

COVER SHEET

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S.E.C. Registration Number										

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(Registrant's Full Name)

L	O	W	E	R		G	R	O	U	N	D		F	L	O	O	R	,						
B	U	I	L	D	I	N	G		B	,		E	V	I	A									
L	I	F	E	S	T	Y	L	E		C	E	N	T	E	R	,		V	I	S	T	A		
C	I	T	Y	,		D	A	A	N	G	H	A	R	I	,		A	L	M	A	N	Z	A	

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

Brian N. Edang

Contact Person

3226-3552 ext. 0088

Registrant Telephone Number

1	2	3	1
<i>Month</i>		<i>Day</i>	
Calendar Year			

20-IS
Preliminary
Information
Statement
(for Stockholder Written Assent for Listing of up to 50 Million Series 2 Preferred Shares)

FORM TYPE

0	6	1	5
<i>Month</i>		<i>Day</i>	
Annual Meeting			

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

_____ LCU

Document I.D.

_____ Cashier

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

**INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE**

1. Check the appropriate box:

[x] Preliminary Information Statement
[] Definitive Information Statement (Amended)
2. Name of Registrant as specified in its charter: **VISTA LAND & LIFESCAPES, INC.**
3. **Philippines**
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **CS200703145**
5. BIR Tax Identification Code **006-652-678-000**
6. **Lower Ground Floor, Building B, Evia Lifestyle Center, Vista City,**
Daanghari, Almanza II, Las Piñas City **1747**
Address of principal office Postal Code
7. **(632) 8874-5758 / (632) 8872-6947 / (632) 3226-3552**
Registrant's telephone number, including area code
8. Date, time and place of the meeting of security holders

Not Applicable
9. Approximate date on which the Information Statement is first to be sent or given to security holders

May 23, 2024

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA:

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares <i>(net of treasury shares as of April 30, 2024)</i>	12,698,007,676 Shares
Vista Land Retail Bonds issued in 2017	₱ 5,000,000,000.00
Vista Land Retail Bonds issued in 2018	₱ 10,000,000,000.00
Vista Land Retail Bonds issued in 2019	₱ 10,000,000,000.00
Vista Land Retail Bonds issued in 2023	₱ 6,000,000,000.00

11. Are any or all of registrant's securities listed in a Stock Exchange?

Yes x No

The Registrant’s common shares are listed on the Philippine Stock Exchange.
 The Registrant’s retail bonds are listed on the Philippine Dealing & Exchange Corporation.

PART I

INFORMATION STATEMENT

GENERAL INFORMATION

For the purpose of approving the listing of up to 50,000,000 Series 2 Preferred Shares (the "Series 2 Preferred Shares") to be offered and issued by Vista Land & Lifescapes, Inc. (the "Company") to the public under such features provided under the Amended Articles of Incorporation of the Company and as may be determined by Management, the written assent of stockholders holding common shares of the Company shall be solicited pursuant to the listing requirements of the Philippine Stock Exchange, Inc. ("PSE").

The stockholders are requested to signify their vote on the proposed listing by filling up and returning the attached written assent form by email or facsimile to:

VISTA LAND & LIFESCAPES, INC.

Attention: The Corporate Secretary

Email Address: gmsantos@picazolaw.com; ir@vistaland.com.ph

This Information Statement shall be sent to security holders as soon as practicable after the approval hereof by the Securities and Exchange Commission, with an approximate date of May 23, 2024.

The Company is not soliciting proxies.

Dissenters' Right of Appraisal

Under Sections 41 and 80, Title X, of the Revised Corporation Code of the Philippines ("**Corporation Code**"), any stockholder of the Company shall have the right to dissent and demand payment of the fair value of his shares only in the following instances, as provided in the Corporation Code:

- (1) In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those outstanding shares of any class, or of extending or shortening the term of corporate existence;
- (2) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets;
- (3) In case of merger or consolidation; and
- (4) In case of investment of corporate funds for any purpose other than the primary purpose of the Company.

The appraisal right, when available, may be exercised by any stockholder who shall have voted against the proposed corporate action, by making 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 provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right. If the proposed corporate action is implemented or effected, the Corporation shall pay to such stockholder upon surrender of his certificate(s) of stock 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 within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the Corporation and the third by the two thus chosen. The findings of the majority of appraisers shall be final, and their award shall be paid by the Corporation within thirty (30) days after such award is made: provided, that no payment shall be made to any dissenting stockholder unless the Corporation has unrestricted retained earnings in its books to cover such payment; and provided further, that upon payment by the Corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the Corporation.

