (*Section 6, Article V of the By-Laws*)

(d) *Security Ownership of Certain Record and Beneficial Owners and Management*

(i) *Security ownership of certain record and beneficial owners*

Security ownership of certain record and beneficial owners owning more than five percent (5%) of any class of the Corporation's voting securities as of 31 March 2014 –

SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS

Title of Class	Name, address of record owner and relationship with issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizen-ship	No. of Shares Held	Percent (Based on total shares)
Common shares	Alliance Global Group, Inc. 7th/F 1880 Eastwood Avenue, Eastwood City, E. Rodriguez Jr. Avenue, Bagumbayan, Quezon City	Alliance Global Group, Inc.	Filipino	5,405,000,000	49.199%
Common Shares	Megaworld Corporation 28/F The World Centre 330 Sen. Gil Puyat Avenue, Makati City	Megaworld Corporation	Filipino	2,742,659,000 ¹	24.965%

¹ Excluding shares owned by Megaworld Corporation lodged with PDC Nominee Corporation.

Common shares	PCD Nominee Corporation (Filipino) 6/F MKSE Bldg. Ayala Avenue, Makati City	Various shareholders	Filipino	1,325,791,476	12.068%
Common shares	Fil-Estate Management, Inc. 6/F Renaissance Tower, Meralco Avenue, Pasig City	Fil-Estate Management, Inc.	Filipino	864,410,946 ²	7.868%

Other than the above-mentioned, the Corporation has no knowledge of any person who, as of 31 March 2014, is directly or indirectly the beneficial owner of, or who has voting power or investment power (pursuant to a voting trust or other similar agreement) with respect to shares comprising more than five percent (5%) of the outstanding capital stock of the Corporation.

(ii) *Security ownership of Management*

Security ownership of directors and executive officers of the Corporation as of 31 March 2014, representing original issues and stock dividends –

SECURITY OWNERSHIP OF MANAGEMENT

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Andrew L. Tan	1 (direct) 5,405,000,000 (indirect) ³ 2,742,659,000 (indirect) ⁴	Filipino	0.00% 49.199% 24.965%
Common	Robert John L. Sobrepeña	1,617,485 (direct) 864,410,946 (indirect) ⁵	Filipino	0.02% 7.868%
Common	Ferdinand T. Santos	30,009 (direct)	Filipino	0.00%
Common	Wilbur L. Chan	2,611,826 (direct)	Filipino	0.017%
Common	Miguel B. Varela	511 (direct) ⁶	Filipino	0.00%
Common	Garry V. de Guzman	1 (direct)	Filipino	0.00%

² Excluding shares owned by Fil-Estate Management, Inc. lodged with PCD Nominee Corporation.

³ The shares are directly held by Alliance Global Group, Inc. (AGI). However, Andrew L. Tan, in his capacity as Chairman of the Board, or in his absence the Corporate Secretary, is normally authorized to vote AGI's common shares in the Corporation.

⁴ The shares are directly held by Megaworld Corporation (MEG). However, Andrew L. Tan, in his capacity as Chairman of the Board, or in his absence the Corporate Secretary, is normally authorized to vote MEG's common shares in the Corporation.

⁵ The shares are directly held by Fil-Estate Management Inc. (FEMI). However, Robert John L. Sobrepeña, in his capacity as Chairman of the Board, or in his absence the Chairman of the Meeting, is normally authorized to vote FEMI's common shares in the Corporation.

⁶ Five hundred ten (510) out of the five hundred eleven (511) shares are registered in the books of the Corporation under the names "MIGUEL B. VARELA &/OR CECILIA M. VARELA."

Common	Lourdes T. Gutierrez	1 (direct)	Filipino	0.00%
Common	Robert Edwin C. Lim	1 (direct)	Filipino	0.00%
Common	Gerardo C. Garcia	1 (direct)	Filipino	0.00%
Other Executive Officers				
Common	Lailani V. Villanueva	0	Filipino	n/a
Common	Emelyn C. Martinez	0	Filipino	n/a
Common	Jennifer L. Romualdez	0	Filipino	n/a
Common	Karen D. Maderazo	0	Filipino	n/a
Common	Catherine D. Marcelo	0	Filipino	n/a
Common	Dominic V. Isberto	0	Filipino	n/a
Common	Rolando D. Siatela	0	Filipino	n/a
Aggregate for above named Directors and Officers as a Group		4,259,836⁷	0.0387%⁸	

(iii) *Voting Trust Holders of 5% or more –*

The Corporation has no knowledge of persons holding more than five percent (5%) of its voting securities under a voting or similar agreement.

(e) *Changes in Control*

No change in control of the Corporation occurred since the beginning of its last fiscal year. Neither does the Corporation have any knowledge of any arrangement which may result in a change in control of the Corporation.

ITEM 5. Directors and Executive Officers

(a) *Incumbent Directors, Independent Directors, and Executive Officers*

The following are the names, ages, citizenship and periods of service of the incumbent directors and independent directors of the Corporation:

Name	Age	Citizenship	Period during which individual has served as such
Andrew L. Tan	63	Filipino	January 2011 up to present

⁷ Does not include the shares directly owned by AGI, MEG and FEMI.

⁸ *Supra*.

