

COVER SHEET

AS94004462
S.E.C. Registration Number

GLOBAL - ESTATE RESORTS, INC.

(Company's Full Name)

16 / F ALLIANCE GLOBAL TOWER
36th St. / 11th Ave. Uptown Bonifacio
Taguig City 1634

(Business Address: No. Street City/ Town/ Province)

ATTY. CHRISTIAN H. SORITA
Contact Person

(+632) 5318-4374
Company Telephone Number

SEC FORM 20-IS
PRELIMINARY INFORMATION STATEMENT
FORM TYPE

Month Day

Month Day

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Dociment I.D.

Cashier

STAMPS

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
2. Name of Registrant as specified in its charter: **GLOBAL-ESTATE RESORTS, INC.**
3. Province, country or other jurisdiction of incorporation or organization:
Metro Manila, Philippines
4. SEC Identification Number: **AS094-4462**
5. BIR Tax Identification Code: **000-426-523-000**
6. Address of Principal Office:
**16th Floor, Alliance Global Tower
 36th Street cor. 11th Avenue, Uptown Bonifacio
 Taguig City, 1634 Metro Manila, Philippines**
7. Registrant's telephone number, including area code: **(+632) 5318-4374**
8. Date, Time and place of meeting of security holders: **Not applicable**
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **December 21, 2020**
10. 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 November 30, 2020)
Common shares	10,986,000,000

11. 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.



GLOBAL-ESTATE RESORTS, INC.

I INFORMATION STATEMENT GENERAL INFORMATION

The amendment to the Third Article of the Amended Articles of Incorporation of **GLOBAL-ESTATE RESORTS, INC.** (the "Company") will be submitted to stockholders of the Corporation for approval through written assent in accordance with Section 15 of the Revised Corporation Code. No meeting of the stockholders will be held for the purpose of approving said amendment.

Stockholders of record are requested to signify their vote on the proposed amendment by returning the attached written assent form provided by mail or facsimile to:

ATTN: THE CORPORATE SECRETARY
GLOBAL-ESTATE RESORTS, INC.
c/o Corporate Legal Department
9/F Eastwood Global Plaza, Palm Tree Avenue,
Eastwood City, Bagumbayan, Quezon City

Scanned copies of the duly accomplished Written Assent Form may also be sent by email to: corpsecretary@global-estate.ph.

Copies of this information statement and Written Assent Form are expected to be sent on or before December 21, 2020 to all stockholders of record as of December 17, 2020.

The Company is not soliciting proxies. We are not asking for a proxy. Neither are you required to send us a proxy.

Dissenters' Right of Appraisal

There are no matters to be acted upon or proposed corporate action in the agenda for the annual meeting of stockholders that may give rise to possible exercise by a dissenting stockholder of its appraisal rights under Title X of the Revised Corporation Code of the Philippines.

Any stockholder of the Company shall have the right to dissent and demand payment of the fair value of his shares in the following instances: (1) in case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence; (2) in case the Company decides to invest funds in another corporation or business or for any purpose outside of the primary purpose for which it was organized; (3) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets, and (4) in case of merger or consolidation.

The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action by making a written demand on the Company within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares. **A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right.** Failure to make the demand within the 30-day period shall be deemed a waiver of the appraisal right. From the time of the demand until either the abandonment of the corporate action in question or the purchase of the dissenting shares by the Company, all rights accruing to the dissenting shares shall be suspended, except the stockholder's right to receive payment of the fair value thereof. If the proposed corporate action is

implemented or effected, the Company shall pay to such stockholder, upon surrender of the stock certificate(s) representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If the fair value is not determined within sixty (60) days from the date the corporate action was approved by the stockholders, it will be determined by three (3) disinterested persons (one chosen by the Company, another chosen by the dissenting stockholder and the third to be chosen jointly by the Company and the stockholder). The findings of the majority of the appraisers shall be final, and their award shall be paid by the Company within thirty (30) days after such award is made. Upon payment by the Company of the awarded price, the dissenting stockholder shall forthwith transfer his shares to the Company.

No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings.

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

No director or officer of the Company, or any nominee for election as director, or any associate thereof, has any substantial interest, direct or indirect, by security holdings or otherwise, in the matter to be acted upon.

No director of the Company has informed it in writing that he intends to oppose the amendment of the Articles of Incorporation of the Company.

CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

Number of Shares Outstanding

The Company has 10,986,000,000 common shares outstanding as of 30 November 2020. Each common share is entitled to one (1) vote.

