



October 6, 2017

PHILIPPINE STOCK EXCHANGE

3rd Floor, Tower One and Exchange Plaza
Ayala Triangle, Ayala Ave., Makati City

Attention: Mr. Jose Valeriano B. Zuño III
OIC – Head, Disclosure Department

Subject: Golden Haven Memorial Park Inc.: **Definitive Information Sheet (Amended)**

Gentlemen:

Please see attached copy of the SEC Form 20-IS, Definitive Information Sheet (Amended), filed today for the Company's Special Stockholders Meeting on October 16, 2017.

Thank you.



Frances Royalie T. Coloma
Officer-in-Charge

COVER SHEET

1	0	8	2	7	0				
S.E.C. Registration Number									

G	O	L	D	E	N		H	A	V	E	N		M	E	M	O	R	I	A	L					
P	A	R	K	,		I	N	C	.																

(Registrant's Full Name)

S	A	N		E	Z	E	K	I	E	L	,	C	5		E	X	T	E	N	S	I	O	N	,
L	A	S		P	I	Ñ	A	S		C	I	T	Y											

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

Frances Rosalie T. Coloma

Contact Person

873-2922

Registrant Telephone Number

0	9	0	6
---	---	---	---

Month Day
Calendar Year

20-IS Definitive Information Statement (Amended)

FORM TYPE

--	--	--	--

Month Day
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



NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

Notice is hereby given that a special meeting of stockholders of **GOLDEN HAVEN MEMORIAL PARK, INC.** (the "Company") will be held on **16 October 2017** at **9:00 A.M.** at the **Villar Hall, Villar SIPAG, San Ezekiel, C5 Extension, Las Piñas City.** The order of business thereat will be as follows:

1. Call to order
2. Proof of service of the required notice of the meeting
3. Certification of the presence of a quorum
4. Approval of the amendments to the Articles of Incorporation and By-laws to change corporate name to Golden Haven, Inc. and primary purpose to that of a holding company
5. Ratification of the Board's approval, in principle, of the issuance by way of private placement of up to 150,000,000 common shares of the Company and confirmation of the Board's authority to determine the final terms and conditions of any issuance of shares that will be made pursuant to the approval.
6. Adjournment

For the purpose of the meeting, only stockholders of record at the close of business on 18 September 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.


TIMOTHY JOSEPH M. MENDOZA
Corporate Secretary



Republic of the Philippines
Department of Finance
Securities and Exchange Commission

IN THE MATTER OF :
:
GOLDEN HAVEN MEMORIAL PARK, INC.:
:
X-----X

MSRD Order No. 30
Series of 2017

ORDER

WHEREAS, on September 15, 2017 Golden Haven Memorial Park, Inc. ("Company") submitted its Definitive Information Statement ("DIS") and SEC Form 17-Q for the period ended June 30, 2017 relative to the scheduled special stockholders' meeting on October 16, 2017.

WHEREAS, the company distributed its DIS on September 20, 2017, the approximate date of distribution as indicated in the DIS.

WHEREAS, on October 03, 2017, the company filed with the Commission a request to modify the proposed amended primary purpose clause stated in the DIS, to read as follows:

To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, lease mortgage, exchange, develop, **manage** or otherwise dispose of real **property, such as but not limited to memorial lots and chapels**, or personal property of every kind and description including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, associations, domestic or foreign, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned and to assume or undertake or guarantee or secure loans, whether as solidary obligor, surety, guarantor or in any other capacity either on its general credit or on the mortgage, pledge, deed of trust, assignment and/or other security arrangement of any of its direct and indirect subsidiaries or investee companies, without engaging in the business of a financing company or lending investor.
(Modification in bold font)

WHEREFORE, pursuant to the authority given by the Commission en Banc in SEC Resolution No. 388, Series of 2016, the Markets and Securities Regulation Department hereby approves on 05 October 2017 the company's request to make certain modifications to its previously filed DIS subject to its full compliance of SRC Rule 20.3.3.4.