Robert John L. Sobrepeña	57	Filipino	1994 up to present
Ferdinand T. Santos	62	Filipino	1994 up to present
Wilbur L. Chan	53	Filipino	January 2011 up to present
Lourdes T. Gutierrez	49	Filipino	June 2011 up to present
Garry V. de Guzman	45	Filipino	January 2011 up to present
Robert Edwin C. Lim	55	Filipino	June 2011 up to present
Miguel B. Varela (Independent Director)	73	Filipino	September 2012 up to present
Gerardo C. Garcia (Independent Director)	71	Filipino	August 2011 up to present

The following are the names, ages, positions, citizenship and periods of service of the incumbent executive officers of the Corporation:

Name	Age	Position	Citizenship	Period during which individual has served as such
Andrew L. Tan	63	Chairman & CEO	Filipino	January 2011 up to present
Robert John L. Sobrepeña	57	Co-Chairman	Filipino	January 2011 up to present
Wilbur L. Chan	53	Director	Filipino	August 2011 up to present
Ferdinand T. Santos	62	President	Filipino	1994 up to present
Lailani V. Villanueva	34	Chief Financial Officer and Compliance Officer	Filipino	July 2013 up to present
Garry V. de Guzman	45	Treasurer	Filipino	January 2011 up to present
Dominic V. Isberto	39	Corporate Secretary	Filipino	January 2011 up to present

Rolando D. Siatela	52	Assistant Corporate Secretary	Filipino	January 2011 up to present
Marie Emelyn Gertrudes C. Martinez	48	SVP for Legal Division	Filipino	February 2012 up to present
Jennifer L. Romualdez	43	VP for Contracts, Procurement and Management	Filipino	July 2012 up to present
Karen D. Maderazo	35	VP for HR	Filipino	October 2013 up to present
Catherine D. Marcelo	38	VP for HR & Corporate Services	Filipino	January 2011 up to present

The term of office of these executive officers is coterminous with that of the Directors who elected or appointed them, unless such officers are sooner removed for cause.

Brief Background of the Directors and Officers

The business experiences of the Directors and Executive Officers of the Corporation for the last five (5) years are as follows:

Board of Directors -

ANDREW L. TAN, Filipino, 63 years old, was elected as Chairman of the Board and Chief Executive Officer of the Company on 12 January 2011. He is also the Chairman of the Board and President of Megaworld Corporation, Chairman of the Board of Alliance Global Group, Inc., Emperador Inc., and Empire East Land Holdings, Inc., and Director of Travellers International Hotel Group, Inc., all publicly-listed companies. He has broad experience in the real estate, food and beverage, and quick service restaurants industries. Mr. Tan is concurrently the Chairman of the Board and President of Megaworld Land, Inc., Megaworld Globus Asia, Inc., Megaworld Newport Property Holdings, Inc., Mactan Oceanview Properties and Holdings, Inc., Richmond Hotel Group International Limited, The Bar Beverage, Inc. and Yorkshire Holdings, Inc. He is also the Chairman of Alliance Global Brands, Inc., Suntrust Properties, Inc., Adams Properties, Inc., Consolidated Distillers of the Far East, Inc., Townsquare Development, Inc., and Emperador Distillers, Inc. He sits in the boards of Megaworld Cayman Islands, Inc., Forbes Town Properties & Holdings, Inc., Gilmore Property Marketing Associates, Inc., Eastwood Cyber One Corporation, Megaworld Central Properties, Inc., Raffles & Company, Inc., The Andresons Group, Inc., Fairways & Bluewater Resort Golf & Country Club, Inc. and Twin Lakes Corporation. He is also the Vice-Chairman and Treasurer of Golden Arches Development Corporation and Golden Arches Realty Corporation and a Director and Treasurer of Andresons Global, Inc. Mr. Tan graduated Magna Cum Laude from the University of the East with a degree of Bachelor of Science in Business Administration.

ROBERT JOHN L. SOBREPENA, Filipino, 59 years old, is Co-Chairman of the Board. Currently, he is also the Chairman of the Board of various companies such as Fil-Estate Management Inc., Fil-Estate Corporation, Fil-Estate Properties Inc., Fil-Estate Ecocentrum Corp., Fil-Estate Golf & Development Inc., Fil-Estate Urban & Development Corporation, Fil-Estate Realty Corporation, Camp John Hay Development Corporation, Camp John Hay Hotel,

Inc., Sherwood Hills Development, Inc., Club Leisure Management, Inc., Manila Southwoods Golf & Country Club, Sherwood Hills Golf & Country Club, Camp John Hay Golf Club, Summit Estate Realty & Development Corporation, Pacific Touch Group Ltd., Metro Rail Transit Holdings, Inc., Metro Rail Transit Holdings II, Inc., Metro Rail Transit Corporation, MRT Development Corporation, and Monumento Rail Transit Corporation. A member of the American Chamber of Commerce and the Rotary Club of Manila, he earned his Bachelor's Degree in Psychology and Marketing from the De La Salle University in 1978.

WILBUR L. CHAN. Filipino, 53 years old, is currently the Chairman and Director of Fairways & Bluewater Resorts Golf & Country Club, Inc. He is also Director in the following corporations: Harbortown Development Corporation, La Compañía de Sta. Barbara, Inc., Sto. Domingo Place Development Corporation, Fil-Estate Urban Development Corporation, Blue Sky Airways, Inc., Southwoods Ecocentrum Corporation, and MRT Development Corporation. He is also a Director in Uni-Asia Properties, Inc. He has a Masteral Degree in Business Management at Asian Institute of Management, Master Degree in National Security Administration (Silver Medalist) at National Defense College of the Philippines and a Degree in Command & General Staff Course at Command & General Staff College.

