



GLOBAL-ESTATE RESORTS, INC.

NOTICE AND AGENDA OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS HEREBY GIVEN that **GLOBAL-ESTATE RESORTS, INC.** (the "Company") will hold its Annual Meeting of Stockholders (the "Annual Meeting") at the Grand Ballroom, Eastwood Richmond Hotel, Orchard Road, Eastwood City, Bagumbayan, Quezon City on Thursday, 28 June 2012 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 the Minutes of the Annual and Special Meetings of Stockholders held on 30 June 2011 and 8 November 2011
4. Annual Report of Management
5. Approval of the 2011 Audited Financial Statements
6. Ratification of all acts and resolutions of the Board of Directors and Corporate Officers adopted during the preceding year
7. Stockholders' approval of the amendment to the Company's Articles of Incorporation to include the purpose "[t]o develop, manage and operate special economic or enterprise zones, including integrated tourism enterprise zones, as well as to develop, manage and operate registered-tourism enterprises and/or such other enterprises within these special economic or tourism zones" as part of the Secondary Purposes of the Company.
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 stockholders of record at the close of business hours on 21 May 2012 are entitled to notice of, and to vote at the Annual Meeting.

Registration for the Annual Meeting will start at 8:00 and will close at 8:50 in the morning. 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 would be unavailable to attend the Annual Meeting but would like to be represented thereat, you may at your option, appoint a representative by accomplishing the herein Proxy Form and submitting the same to the Office of the Corporate Secretary of the Company, 7th Floor Renaissance Tower, Meralco Avenue, Ortigas, Pasig City, Metro Manila not later than end of business hours on 14 June 2012. Validation of the written proxies shall be held at the same office on 15 June 2012 at 9:00 in the morning.

By Order of the Board of Directors.

Pasig City; May 29, 2012.

ATTY. DOMINIC V. ISBERTO
Corporate Secretary