



May 07, 2024

PHILIPPINE STOCK EXCHANGE

9th Floor, Philippine Stock Exchange Tower,
28th Street corner 5th Avenue, BGC Taguig City
Attention: Ms. Alexandra D. Tom Wong
OIC - Disclosure Department

PHILIPPINE DEALING AND EXCHANGE CORPORATION

29th Floor, BDO Equitable Tower
Paseo de Roxas, Makati City
Attention: Atty. Suzy Claire R. Selleza
Head - Issuer Compliance and Disclosure Department

SECURITIES AND EXCHANGE COMMISSION

7907 Makati Avenue, Salcedo Village,
Bel-Air, Makati City, 1209
Attention: Atty. Oliver O. Leonardo
Director, Markets & Securities Regulation Department

Subject: Vista Land & Lifescapes, Inc.: **Board Meeting Resolution**

Gentlemen:

Please see attached copy of SEC Form 17-C filed for board resolution made during the Company's Board of Directors meeting held today, May 07, 2024.

Thank you.

Very truly yours,


Brian N. Edang
Officer-in-Charge

COVER SHEET

C	S	2	0	0	7	0	3	1	4	5
S.E.C. Registration Number										

V	I	S	T	A		L	A	N	D		&		L	I	F	E	S	C	A	P	E	S	,	
I	N	C	.																					

(Company's Full Name)

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

Brian N. Edang
Contact Person

226-3552 ext. 0088
Company Telephone Number

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

17-C
FORM TYPE

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

Secondary License Type, If Applicable

Dept. Requiring this Doc.		

Amended Articles Number/Section

Total Amount of Borrowings		
Total No. of Stockholders	Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number									

LCU

Document I.D.									

Cashier

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. **May 07, 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **CS200703145**
3. BIR Tax Identification Number **006-652-678-000**
4. **VISTA LAND & LIFESCAPES, INC.**
Exact name of issuer as specified in its charter
5. **Philippines** (SEC Use Only)

Province, country or other jurisdiction of incorporation Industry Classification Code:
7. **Lower Ground Floor, Building B, EVIA Lifestyle Center, Vista City, Daanghari, Almanza II, Las Piñas City** 1747
Address of principal office Postal Code
8. **(632) 8874-5758 / (632) 8872-6947 / (632) 3226-3552**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC 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 stock	
(as of 04/30/2024 net of 416,128,700 treasury shares)	12,698,007,676
VLL Retail Bonds issued in 2017	P5,000,000,000.00
VLL Retail Bonds issued in 2018	P10,000,000,000.00
VLL Retail Bonds issued in 2019	P10,000,000,000.00
VLL Retail Bonds issued in 2023	P6,000,000,000.00

11. Indicate the item numbers reported herein:

Item No. 9 – Other Events

In the special meeting of the Board of Directors of the Company held today, 07 May 2024, the Board has approved the application with the Securities and Exchange Commission (“SEC”), for registration and offer and sale in the Philippines of up to 50,000,000 perpetual, cumulative, deferrable, non-participating, non-voting, redeemable, and non-convertible Series 2 Preferred Shares with a par value of ₱0.10 per share, in one or more sub-series (the “Offer”, and the preferred shares subject of the Offer, the “Offer Shares”).

The Board of Directors of the Company has authorized Management to determine such other terms and conditions of the Offer, as may be advantageous to the Company and in accordance with the scope of authority given by the Board, including, but not limited to, the determination of the dividend rate of the Offer Shares, and the timetable for the Offer.

China Bank Capital Corporation and SB Capital Investment Corporation have been mandated to act as joint lead underwriters and joint bookrunners for the Offer, without prejudice to the appointment by Management of additional underwriters. Picazo Buyco Tan Fider & Santos shall act as counsel to the Company while Romulo Mabanta Buenaventura Sayoc & delos Angeles shall act as counsel to the joint lead underwriters and joint bookrunners. The Company shall make additional disclosures in respect of the Offer in due course.

In compliance with the requirements of the Philippine Stock Exchange, Inc. (“PSE”), the Board has approved the submission for the approval of its stockholders, by way of written assent, the listing of the Offer Shares. An Information Statement (SEC Form 20-IS), which shall include the form of the written assent, shall be sent to the stockholders of the Company in due course. For the said written assent solicitation, the Board has set the record date on 21 May 2024.

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

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on behalf by the undersigned hereunto duly authorized.

VISTA LAND & LIFESCAPES, INC.
Issuer

By:


BRIAN N. EDANG
CFO & Head Investor Relations

Date: May 07, 2024