MIGUEL B. VARELA. Filipino, 73 years old, was elected as Independent Director on 28 September 2012. He has been a member of the Board of Directors of Megaworld Corporation since June 2006. He was also elected as Independent Director of Emperador Inc. since August 28, 2013. He is presently the President of the Philippine Chamber of Commerce and Industry (PCCI) was formerly President and now presently Director of Manila Bulletin Publishing Corporation, Director of Ausphil Tollways Corporation, Director, NPC Alliance Corporation, Vice Chairman Richmonde Hotel, among others. Chairman of the Employers Confederation of the Philippines (ECOP), Board of Trustee of Philippines Trade Foundation, Inc. Chairman of Pribadong Institusyon Laban sa Kahirapan (PILAK). Chairman of the Philippine Association of Voluntary Arbitration Foundation (PAVAF), and Vice Chairman of Philippine Dispute Resolution Center, Inc. (PDRCI). He is also the Vice President of the International Labor Organization, Inc., and Vice Chairman and Trustee, Foundation for Crime Prevention. He is an accredited international arbitrator of the Paris-based International Court of Arbitration. A member of the Philippine Bar, he pursued his Bachelor of Laws in the Ateneo de Manila Law School and his Associate in Liberal Arts from the San Beda College. He attended a Top Management and Productivity Program from the Asian Institute of Management (AIM) as well as special courses sponsored by ILO, Geneva, Switzerland, Asian Productivity Organization (APO), and the Nikkeren, Japan, covering areas of Managerial Management and Organizational Development, Productivity, Legal Management, Labor and Industrial Relations, Development of SME's among others. He is a member of the Philippine Bar Association, a Commissioner of the Consultative Commission on Constitutional Reform and a Lifetime Member of the Philippine Constitution Association (PHILCONSA). He is the recipient of various awards and citations such as San Beda College's Outstanding Alumni Award for Business Leadership, and San Beda Hall of Fame Awardee. Presidential Medal of Merit for Outstanding Service to the Republic of the Philippines, Tamaraw Leadership Award, Katipunan Leadership Award and Leadership Award from ECOP, PCCI and ASEAN Productivity Organization and Confederation of Asia-Pacific Chamber of Commerce and Industry (CACCI) Medallion for Distinguished Service Award. He was also conferred by the Central Luzon State University with the degree of Doctor of Humanities (*honoris causa*), and by the Eulogio "Amang" Rodriguez University of Science and Technology with a Doctorate in Business Technology (*honoris causa*).

GARRY V. DE GUZMAN. 45 years old, was elected as Director of the Company on 12 January 2011 and currently the Treasurer of the Company. He heads the Legal Affairs Department of Megaworld Corporation. Mr. De Guzman serves as director ERA Real Estate Exchange, Inc., Megaworld Resort Estates, Inc. and Oceanic Realty International Group, Inc. He is concurrently Director, Corporate Secretary and Treasurer of Fairways & Bluewater Resort

Golf & Country Club, Inc. and Corporate Secretary & Director of Megaworld Global-Estate, Inc. Mr. De Guzman has been in continuous litigation practice for more than twelve (12) years and is in charge of the Company's litigation, licensing, registration and titling activities. Before joining Megaworld, he was an Associate at the ACCRA Law Offices and Tax Assistant in Punongbayan and Araullo, CPAs. He obtained his Bachelor of Laws in 1994 from San Beda College where he graduated Class Salutatorian and was admitted to the Integrated Bar of the Philippines in 1995. In 1989, he obtained his bachelor's degree in Commerce major in Accounting from the same institution graduating Magna Cum Laude and Class Valedictorian. Mr. De Guzman is a member of the Commercial Law Affiliates, Asia Law, Philippine Institute of Certified Accountants and is Past President of the Rotary Club, Parañaque City Chapter.

FERDINAND T. SANTOS, Filipino, 63 years old, is currently the President of the Company. He has been with the Company since its incorporation in 1994. He is also the President of Fil-Estate Management Inc., Fil-Estate Development Inc., Fil-Estate Properties Inc., Fairways & Bluewater Resort Golf & Country Club, Inc., MRT Development Corporation, St. Benedict Realty & Development Inc., Royal Jade Memorial Inc., and Mt. Zion Memorial Inc. He graduated from Arellano University with Bachelor of Arts degree in 1970 and took his Bachelor of Laws at San Beda College where he graduated Valedictorian and Magna Cum Laude in 1974. He was a toponotcher in the 1974 Philippine Bar (2nd Place).

LOURDES T. GUTIERREZ, 49 years old, was elected as Director of the Company on 30 June 2011. She is currently the Chief Operating Officer of Megaworld Corporation. Ms. Gutierrez joined Megaworld in 1990. She is a Certified Public Accountant and is a member of Megaworld's Management Executive Committee. Ms. Gutierrez graduated Cum Laude from the Far Eastern University with the degree of Bachelor of Science major in Accounting. She is the Chairman of Megaworld's property management arm, First Oceanic Property Management, Inc. and Eastwood Cinema 2000, Inc. She is currently the Director and Vice Chairman of Suntrust Properties, Inc. also the director of Forbes Town Properties & Holdings, Inc., Megaworld Resort Estates, Inc., Megaworld Homes, Inc., Oceantown Properties, Inc., Palm Tree Holdings & Development Corporation, Eastwood Cyber One Corporation, Prestige Hotels & Resorts, Inc. and Lucky Chinatown Cinemas, Inc. She is a trustee and Corporate Secretary of Megaworld Foundation, Inc. Prior to joining Megaworld, she was Audit Manager of Philippine Aluminum Wheels, Inc. and Senior Auditor in Cabanero Katigbak Clemente & Associates and RubberWorld Philippines.