Record Date of Written Assent

All stockholders on record as of 17 December 2020 will be entitled to notice of, and to vote on the amendment to the Third Article of the Amended Articles of Incorporation.

Security Ownership of Record and Beneficial Owners

Security Ownership of Record and Beneficial Owners owning more than five percent (5%) of the Company's voting securities as of 30 November 2020 –

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	Megaworld Corporation 30 th Floor, Alliance Global Tower, 36 th	Megaworld Corporation ¹	Filipino	9,042,732,139	82.31%

¹ Megaworld Corporation is both the record and beneficial owner. However, Andrew L. Tan is usually designated as its representative, with authority to vote its shares at meetings of the stockholders.

	Street cor. 11 th Avenue, Uptown Bonifacio, Taguig City 1634				
Common shares	PCD Nominee Corporation (Filipino) 6/F MKSE Bldg. Ayala Avenue, Makati City	Various shareholders ²	Filipino	1,484,532,980	13.51%

Other than the persons identified above, there are no other beneficial owners of more than five percent (5%) of the Company's voting stock known to the Company.

Security ownership of Directors and Management

Security ownership of directors and executive officers of the Company as of 30 November 2020 –

Title of Class	Name of Beneficial Owner	Amount and nature of Beneficial Ownership	Citizenship	Percent of Class
Directors				
Common	Andrew L. Tan	2 (direct)	Filipino	0.00%
Common	Lourdes T. Gutierrez-Alfonso	2 (direct)	Filipino	0.00%
Common	Monica T. Salomon	1 (direct)	Filipino	0.00%
Common	Kevin Andrew L. Tan	2 (direct)	Filipino	0.00%
Common	Ferdinand T. Santos	30,007 (direct)	Filipino	0.00%
Common	Wilbur L. Chan	2,611,826 (direct)	Filipino	0.00%
Common	Cresencio P. Aquino	1 (direct)	Filipino	0.00%
Common	Jesus B. Varela	1 (direct)	Filipino	0.00%
Common	Giancarlo C. Ng	1 (direct)	Filipino	0.00%
Other Executive Officers				
Common	Lailani V. Villanueva	0	Filipino	n/a
Common	Marie Emelyn Gertrudes C. Martinez	0	Filipino	n/a
Common	Karen B. Maderazo	0	Filipino	n/a
Common	Felipe L. Mangubat, Jr.	0	Filipino	n/a
Common	Michael R. Roxas	0	Filipino	n/a
Common	Maria Carla T. Uykim	0	Filipino	n/a
Common	Nelileen S. Baxa	0	Filipino	n/a

Voting Trust Holders of 5% or more –

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

Changes in Control

The Company has no knowledge of any arrangements among stockholders that may result in a change in control of the Company since it became a subsidiary of Megaworld.

² Under PCD Nominee Corporation, there are no person/s who are beneficial owner/s 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.

OTHER MATTERS

Amendment of Charter, By-Laws or Other Documents

Action is to be taken with respect to the amendment of the Third Article of the Company's Amended Articles of Incorporation, whereby the Principal Office Address will be amended, thus:

FROM

THIRD: That the place where the principal office of the Corporation is to be established or located is at the 16th Floor Alliance Global Tower, 36th Street corner 11th Avenue, Uptown Bonifacio, Taguig City 1634, 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;

xxx

TO

THIRD: That the place where the principal office of the Corporation is to be established or located is at the 9/F Eastwood Global Plaza, Palm Tree Avenue, Eastwood City, Bagumbayan, Quezon 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;

xxx

The proposed amendment to the Amended Articles of Incorporation was approved by the Board of Directors on 2 December 2020 and was disclosed to the SEC and PSE. The proposed amendment will have no effect on the rights of existing stockholders.

Voting Procedures

The vote of the shareholders representing at least two-thirds (2/3) of the outstanding capital stock shall be required for the approval of the amendment to the Articles of Incorporation.

Stockholders on record as of 17 December 2020 shall be entitled to one (1) vote for each share of stock recorded in their names in the books of the Company.

In accordance with Section 15 of the Revised Corporation Code, voting shall be made through written assent, as evidenced by the Written Assent Form attached to this Information Statement, accomplished in all parts and duly received by mail at the address below:

**ATTN: THE CORPORATE SECRETARY
GLOBAL-ESTATE RESORTS, INC.**
c/o Corporate Legal Department
9/F Eastwood Global Plaza Palm Tree Avenue,
Eastwood City, Bagumbayan, Quezon City

Scanned copies of the duly accomplished written assent form may also be sent by email to: corpsecretary@global-estate.ph.