There are no matters or proposed actions covered under this Information Statement and the attached written assent form that will give rise to a possible exercise by shareholders of their appraisal rights as provided in the Revised Corporation Code of the Philippines and summarized above.

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

None of the officers or directors, or any of their associates has any substantial interest, direct or indirect, in any of the matters to be acted upon.

No director has informed the Company in writing that he intends to oppose any action to be taken by the Company pursuant to the solicitation of the written assent of stockholders.

Voting Securities and Principal Holders Thereof

(a) Number of shares outstanding as of April 30, 2024:

Common	:	12,698,007,676
Series 1 Preferred	:	3,300,000,000

(b) Record Date: May 21, 2024

Each common share of stock of the Company is entitled to one (1) vote.

Equity Ownership of Foreign and Local Shareholders

Foreign and local security ownership as of April 30, 2024:

Class	Foreign		Filipino		Total Outstanding shares
	Shares	Percent of Total Class/Total Outstanding Shares	Shares	Percent of Total Class/Total Outstanding Shares	
Common	1,315,376,648	10.36%	11,382,631,028	89.64%	12,698,007,676
		8.22%		71.15%	
Series 1 Preferred	0	0.00%	3,300,000,000	100.00%	3,300,000,000
		0.00%		20.63%	
Total	1,315,376,648		14,682,631,028		15,998,007,676

Security Ownership of Certain Beneficial Owners and Management

Security ownership of certain record and beneficial owners of more than 5.0% of the Company's voting securities as of April 30, 2024:

Title of Class of Securities	Name/Address of Record Owners and Relationship with Us	Name of Beneficial Owner /Relationship with Record Owner	Citizenship	No. of shares held	% of Ownership
Common	Fine Properties, Inc LGF, Bldg B, Evia Lifestyle Center, Daang Hari, Almanza Dos, Las Piñas City Shareholder	Fine Properties, Inc./ Record Owner is also beneficial Owner ²	Filipino	5,786,945,661	36.173%
Common	PCD Nominee Corporation 6764 Ayala Avenue, Legazpi Village, Makati City Shareholder	Fine Properties, Inc./ Record Owner is not the beneficial Owner ²	Filipino	1,338,599,797	8.367%
Preferred	Fine Properties, Inc LGF, Bldg B, Evia Lifestyle Center, Daang Hari, Almanza Dos, Las Piñas City Shareholder	Fine Properties, Inc./ Record Owner is also beneficial Owner ²	Filipino	3,300,000,000	20.628%
Common	PCD Nominee Corporation 6764 Ayala Avenue, Legazpi Village, Makati City Shareholder	Record Owner is not the beneficial Owner ⁴	Filipino	2,162,784,849	13.519%
Common	PCD Nominee Corporation 6764 Ayala Avenue, Legazpi Village, Makati City Shareholder	Record Owner is not the beneficial Owner ⁴	Non-Filipino	1,315,342,423	8.222%
Common	Althorp Holdings, Inc. 3L Starmall Las Pinas, CV Starr Ave., Pamplona, Las Pinas City Shareholder	Fine Properties, Inc./Record Owner is not the beneficial Owner ³	Filipino	1,235,292,469	7.722%

¹ Based on the total issued and outstanding capital stocks as of April 30, 2024 of 15,998,007,676 shares (common and preferred).

² Mr. Manuel B. Villar, Jr. and his spouse are the controlling shareholders of Fine Properties, Inc. The right to vote the shares held by Fine Properties, Inc. has in the past been, and for purposes of this written assent solicitation is expected to be, exercised by either Mr. Villar or Ms. Cynthia J. Javarez.

³ Fine Properties Inc. is the controlling shareholder of Althorp Holdings, Inc. Mr. Manuel B. Villar, Jr. and his spouse are the controlling shareholders of Fine Properties, Inc. The right to vote the shares held by Fine Properties, Inc. has in the past been, and for purposes of this written assent solicitation is expected to be, exercised by either Mr. Villar or Ms. Cynthia J. Javarez.

⁴ PCD Nominee Corporation is the registered owner of shares beneficially owned by participants in the Philippine Depository & Trust Corporation, a private company organized to implement an automated book entry system of handling securities transactions in the Philippines (PCD). Under the PCD procedures, when an issuer of a PCD-eligible issue will hold a stockholders' meeting, the PCD shall execute a pro-forma proxy in favor of its participants for the total number of shares in their respective principal securities account as well as for the total number of shares in their client securities account. For the shares held in the principal securities account, the participant concerned is appointed as proxy with full voting rights and powers as registered owner of such shares. For the shares held in the client securities account, the participant concerned is appointed as proxy, with the obligation to constitute a sub-proxy in favor of its clients with full voting and other rights for the number of shares beneficially owned by such clients. Except as indicated above, as of Record Date, the Company is not aware of any investor beneficially owning shares lodged with the PCD which comprise more than five percent (5%) of the Company's total outstanding capital stock.