VICENTE GRACIANO P. FELOZMENIO, JR.
Director
Markets and Securities Regulation Department

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter:
GOLDEN HAVEN MEMORIAL PARK, INC.
3. **Philippines**
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number **108270**
5. BIR Tax Identification Code **768-991-000**
6. **San Ezekiel, C5 Extension, Las Piñas City** 1747
Address of principal office Postal Code
7. **(632) 873-2922 / (632) 873-2543**
Registrant's telephone number, including area code
8. Date, time and place of the meeting of security holders
October 16, 2017
Time: 9:00 A.M.
Venue: Villar Hall, Villar SIPAG, San Ezekiel, C5 Extension, Las Piñas City
9. Approximate date on which the Information Statement is first to be sent or given to security holders
September 20, 2017
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 Stock

494,117,649 Shares

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

Yes No

The Registrant's common shares are listed on the Philippine Stock Exchange.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

PROXY

The undersigned stockholder of **GOLDEN HAVEN MEMORIAL PARK INC.** (the “Company”) hereby appoints _____ or in his absence, the Chairman of the meeting, as attorney-in-fact or proxy, with power of substitution, to represent and vote _____ shares registered in his/her/its name as proxy of the undersigned stockholder, at the Special Stockholders’ Meeting of the Company to be held at **Villar Hall, Villar SIPAG, San Ezekiel, C5 Extension, Las Piñas City** on **October 16, 2017** at **9:00 a.m.** and at any of the adjournments thereof for the purpose of acting on the following matters:

- | | |
|--|--|
| 1. Approval of the amendments to the articles of incorporation and the by-laws to change the corporate name to Golden Haven, Inc., and primary purpose to that of a holding company. | 2. Ratification of the Board’s approval, in principle, of the issuance by way of private placement of up to 150,000,000 common shares of the Company and confirmation of the Board’s authority to determine the final terms and conditions of any issuance of shares that will be made pursuant to the approval. |
|--|--|

Yes No Abstain

Yes No Abstain

Printed Name of the Stockholder

**Signature of Stockholder/
Authorized Signatory**

Date

This proxy should be received by the Corporate Secretary on or before 5 October 2017, the deadline for submission of proxies.

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted for the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the Information Statement.

A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy will also considered revoked if the stockholder attends the meeting in person and expresses his intention to vote in person.

Notarization of this proxy is not required.

PART I

INFORMATION STATEMENT

GENERAL INFORMATION

Date, time and place of meeting of security holders.

Date: October 16, 2017
Time: 9:00 A.M.
Place: Villar Hall, Villar SIPAG, San Ezekiel, C5 Extension, Las Piñas City
Record Date: September 18, 2017

The corporate mailing address of the principal office of Golden Haven Memorial Park, Inc. (the “Registrant”, or the “Company”) is San Ezekiel, C5 Extension, Las Piñas City.

This Information Statement shall be sent to security holders as soon as practicable after the approval hereof by the Securities and Exchange Commission, but not later than September 20, 2017.

Dissenters' Right of Appraisal

Under Section 81 of the Corporation Code, the following are the instances when a stockholder may exercise his appraisal right:

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 of 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 of the Company; and
3. In case of merger or consolidation.

In order that a dissenting stockholder may exercise his appraisal right, such dissenting stockholder must have voted against the proposed corporate action at the relevant stockholders' meeting. Within thirty (30) days after the date of the relevant stockholders' meeting at which meeting such stockholder voted against the corporate action, the dissenting stockholder shall make a written demand on the Company for the fair value of his shares which shall be agreed upon by the dissenting stockholder and the Company. If the proposed corporate action is implemented, the Company shall pay the dissenting stockholder upon surrendering the certificates of stock representing his shares, the fair value of said shares on the day prior to the date on which the vote was taken. If the dissenting stockholder and the Company cannot agree on the fair value of the shares within sixty (60) days from the date of stockholders' approval of the corporate action, then the determination of the fair value of the shares shall be determined by three (3) disinterested persons, one (1) of whom shall be named by the dissenting stockholder, one (1) by the Company and a third to be named by the two (2) already chosen. The findings of the majority of the appraisers shall be final and their award shall be paid by the Company within thirty (30) days after such award is made. The procedure to be followed in exercising the appraisal right shall be in accordance with Sections 81 to 86 of the Corporation Code.

