

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Notice is hereby given that the annual meeting of stockholders of **VISTA LAND & LIFESCAPES, INC.** (the "**Company**" or "**VLL**") for the year 2017 will be held on **June 15, 2017, Thursday at 9:00 a.m.** at the **Colonial Ballroom, Palazzo Verde, Daang Reyna, Vista Alabang, Las Piñas City.** The order of business thereat will be as follows:

1. Proof of required notice of meeting;
2. Proof of the presence of a quorum;
3. Presentation of the President's Report, Management Report and Audited Financial Statements for the year 2016
4. Ratification of all acts and resolutions of the Board of Directors and Management from the date of the last annual stockholders' meeting until the date of this meeting.
5. Election of the members of the Board of Directors, including the Independent Directors, for the year 2017
6. Amendment of Articles of Incorporation to change the principal office address of the Company to Lower Ground Floor, Building B, EVIA Lifestyle Center, Vista City, Daanghari, Almanza II, Las Piñas City, Philippines
7. Appointment of External Auditors
8. Adjournment.

For the purpose of the meeting, only stockholders of record at the close of business on May 2, 2017 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.



**GEMMA M. SANTOS**  
Corporate Secretary

**EXPLANATION AND RATIONALE**

For each item on the Agenda of Vista Land & Lifescapes, Inc.'s 2017 ASM requiring the approval of the stockholders

**1. President's Report, Management Report and Audited Financial Statements as of and for the year ended December 31, 2016**

The audited financial statements ("AFS") of the Company as of and for the year ended December 31, 2016, audited by SyCip, Gorres, Velayo & Co. and a copy of which is incorporated in the Preliminary Information Statement for this meeting, will be presented for approval by the stockholders. To give context to the AFS and bring to the shareholders' attention the highlights of said AFS, the President and CEO, Mr. Manuel Paolo A. Villar, will deliver a report to the stockholders on the Company's performance for the year 2016 and the outlook for 2017.

The Board and Management of the Company believes it in keeping with the Company's thrust to at all times observe best corporate governance practices that the results of operations and financial condition of the Company be presented and explained to the shareholders. Any comments from the shareholders, and their approval or disapproval of these reports, will provide guidance to the Board and Management in their running of the business and affairs of the Company.

**2. Ratification of all acts and resolutions of the Board of Directors and Management from the date of the last annual stockholders' meeting until the date this meeting**

Ratification by the stockholders will be sought for all the acts and the resolutions of the Board of Directors and all the acts of Management taken or adopted from the date of the last annual stockholders' meeting until the date of this meeting. A brief summary of these resolutions and actions is set forth in the Preliminary Information Statement for this meeting. Copies of the minutes of the meetings of the Board of Directors are available for inspection by any shareholder at the offices of the Company during business hours.

The Board and Management of the Company believes it is in keeping with the Company's thrust to at all times observe best corporate governance practices that ratification of their acts and resolutions be requested from the shareholders in this annual meeting. Such ratification will be a confirmation that the shareholders approve the manner that the Board and Management run the business and affairs of the Company.

**3. Election of the members of the Board of Directors, including the Independent Directors, for the year 2017**

The Corporate Secretary will present the names of the persons who have been duly nominated for election as directors of the Company in accordance with the By-Laws and Manual on Corporate Governance of the Company and applicable laws and regulations. The voting procedure is set forth in the Preliminary Information Statement for this meeting.

**4. Amendment of Articles of Incorporation to change the principal office address of the Company**

The Company will seek the approval of its stockholders to change the principal office address of the Company from “3rd Level Starmall Las Piñas, CV Starr Avenue, Philamlife Village, Pamplona, Las Piñas City” to “Lower Ground Floor, Building B, EVIA Lifestyle Center, Vista City, Daanghari, Almanza II, Las Piñas City, Philippines”.

**5. Appointment of External Auditors**

The Audit Committee is endorsing to the stockholders the re-appointment of SyCip Gorres Velayo & Co. as external auditor of the Company for the year 2017.