ROBERT EDWIN C. LIM, Filipino, 55 years old, was elected as Director of the Company on 30 June 2011. He is currently the Vice President for Corporate Planning and Landbanking of Empire East Land Holdings, Inc., a position he has held since 1994. Prior to joining Empire East, he worked with Woodland Real Estate Development, Inc. as Head of Project Planning, Supervision and Control. He also worked as Staff Consultant of PSR Consulting, Inc. He worked as Contracts Administrator and Structural Engineer at the DCCD Engineering Corporation. Mr. Lim obtained his bachelor's degree in Civil Engineering and Masters Degree in Business Administration from the University of the Philippines.

GERARDO C. GARCIA, Filipino, 71 years old, was elected as Independent Director of the Company on 01 August 2011. He concurrently serves as Independent Director in the boards of Megaworld Corporation, Empire East Land Holdings, Inc., He is also a director of Megaworld Land, Inc., Suntrust Properties, Inc. and Philippine Tech. & Development Ventures, Inc. From October 1994 to December 1997, Mr. Garcia previously served as President of Empire East Land Holdings, Inc. Prior to joining Empire East Land Holdings, Inc., Mr. Garcia served as Executive Vice President of UBP Capital Corporation. He holds a bachelor's degree in Chemical Engineering and a Masters Degree in Business Administration from the University of the Philippines.

Key Executive Officers

LAILANI V. VILLANUEVA, Filipino, 34 years old, is the Chief Finance Officer and Compliance Officer. She is a Certified Public Accountant with over 14 years of experience in accounting and finance. Prior to joining the Company, she was connected with Megaworld Corporation as a Senior Accounting Manager from 2007 until 2010. In 2011, she joined Global-Estate Resorts, Inc. as Comptroller. She is concurrently the Chief Financial Officer of Fairways and Bluewater Resort Golf and Country Club, Inc. Ms. Villanueva graduated from the College of the Immaculate Conception with a degree of Bachelor Science in Accountancy.

MARIE EMELYN GERTRUDES C. MARTINEZ, Filipino, 49 years old, is the Senior Vice President for Legal. She is also a Director of Fil-Estate Properties, Inc. and the Assistant Corporate Secretary of Fairways and Bluewater Resort Golf and Country Club, Inc. Before joining GERI, she was the Chief of Staff of the Office of COMELEC Commissioner Augusto C. Lagman. She was a Partner in Ponce Enrile Reyes & Manalastas (PECABAR) Law Offices and in Nisce Mamuric Guinto Rivera & Alcantara Law Offices. She was admitted to the Bar in 1991 after obtaining her Bachelor of Laws degree from University of the Philippines and her Bachelor of Arts major in Economics from the same university.

JENNIFER L. ROMUALDEZ, Filipino, 43 years old, joined GERI on July 1, 2012 as Vice President for Contracts and Procurement. In September 2012, she was appointed Vice President for Contracts Procurement and Project Management. Previously, she worked for Megaworld Corporation which engaged her in 1995 as Purchasing Supervisor/Coordinator, eventually was promoted to Assistant Purchasing Manager. She became Assistant Vice President for Special Projects/Interior Design Group in 1999, managing and coordinating the design and construction of various projects. She was promoted as Vice President to head the Contracts & Procurement Group of Megaworld and was responsible for all construction-related contracts and materials procurement. Later in her career, she served as Corporate Manager for Quantity Surveying & Tender of Ding Feng Real Estate Development Co., Ltd. in Shanghai, PRC. She was also engaged by Ho Cheng (China) Co. Ltd. (HCG) in Shanghai, PRC, as Assistant Director for Marketing-Interior Design & Graphics, and subsequently as Consultant for the HCG Beijing Flagship Showroom project. She graduated from the University of the Philippines in Diliman, Quezon City with a degree in Bachelor of Science Major in Architecture. She completed and passed the Philippine Licensure Examination for Architects in 1993.

KAREN B. MADERAZO, Filipino, 35 years old, is the Vice President for Human Resources. She joined GERI on October 1, 2013. Prior to joining the Company, Ms. Maderazo served as the Senior Manager for Human Resources Division of Megaworld Corporation from May 2005 to September 2013. She also worked for Suyen Corporation from June 2003 to February 2005 as Training Specialist of the Personnel Department. She graduated from Centro Escolar University with a degree in Bachelor of Science in Psychology. She also took up 36 units of Master's degree in Psychology from Centro Escolar University from 2000 to 2003.

CATHERINE D. MARCELO, Filipino, 38 years old, is the Vice President for Corporate Services of the company since 2011. Prior to joining the Company, she worked with Lufthansa Technik Philippines, Inc. and ABS-CBN Broadcasting Corporation as Human Resources Head. From May 1996 to July 2001, she has been the Human Resources Division Senior Supervisor and Recruitment Officer, Training and Development Officer, and Overall HR Officer for Fil-Estate Group of Companies. She graduated from University of Santo Tomas with a degree of BS in Psychology in 1996.