There are no matters or proposed actions as specified in the Notice of Special Stockholders' Meeting that will give rise to a possible exercise by shareholders of their appraisal rights as provided in the 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 in the stockholders' meeting.

No director has informed the Registrant in writing that he intends to oppose any action to be taken at the meeting.

Voting Securities and Principal Holders Thereof

(a) Number of shares outstanding as of September 1, 2017:

Common: 494,117,649

(b) Record Date: September 18, 2017

Each common share of stock of the Registrant is entitled to one (1) vote. Pursuant to Article II, Section 7 of the Registrant's By-Laws, every holder of voting shares of stock may vote during all meetings of stockholders, including the Special Stockholders' Meeting, either in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact.

Equity Ownership of Foreign and Local Shareholders

Foreign and local security ownership as of August 31, 2017:

Class	Foreign		Filipino		Total Outstanding Shares
	Shares	Percent of Class/Total Outstanding Shares	Shares	Percent of Class/Total Outstanding Shares	
Common	173,301	0.04%	493,944,348	99.96%	494,117,649

Security Ownership of Certain Beneficial Owners and Management

Security ownership of certain record and beneficial owners of more than 5.0% of the Registrant's voting securities as of August 31, 2017:

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 ¹
Common	PCD Nominee Corporation 37/F Tower 1, The Enterprise Ctr. 6766 Ayala Ave. cor. Paseo de Roxas,	Fine Properties, Inc./ Shares are lodged with PCD Nominee	Filipino	412,057,800	83.39%

¹ Based on the Company's total issued and outstanding capital stocks as of January 31, 2017 of 494,117,649 common shares.

	Makati City Shareholder	Corporation, record Owner is not the beneficial owner ²			
Common	PCD Nominee Corporation 37/F Tower 1, The Enterprise Ctr. 6766 Ayala Ave. cor. Paseo de Roxas, Makati City Shareholder	Record Owner is not the beneficial owner ³	Filipino	73,940,846	14.96%

Other than the abovementioned, the Company has no knowledge of any person who, as of the record date, was directly or indirectly the beneficial owner of, or who has voting power or investment power (pursuant to a voting trust or other similar agreement) with respect to, shares comprising more than five percent (5%) of the Company's outstanding common shares of stock.

Security ownership of directors and executive officers as of September 1, 2017:

Title of class	Name of beneficial owner	Amount and nature of beneficial ownership		Citizenship	Percent of Class ¹
Common	Manuel B. Villar, Jr. <i>(Chairman)</i> C. Masibay St., BF Resort Village, Talon, Las Piñas City	1,000	Indirect	Filipino	0.00%
Common	Maribeth C. Tolentino <i>(President)</i> Block 1 Lot 2 Merida Subdivision BF Resort Village, Talon, Las Piñas City	2,835,000	Indirect	Filipino	0.57%
Common	Frances Rosalie T. Coloma <i>(Director, Chief Financial Officer, and Chief Information Officer)</i> 1-10 Granwood Villas BF Homes, Quezon City	500	Indirect	Filipino	0.00%

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 in this special meeting is expected to be exercised by Mr. Villar.

³ 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, the Registrant is not aware of any investor beneficially owning shares lodged with the PCD, which comprise more than five percent (5%) of the Registrant's total outstanding capital stock.

Title of class	Name of beneficial owner	Amount and nature of beneficial ownership		Citizenship	Percent of Class¹
Common	Joy J. Fernandez <i>(Director and Treasurer)</i> Block 11 Lot 3 Joshua St, Camella Las Piñas Classic Pilar, Las Piñas City	2,268,000	Indirect	Filipino	0.46%
Common	Camille Lydia A. Villar <i>(Director)</i> C. Masibay St., BF Resort Village, Talon, Las Piñas City	100	Indirect	Filipino	0.00%
Common	Anna Marie V. Pagsibigan <i>(Independent Director)</i> 21 Matungao Bulacan, Bulacan	1	Indirect	Filipino	0.00%
Common	Garth F. Castañeda <i>(Independent Director)</i> Unit 802, The Amaryllis Condominium 12 th Street cor. E. Rodriguez Ave. Quezon City	1	Indirect	Filipino	0.00%
N/A	Timothy Joseph M. Mendoza <i>(Corporate Secretary and Acting Compliance Officer)</i> 10 th floor, Liberty Center, 104 H.V. dela Costa Street, Salcedo Village, Makati City	None	N/A	N/A	N/A
N/A	Mark Aurelio B. Dantes <i>(Investor Relations Officer)</i> San Ezekiel, C5 Extension, Las Piñas City	None	N/A	N/A	N/A
Total		5,104,602			1.03%

¹ Based on the Company's total outstanding and issued capital stocks of 494,117,649 common shares as of September 1, 2017.