Security ownership of management as of April 30, 2024:

Title of Class	Name of beneficial owner	Amount of beneficial ownership	Nature of ownership	Citizenship	Percent of Class ¹
Common	Manuel B. Villar, Jr.	293,969,986	Indirect ²	Filipino	1.838%
		9,113,046,142	Indirect ³	Filipino	56.964%
Preferred	Manuel B. Villar, Jr.	3,300,000,000	Indirect ⁴	Filipino	20.628%
Common	Manuel Paolo A. Villar	200,000	Direct	Filipino	0.001%
		222,596,324	Indirect ²	Filipino	1.391%
Common	Camille A. Villar	1,000	Direct	Filipino	0.000%
Common	Cynthia J. Javarez	160	Direct	Filipino	0.000%
Common	Frances Rosalie T. Coloma	4,815	Direct	Filipino	0.000%
Common	Justina F. Callangan	75	Direct	Filipino	0.000%
Common	Cherrylyn P. Caoile	1,000	Indirect ²	Filipino	0.000%
Common	Jerylle Luz C. Quismundo	3,865	Direct	Filipino	0.000%
Common	Brian N. Edang	-	N/A	Filipino	0.000%
Common	Gemma M. Santos	1,000	Direct	Filipino	0.000%
Common	Ma. Nalen S.J. Rosero	-	N/A	Filipino	0.000%
Common	Lorelyn D. Mercado	100	Direct	Filipino	0.000%
Common	Melissa Camille Z. Domingo	-	N/A	Filipino	0.000%
TOTAL		12,929,824,467			80.821%

¹Based on the total outstanding, issued and subscribed shares of 15,998,007,676 (common and preferred) as of April 30, 2024.

²Shares lodged under PCD Nominee Corporation (Filipino)

³Includes 7,125,545,458 shares held thru Fine Properties, Inc., 1,235,292,469 shares held thru Althorp Holdings, Inc. and 752,208,215 shares held thru Manuela Corp.

⁴Shares held thru Fine Properties, Inc.

Except as indicated in the above table, the above named officers have no indirect beneficial ownership in the Company.

Except as aforementioned, no other officers of the Company holds directly or indirectly, shares in the Company.

Voting Trust Holders of 5.0% or More

There are no persons holding more than 5.0% of a class of shares under a voting trust or similar agreement.

Changes in Control

The Company is not aware of any voting trust agreements or any other similar agreements which may result in a change in control of the Company. No change in control of the Company has occurred since the beginning of its last fiscal year.

Directors and Executive Officers

No action or matter with respect to the election of directors or executive officers of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

Independent Public Accountants

No action or matter with respect to the independent public accountants of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

Compensation Plan

No action or matter with respect to compensation plan of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

Issuance and Exchange of Securities

On May 7, 2024, the Board of Directors of the Company approved the registration, public offer, and issuance of up to 50,000,000 Series 2 Preferred Shares of the Company (in one or more sub-series) ("**Offer Shares**"), with such features provided in the Amended Articles of Incorporation of the Company, and under such terms as may be determined by Management.

The approval by the Board of Directors includes the listing of the Offer Shares on the PSE. The final details of the offer and issuance of the Offer Shares shall be determined by Management of the Company. Additional information will be disclosed to the public upon the filing of the registration statement and listing application for the Offer Shares.

Among the features, rights, and privileges of the Offer Shares are the following:

- The offer price of the Offer Shares shall be up to Php100.00 per Series 2 Preferred Share;
- Entitled to dividends at the rate per annum to be determined by Management;
- Cumulative in payment of current dividends as well as any unpaid back dividends;
- Non-convertible into common shares;
- Preference over holders of common shares and Series 1 Preferred Shares in the distribution of corporate assets in the event of dissolution and liquidation of the Company and in the payment of the dividend at the rate as may be finally determined after pricing;
- Non-participating in any other or further dividends beyond the dividends specifically payable on the Offer Shares;
- Non-voting except in those cases specifically provided by law;
- No pre-emptive rights to any subsequent issue or re-issue of the Company's shares (including, without limitation, treasury shares); and
- Redeemable at the option of the Company under certain terms and conditions as specified in the registration statement.

Shareholders of the Offer Shares will not have identical rights and privileges with holders of the existing common shares and existing preferred shares of the Company. The Company is not legally required, has not established, and currently has no plans to establish, a sinking fund for the redemption of the Offer Shares.