DOMINIC V. ISBERTO, 39 years old, Filipino, was elected as the Corporate Secretary and Asst. Corporate Information Officer of the Company on 12 January 2011. He is also the

Corporate Secretary of Alliance Global Group, Inc., Emperador Inc., Twin Lakes Corporation, Suntrust Properties, Inc. and Eastwood City Estates Association, Inc. He is currently a Senior Assistant Vice President for Corporate Management of Megaworld Corporation, where he is responsible for negotiation, preparation and review of joint venture and sale and purchase agreements for the acquisition of property, lease agreements, loan agreements, and other corporate contracts and agreements and the handling of legal cases. He has a degree in Management Engineering from the Ateneo de Manila University and obtained his Bachelor of Laws degree from the University of the Philippines.

ROLANDO D. SIATELA, 51 years old, Filipino was elected as Assistant Corporate Secretary of the Company on 12 January 2011. He concurrently serves in PSE-listed companies Alliance Global Group, Inc., Megaworld Corporation and Emperador Inc. as Assistant Corporate Secretary, and in Suntrust Home Developers, Inc. as Corporate Secretary and Corporate Information Officer. He is also the Assistant Vice President for Corporate Management of Megaworld Corporation. Prior to joining Megaworld Corporation, he was employed as Administrative and Personnel Officer with Batarasa Consolidated, Inc. and served as Assistant Corporate Secretary and Chief Administrative Officer of The Andresons Group, Inc. He is a member of the board of Asia Finest Cuisine, Inc., serves as Corporate Secretary of ERA Real Estate Exchange, Inc. and Oceanic Realty Group International, Inc. and as Documentation Officer of Megaworld Foundation.

Significant Employees

There is no employee who is not an executive officer who is expected by the Company to make a significant contribution to the business. The business is not highly dependent on the services of certain key personnel.

Family Relationships

Chairman Andrew L. Tan is the father of nominee for director Kevin Andrew L. Tan.

Involvement in Certain Legal Proceedings

The Company has no knowledge of any of the following events that occurred during the past five (5) years up to the date of this report which are material to an evaluation of the ability or integrity of any director or executive officer:

- a. None of them has been involved in any bankruptcy petition.
- b. None of them has been convicted by final judgment in a criminal proceeding or being subject to a pending criminal proceeding both domestic and foreign.
- c. None of them has been subject to any order, judgment or decree of any court of competent jurisdiction (domestic or foreign) permanently or temporarily, enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities.
- d. None of them has been found by a domestic or foreign court of competent jurisdiction (in a civil action), the commission or comparable foreign body or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation.

Certain Relationships and Related Transactions

No transaction was undertaken or to be undertaken by the Corporation in which any Director or Executive Officer, or any nominee for election as Director, or any member of their immediate family was or to be involved or had or will have a direct or indirect material interest.

No single Director or Executive Officer, or any nominee for election as Director, or any member of their immediate family owns or holds more than 10% of the Corporation's voting shares.

Advances granted to and obtained from subsidiaries, associates and other related parties are for purposes of working capital requirements. Related party transactions of the Group were discussed on Note 20 of the Consolidated Notes to Financial Statements.

(b) *Disagreement with the Corporation*

No director has resigned or declined to stand for re-election to the Board of Directors since the date of the last Annual Shareholders' Meeting because of disagreement with the Corporation on any matter relating to the Corporation's operations, policies or practices.

(c) *Procedure for Nomination and Election of Independent Directors*

The Board of Directors of the Corporation has nine (9) members, two (2) of which should be independent directors.

The Nomination Committee, tasked to nominate candidates for election at least thirty (30) days prior to the date of the annual stockholders' meeting, shall conduct the nominations in accordance with SRC Rule 38.

The Nomination Committee shall pre-screen the qualifications and prepare a final list of candidates for directors, specifying the nominated independent directors.

The qualifications of the candidates for nomination shall be ascertained pursuant to the Revised Code of Corporate Governance and applicable issuances from the SEC.

(d) *Nominees*

Members of the Board of Directors are elected annually by the shareholders during the Annual Shareholders' Meeting to serve for a period of one (1) year and shall serve until their successors shall have been elected and qualified.

The Corporation's Nomination Committee, in accordance with the guidelines in the Revised Code of Corporate Governance and the Requirements on Nomination and Election of Independent Directors under SRC Rule 38 submitted the following complete and Final List of Candidates for the election of the members of the Board of Directors:

1. Andrew L. Tan
2. Robert John L. Sobrepeña
3. Ferdinand T. Santos
4. Wilbur L. Chan
5. Lourdes T. Gutierrez
6. Garry V. de Guzman
7. Kevin Andrew L. Tan

- | | | | |
|----|-------------------|---|----------------------|
| 8. | Miguel B. Varela | - | Independent Director |
| 9. | Gerardo C. Garcia | - | Independent Director |

Except for nominee Kevin Andrew L. Tan, the background and experience of all the nominees for directors are presented above. Below is the background and experience of Mr. Kevin Andrew L. Tan.