The Written Assent Form should be signed by the stockholder on record or by his duly authorized representative or proxy. If voting by proxy, the proxy form should be submitted along with the accomplished Written Assent Form.

The votes shall be counted based on the filled-up Written Assent Forms received from the stockholders, and as soon as the affirmative votes reach at least two-thirds (2/3) of the outstanding capital stock of the Company, the amendment shall be deemed approved.

COPIES OF THE COMPANY'S SEC FORM 17-Q (QUARTERLY REPORT) FOR THE FIRST TO THIRD QUARTERS OF 2020 (ATTACHED AS ANNEXES A, B AND C) MAY BE ACCESSED BY THE STOCKHOLDERS AT THE COMPANY'S WEBSITE <https://geri.com.ph>.

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 Taguig on 3 December 2020.

GLOBAL-ESTATE RESORTS, INC.

By:


MARIA CARLA T. UYKIM
Corporate Secretary



GLOBAL-ESTATE RESORTS, INC.

NOTICE TO SHAREHOLDERS

Dear Shareholder:

The Board of Directors of **GLOBAL-ESTATE RESORTS, INC.** (the “**Company**”), in a meeting held on 2 December 2020, resolved to approve the amendment of the Third Article of the Company’s Amended Articles of Incorporation to reflect a change in the Company’s principal place of business from 16th Floor, Alliance Global Tower, 36th Street cor. 11th Avenue, Uptown Bonifacio, Taguig City to **9/F EASTWOOD GLOBAL PLAZA, PALM TREE AVENUE, EASTWOOD CITY, BAGUMBAYAN, QUEZON CITY**, as described in the enclosed Written Assent Form.

In accordance with Section 15 of the Revised Corporation Code, we are now submitting the above-described amendment for the approval of stockholders of record as of 17 December 2020 through written assent.

Enclosed is the Written Assent Form on which you may indicate your vote on the above-mentioned amendment. Please accomplish and sign the form and return the same to us at your soonest convenience.

The Information Statement and Written Assent Form are also available through the Company’s website at <https://geri.com.ph>. For any clarifications, please contact the Office of the Corporate Secretary via email at corpsecretary@global-estate.ph.

Thank you.

Very truly yours,


MARIA CARLA T. UYKIM
Corporate Secretary

**WRITTEN ASSENT TO THE
AMENDMENT OF THE ARTICLES OF INCORPORATION
OF GLOBAL-ESTATE RESORTS, INC.**

The undersigned, being a stockholder of record of **GLOBAL-ESTATE RESORTS, INC.** (the "**Company**"), and in relation to the proposed amendment of the Amended Articles of Incorporation of the Company to change its principal place of business from 16TH FLOOR, ALLIANCE GLOBAL TOWER, 36TH STREET COR. 11TH AVENUE, UPTOWN BONIFACIO, TAGUIG CITY 1634, METRO MANILA, PHILIPPINES to **9/F EASTWOOD GLOBAL PLAZA, PALM TREE AVENUE, EASTWOOD CITY, BAGUMBAYAN, QUEZON CITY, METRO MANILA, PHILIPPINES**, hereby:

- gives his/her written assent to the proposed amendment
- gives his/her objection to the proposed amendment

No. of Shares to be Represented

Name and Signature of Stockholder/
Authorized Signatory

Date and Place Signed

The Written Assent Form should be prepared and completed in all parts and signed by the stockholder on record or by his authorized representative or proxy. If voting by proxy, the proxy form should be submitted along with the Written Assent Form. The amendment of the Articles of Incorporation shall be deemed approved as soon as the affirmative votes reach at least two-thirds (2/3) of the outstanding capital stock of the Company.

PROXY FORM

The undersigned shareholder(s) of **GLOBAL-ESTATE RESORTS, INC.** (the "**Company**") hereby appoint _____ or in his/her absence the Chairman of the Board of Directors as proxy of the undersigned shareholder(s), and hereby direct(s) the said proxy to vote all shares on the proposed amendment of the Third Article of the Amended Articles of Incorporation, and accomplish and submit the written assent form on my/its behalf as expressly indicated below.

SUBJECT	ACTION		
	FOR	AGAINST	ABSTAIN
Amendment of the Third Article of the Amended Articles of Incorporation			

No. of Shares to be Represented

Name and Signature of Stockholder/
Authorized Signatory

Date and Place Signed

Witness:
