

## NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Notice is hereby given that a Special Meeting of the stockholders of VISTA LAND & LIFESCAPES, INC. (the "Company") will be held on Monday, September 27, 2010, at 9:00 a.m. at the Monte di Portofino, Portofino Subdivision, Daang Hari, Las Piñas City. The order of business thereat will be as follows:

1. Call to Order
2. Notice of the meeting and presence of quorum
3. Other matters: Amendments of Charter, By-laws or Documents
  - a. Ratification of the resolution of the Board of Directors to amend Article Second of the Articles of Incorporation of the Company and as such, to expand the primary purpose of the Company by authorizing the extension of loans to, and guaranties for the benefit of, its direct and indirect subsidiaries and investee-companies.
  - b. Ratification of the resolution of the Board of Directors to amend Article Seventh of the Articles of Incorporation of the Company and as such, to reclassify a portion of the Company's authorized and unissued capital stock in the amount of One Billion Pesos (PhP1,000,000,000) from One Billion (1,000,000,000) common shares into Ten Billion (10,000,000,000) preferred shares with par value of Ten Centavos (PhP0.10) per share, and to define the terms and features of the said preferred shares.
  - c. To transact such other business as may properly come before the meeting and at any adjournment thereof.
4. Adjournment.

For the purposes of the meeting, only stockholders of record at the close of business on August 27, 2010 will be entitled to vote thereat.

Please bring some form of identification, such as passport, driver's license, or company I.D. in order to facilitate registration, which will start at 8:30 a.m.

  
**MA. NALEN S. J. ROSERO-GALANG**  
Assistant Corporate Secretary