Kevin Andrew L. Tan has served as Director of Alliance Global Group, Inc. since April 20, 2012. He is concurrently a Director of Emperador Distillers, Inc., Alliance Global Brands, Inc., Anglo Watsons Glass, Inc., Yorkshire Holdings, Inc., The Bar Beverage, Inc., Emperador Brandy, Inc., and New Town Land Partners, Inc. He has over 11 years of experience in retail leasing, marketing and operations. He currently heads the Commercial Division of Megaworld Corporation, which markets and operates the Megaworld Lifestyle Malls, including Eastwood Mall and The Clubhouse at Corinthian Hills in Quezon City, Venice Piazza at McKinley Hill and Burgos Circle at Forbestown Center, both in Fort Bonifacio, California Garden Square in Mandaluyong City, Newport Mall at Resorts World Manila in Pasay City, and Lucky Chinatown Mall in Binondo, Manila. Mr. Tan holds a Bachelor of Science Business Administration degree, major in Management, from the University of Asia and the Pacific.

Messrs. Varela and Garcia, as candidates for independent directors of the Corporation for the forthcoming year, were recommended for nomination by Alliance Global Group, Inc.

Mr. Garcia's first-term election as an independent director was in August 2011. Mr. Varela, on the other hand, was elected independent director in September 2012, replacing an independent director who resigned in July 2012. Both Messrs. Garcia and Varela have not exceeded the term limits for independent director as prescribed under SEC Memorandum Circular No. 9 Series of 2011.

In compliance with SEC Notice dated 20 October 2006, the Corporation will require the elected independent directors to submit to SEC their respective Certifications on Qualification of Independent Directors within thirty (30) days from their election.

The Nomination Committee determined that the Messrs. Andrew L. Tan, Robert John L. Sobrepeña, Ferdinand T. Santos, Wilbur L. Chan, Ms. Lourdes T. Gutierrez, Garry V. de Guzman, Kevin Andrew L. Tan, Miguel B. Varela, and Gerardo C. Garcia have all the qualifications and none of the disqualifications of a director.

The Nomination Committee is composed of Mr. Miguel B. Varela as Chairman, and Messrs. Wilbur L. Chan and Garry V. De Guzman as Members.

ITEM 6. Compensation of Directors and Executive Officers

Executive Officers

NAME & POSITION	YEAR	SALARY	BONUS	OTHER ANNUAL COMPENSATION	TOTAL
A. 5 Most Highly Compensated Officers Ferdinand T. Santos, <i>President</i> Emelyn C. Martinez, <i>SVP</i> Jennifer L. Romualdez, <i>VP</i> Catherine M. Marcelo, <i>VP</i> Arnel C. Ordas, <i>Head for Litigation</i>	2014 (Estimated)	13.5 Million	-	1.34 Million	14.84 Million

B. All other officers and directors as a group unnamed	2014 (Estimated)	11.6 Million	-	1.07 Million	12.67 Million
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NAME & POSITION	YEAR	SALARY	BONUS	OTHER ANNUAL COMPENSATION	TOTAL
C. 5 Most Highly Compensated Officers Ferdinand T. Santos, <i>President</i> Roberto S. Roco, <i>SVP & CFO</i> ⁹ Emelyn C. Martinez, <i>SVP</i> Jennifer L. Romualdez, <i>VP</i> Catherine M. Marcelo, <i>VP</i>	2013	11.8 Million	-	1.21 Million	13.01 Million
D. All other officers and directors as a group unnamed	2013	11.2 Million	-	1.20 Million	12.40 Million

NAME & POSITION	YEAR	SALARY	BONUS	OTHER ANNUAL COMPENSATION	TOTAL
E. 5 Most Highly Compensated Officers Ferdinand T. Santos, <i>President</i> Roberto S. Roco, <i>SVP and CFO</i> Edgardo S. Pinga, <i>VP</i> Abraham M. Mercado, <i>VP</i> ¹⁰ Catherine M. Marcelo, <i>VP</i>	2012	11.2 Million	-	1.2 Million	12.4 Million
F. All other officers and directors as a group unnamed	2012	7.8 Million	-	0.8 Million	8.6 Million

Mr. Andrew L. Tan does not receive any compensation from the Corporation by virtue of his position as the Chief Executive Officer (CEO) of the Corporation.

The total annual compensation paid to all senior personnel from AVP and up is all payable in cash. The total annual compensation includes the basic salary and 13th month pay. The Corporation has no other arrangement with regard to the remuneration of its existing officers aside from the compensation received as herein stated.

Directors

Article III, Section 8 of the Corporation's By-laws provides -

⁹ Mr. Roberto S. Roco's term as CFO ended on 30 July 2013.

¹⁰ Mr. Abraham Mercado resigned last September 26, 2013.

“Section 8. Compensation - By resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than five (5%) percent of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper.”

Other than payment of per diem per attendance at board meetings, there are neither standard nor other arrangements pursuant to which directors of the Corporation are compensated or are to be compensated, for any service provided as director for the last completed year and the ensuing year.

Employment Contracts and Termination of Employment and Change-in-Control Arrangements.

The Corporation has no existing employment contract with any executive officer or any existing compensatory plan or arrangement, including payments to be received from the Corporation or from a change-in-control of the Corporation or a change in the named executive officer's responsibilities following a change-in-control and the amount involved, if any, including all periodic payments or installments, which exceeds P2,500,000.