The rate of the dividends will be determined by the Company on a date close to the public offer of the Offer Shares. As and if dividends are declared by the Board of Directors of the Company, dividends on the preferred shares shall be at a fixed rate per annum calculated on a 30/360-day basis and will be paid quarterly in arrears, subject to terms and conditions as specified in the registration statement.

For further reference, a copy of the Preliminary Prospectus for the Offer Shares which will be submitted to the SEC and the PSE in relation to the Company's applications for the registration and listing of the Offer Shares, respectively, will be available for access in the Company's website, www.vistaland.com.ph.

In compliance with the listing requirements of the PSE, the approval of the stockholders holding common shares of the Company is sought for the purpose of listing up to 50,000,000 Series 2 Preferred Shares.

Modification or Exchange of Securities

No action or matter with respect to modification or exchange of securities of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

Financial and Other Information

A copy of the Consolidated Financial Statements of the Company as of and for the year ended December 31, 2023 submitted to the SEC are incorporated herein by reference.

Mergers, Consolidations, Acquisitions and Similar Matters

No action or matter with respect to mergers, consolidations, acquisitions and similar matters of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

Acquisition or Disposition of Property

No action or matter with respect to acquisition or disposition of property of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

Restatement of Accounts

No action or matter with respect to restatement of accounts of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

OTHER MATTERS

No action or matter with respect to any other matter will be taken pursuant to the solicitation of the written assent of stockholders.

Voting Procedures

Manner of voting

The written assent of the shareholders holding a majority of the outstanding common shares of the Company shall be required for the approval of the listing with the PSE of up to 50,000,000 Series 2 Preferred Shares.

Stockholders of record as of May 21, 2024 shall be entitled to one (1) vote for each common share recorded in their names in the books of the Company.

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, facsimile, or email at the address below:

VISTA LAND & LIFESCAPES, INC.

Attention: The Corporate Secretary

Email Address: gmsantos@picazolaw.com; ir@vistaland.com.ph

The written assent form must be signed by the stockholder on record or by his/her authorized representative or proxy. If voting by proxy, a proxy form should be submitted along with the accomplished written assent form.

Shareholders are advised that as soon as the affirmative votes reach at least a majority of the total issued and outstanding common shares of the Company (or equivalent to at

least 6,349,003,839 out of the 12,698,007,676 issued and outstanding common shares), the listing of Series 2 Preferred Shares shall be considered approved by the stockholders.

Voting requirements

The approval of the listing with the PSE of up to 50,000,000 Series 2 Preferred Shares requires the written assent of stockholders representing at a majority of the total issued and outstanding common shares of the Company (or equivalent to at least 6,349,003,839 out of the 12,698,007,676 issued and outstanding common shares).

Method of counting votes

The Corporate Secretary, with the assistance of BDO Unibank, Inc. – Trust and Investments Group, the stock transfer agent of the Company, will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders. The votes shall be counted based on the filled-up written assent form attached to this Information Statement and received from stockholders of the Company. As soon as the affirmative votes reach at least a majority of the total issued and outstanding common shares of the Company (or equivalent to at least 6,349,003,839 out of the 12,698,007,676 issued and outstanding common shares), the listing of Series 2 Preferred Shares shall be considered approved by the stockholders.

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID STOCKHOLDER A COPY OF SEC FORM 17-A FREE OF CHARGE, EXCEPT FOR EXHIBITS ATTACHED THERETO WHICH SHALL BE CHARGED AT COST. ANY WRITTEN REQUEST FOR A COPY OF SEC FORM 17-A SHALL BE ADDRESSED AS FOLLOWS:

**Vista Land & Lifescapes, Inc.
Lower Ground Floor, Building B,
Evia Lifestyle Center, Vista City,
Daanghari, Almanza, Las Piñas City,
Philippines**

Attention: Brian N. Edang

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 Mandaluyong on the 7th day of May 2024.

VISTA LAND & LIFESCAPES, INC.

By:


BRIAN N. EDANG
CFO & Head Investor Relations

Date: **May 07, 2024**



WRITTEN ASSENT FORM

In accordance with the requirements of Philippine Stock Exchange (“PSE”), and in connection with the listing of up to 50,000,000 Series 2 Preferred Shares of **Vista Land & Lifescapes, Inc.** in the PSE, the undersigned stockholder hereby votes as follows:

IN FAVOR of the listing of up to 50,000,000 Series 2 Preferred Shares in the PSE.

AGAINST the listing of up to 50,000,000 Series 2 Preferred Shares in the PSE.

Printed Name and Signature
of Stockholder

No. of shares held _____

Date: _____