Warrants and Options Outstanding held by Directors or Officers

On 23 September 2011, the Board of Directors of the Company approved an Executive Stock Option Plan and this was approved on 8 November 2011 by stockholders holding at least 2/3 of the outstanding capital stock. The purpose of the Plan is to enable the key Company executives and senior officers who are largely responsible for its further growth and development to obtain an ownership interest in the Company, thereby encouraging long-term commitment to the Company. The Plan is being administered by the Executive Compensation Committee of the Board.

Under the Plan, the Company shall initially reserve for exercise of stock options up to 500 million common shares of the Company's outstanding shares to be issued, in whole or in part, out of the authorized but unissued shares. Stock options may be granted within ten (10) years from the adoption of the Plan and may be exercised within seven (7) years from date of grant. The exercise price shall be at a 15% discount from the volume weighted average closing price of the Company's shares for twelve (12) months immediately preceding the date of grant. The options shall vest within three (3) years from date of grant and the holder of an option may exercise only a third of the option at the end of each year of the three (3) year period. The Company shall receive cash for the stock options.

Pursuant to this ESOP, on February 16, 2012, the Company granted the option to its key company directors and executives to subscribe to 100 million shares of the Company, at an exercise price of Php1.93 (1st Tranche). On February 18, 2013, the Company granted another stock option to the same set of directors and officers for the same number of shares (100 million shares) at an exercise price of Php1.69 (2nd Tranche).

The PSE approved the Company's application for the listing of 100,000,000 common shares (1st Tranche) and an additional 100,000,000 common shares (2nd Tranche) on May 23, 2012 and January 22, 2014, respectively.

An Option Holder may exercise in whole or in part his vested Option provided, that, an Option exercisable but not actually exercised within a given year shall accrue and may be exercised at any time thereafter but prior to the expiration of said Option's Life Cycle.

As of 31 March 2014, none of the Option Holders has exercised the options granted to them under the ESOP, and that no underlying shares have been subscribed nor fully-paid for by the Option Holders in connection therewith.

ITEM 7. Independent Public Accountants

- (a) Punongbayan & Araullo is being recommended to the shareholders at the scheduled Annual Shareholders' Meeting on 26 June 2014 for approval as external auditor of the Corporation for the calendar year ending 31 December 2014.
- (b) Punongbayan & Araullo was the same entity recommended to and approved by the shareholders at the Annual Shareholders' Meeting in 2013 as external auditor of the Corporation for the calendar year ending 31 December 2013. Punongbayan & Araullo was likewise appointed external auditor of the Corporation for the fiscal year ending 30 September 2011 and period 31 December 2012.

The appointment of Punongbayan & Araullo is compliant with the provisions of SRC Rule 68 paragraph 3 (b) (ix) on rotation of external auditors, and the Corporation's Manual on Corporate Governance, which require that the external auditor be rotated or the handling partner changed every five (5) years or earlier.

- (c) Representatives of Punongbayan & Araullo are expected to be present during the Annual Shareholders' Meeting and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

The selection of the external auditor is upon the recommendation of the Audit Committee which is chaired by Mr. Miguel B. Varela, with Mr. Gerardo C. Garcia and Ms. Lourdes T. Gutierrez as members, and is made on the basis of credibility, professional reputation, accreditation with Securities and Exchange Commission, and affiliation with a reputable foreign partner.

- (d) There are no disagreements with the auditors on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to their satisfaction, would have caused the auditors to make reference thereto in their reports on the financial statements of the Corporation and its subsidiaries.

ITEM 8. Compensation Plans

No action is to be taken up during the Annual Shareholders' Meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

ITEM 9. Authorization or Issuance of Securities other than for Exchange

No action is to be taken up during the Annual Shareholders' Meeting with respect to the authorization or issuance of any securities other than for exchange for outstanding securities of the Corporation.

ITEM 10. Modification or Exchange of Securities

No action is to be taken up during the Annual Shareholders' Meeting with respect to the modification of any class of securities of the Corporation, or the issuance or authorization for issuance of one class of securities of the Corporation in exchange for outstanding securities of another class.

ITEM 11. Financial and Other Information

Financial Statements of the Corporation for the immediately preceding year as well as the Management's Discussion and Analysis of Operations and Financial Condition for the corresponding period are included in the Corporation's Management Report and are incorporated herein by reference.

ITEM 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action is to be taken up during the Annual Shareholders' Meeting with respect to any transaction involving (a) merger or consolidation of the Corporation into or with any other person or of any other person into or with the Corporation; (b) the acquisition by the Corporation or any of its security holders of securities of another person; (c) the acquisition by the Corporation of any other going business or of the assets thereof; (d) the sale or other transfer of all or any substantial part of the assets of the Corporation; or (e) the liquidation or dissolution of the Corporation.

ITEM 13. Acquisition or Disposition of Property

No action is to be taken up during the Annual Shareholders' Meeting with respect to the acquisition or disposition of any property.

ITEM 14. Restatement of Accounts

No action is to be taken up during the Annual Shareholders' Meeting with respect to the restatement of any asset, capital, or surplus account of the Corporation.

D. OTHER MATTERS**ITEM 15. Action with Respect to Reports**

The following are to be submitted for the approval of the shareholders at the Annual Shareholders' Meeting:

1. Minutes of the Annual Shareholders' Meeting held on 30 July 2013;
2. 2013 Audited Financial Statements

The 30 July 2013 Minutes refers to adoption of shareholder's resolutions pertaining to approval of the previous annual meeting, appointment of external auditors, ratification of acts and resolutions of the Board of Directors, Board Committees and Management, ratification of increase in authorized capital stock from 10 Billion to 20 Billion common shares, and the approval and/or ratification of the subscription by Megaworld Corporation to the 2.5B common shares of the 10B increase in capital.

The approval or disapproval of the reports will constitute merely an approval or disapproval of the correctness of said reports but will not constitute an approval or disapproval of the matters referred to therein.

ITEM 16. Matters not Required to be Submitted

No action is to be taken up during the Annual Shareholders' Meeting with respect to any matter which is not required to be submitted to a vote of security holders. Only matters which require shareholders' approval will be taken up during the shareholders' meeting.

ITEM 17. Amendment of Charter, By-Laws or Other Documents

In a special meeting of the Board of Directors held on 11 April 2014, the Board unanimously approved to amend the third article of the Corporation's Articles of Incorporation (AOI) in order to correct the principal office address of the Corporation as indicated in its AOI from "Metro Manila" to "6th Floor, Renaissance Towers, Meralco Avenue, Barangay Ugong, Pasig City, Metro Manila Philippines".

As amended, the Third Article of the Corporation's AOI will read as follows:

"THIRD: That the place where the principal office of the Corporation is to be established or located is at 6th Floor, Renaissance Towers, Meralco Avenue, Barangay Ugong, Pasig City, Metro Manila, Philippines. The corporation may establish and maintain branch offices elsewhere in the Philippines as the Board of Directors may determine from time to time;

The Resolution of the Board on the amendment of the Third Article of the Articles of Incorporation will be submitted to the stockholders for approval at the Annual Stockholders' Meeting.

Subject to the approval of the stockholders, the amendment will enable the Corporation to comply with directive of the Securities and Exchange Commission in its Memorandum Circular No. 6, Series of 2014 directing all existing corporations and partnerships to amend their articles of incorporations/articles of partnerships in order to specify the street number, street name, barangay, city or municipality, and if applicable, the name of the building, the number of the building, and the name or number of the room or unit.

ITEM 18. Other Proposed Actions

- a. Ratification of all acts of the Board of Directors and the management from the date of the last Annual Shareholders' Meeting up to the date of the scheduled Annual Shareholders' Meeting for year 2014, pertaining to acts covered by Resolutions of the Board of Directors duly adopted in the normal course of trade or business, such as appointment of officers of the Corporation, opening and maintenance of bank accounts and other bank transactions, approval of projects, investments and land acquisitions, appointment of proxies and nominees of the Corporation, designation of authorized signatories and representatives, approval of sale transactions of real and personal properties, appointment of legal counsels for cases arising from the ordinary course of business, approval of agreements relating to settlement of debt obligations and other corporate activities;
- b. Election of the Board of Directors;
- c. Appointment of external auditor; and,
- d. Other matters as may properly come before the meeting.

ITEM 19. Voting Procedures

(a) Vote required

The required votes for the approval of the matters included in the agenda of the Annual Shareholders' Meeting are as follows:

Two-thirds (2/3) of the Outstanding Common Shares

The vote or written assent of stockholders representing two-thirds (2/3) of the outstanding common shares shall be required for the approval of amendment to the Articles of Incorporation.

Plurality Vote

The top seven (7) candidates for regular directors with the highest number of votes and the top two (2) candidates for independent directors with the highest number of votes shall be deemed elected as members of the Board of Directors of the Corporation.

Majority Vote

For all other matters proposed to be acted upon (i.e., approval of the Minutes of the Annual Shareholders' Meeting held on 30 July 2013; approval of the Audited Financial Statements for the year ended 31 December 2013; general ratification of the Board of Directors and the management; appointment of external auditors, and other matters as may properly come before the meeting), the vote of majority of the stockholders entitled to vote and who are either present in person or represented by proxy, will be required for approval. These matters shall be deemed approved when the required vote is met, provided a quorum is present.

(b) Method by which votes will be counted

Only owners of shares of common stock at the time of Record Date who are present in person or by proxy at the Annual Shareholders Meeting shall be entitled to vote on the election of members of the Board of Directors and on the other matters in the agenda which will be submitted for shareholders' approval.

Each shareholder shall be entitled to one (1) vote for each share of stock standing in his name in the books of the Corporation. Generally, a shareholder may vote his share only by straight voting. However, in case of election of members of the Board of Directors, all shareholders shall have cumulative voting which entitles each shareholder to cast the vote to which the number of shares he owns entitles him for as many persons as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided, that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected.

Voting may be done by viva voce or by show of hands of the shareholders unless a shareholder requests that voting be done by secret ballot. In which case, a Committee shall be created to supervise the same in the presence of the external auditor. However, voting by secret ballot may be dispensed with upon assent of shareholders owning majority of the outstanding shares, through a proper motion which should be duly seconded. In case of election of members of the Board of Directors by secret ballot, the Chairman shall appoint two (2) tellers to supervise the said election as required in the Corporation's By-Laws.

PART II

The Corporation is not soliciting any proxy -

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

PART III

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Pasig on 22 May 2014.

GLOBAL-ESTATE RESORTS, INC.

By:



ATTY. DOMINIC V. ISBERTO

Corporate Secretary and

Asst. Corporate Information Officer