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

Except as aforementioned, no other officers of the Registrant hold, directly or indirectly, shares in the Registrant.

Voting Trust Holders of 5.0% or More

The Registrant is not aware of any person holding more than 5.0% of a class of shares under a voting trust or similar agreement.

Changes in Control

The Registrant is not aware of any arrangements, which may result in a change in control of the Registrant. No change in control of the Registrant has occurred since the beginning of its last fiscal year.

Authorization or Issuance of Securities Other than for Exchange

Ratification of the Board's approval, in principle, of the issuance by way private placement of up to 150,000,000 common shares of the Company and confirmation of the Board's authority to determine the final terms and conditions of any issuance of shares that will be made pursuant to the approval.

In a special meeting of the Board of Directors held on September 4, 2017, the Board approved, the issuance by way of private placement of up to 150,000,000 shares of the Company. The shares may be issued to prospective investors including related parties of the Corporation. The final terms and conditions of any issuance shall be determined and approved by the Board of Directors.

The Corporation shall also seek from the minority stockholders present or represented in the special stockholders' meeting the waiver of the requirement to conduct a rights or public offering of shares in the event that any or all of the shares approved for issuance will be issued to related parties of the Corporation.

Financial and Other Information

A copy of the audited financial statements of the Corporation as of December 31, 2016; the Quarterly Report of the Corporation for the period ended June 30, 2017, are incorporated herein by reference.

Representatives of Punongbayan & Araullo, the independent auditor of the Company, are expected to be present at the special stockholders' meeting and will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

OTHER MATTERS

Other Proposed Actions

Amendment of the Articles of Incorporation and By-laws

1. Approval of the amendments to the Articles of Incorporation and By-laws of the Company for the purpose of changing the corporate name and primary purpose of the Company, to wit:

Article No.	From	To
Articles of Incorporation		
First	Golden Haven Memorial Park, Inc.	<u>Golden Haven, Inc.</u>
Second	To carry on the business of management company in all the elements and details thereof and to develop, organize, sell, funeral plans providing for funeral services and merchandise, pertaining thereto to be delivered in the future plan holders, to buy, develop and sell cemetery plots, funeral niches, urns, markers and all types of merchandise, equipment and services pertaining to the cemetery and mortuary business.	<u>To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, lease, mortgage, exchange, develop, manage or otherwise dispose of real property, such as but not limited to memorial lots and chapels, or personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, associations, domestic or foreign, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned and to assume or undertake or guarantee or secure loans, whether as solidary obligor, surety, guarantor or in any other capacity either on its general credit or on the mortgage, pledge, deed of trust, assignment and/or other security arrangement of any of its direct and indirect subsidiaries or investee companies, without engaging in the business of a financing company or lending investor.</u>
By-laws		
Corporate Name	Golden Haven Memorial Park, Inc.	<u>Golden Haven, Inc.</u>
Article VI – Seal	The corporate seal of the corporation shall bear the following works: Golden Haven Memorial Park, Inc	The corporate seal of the corporation shall bear the following works: <u>Golden Haven, Inc.</u>

Voting Procedures

Manner of voting

In all items for approval each share of stock entitles its registered owner to one vote.

Unless required by law, or demanded by a stockholder present or represented at the meeting and entitled to vote thereat, voting need not be by ballot and will be done by show of hands.

Voting requirements

The approval of the proposed amendments to the Articles of Incorporation and By-laws requires the vote of stockholders representing at least 2/3 of the issued and outstanding capital stock of the Company. The approval of other items to be presented to the stockholders will require the vote of stockholders representing at least a majority of the issued and outstanding capital stock entitled to vote.

The waiver of the requirement to conduct a rights or public offering of shares in the event that any or all of the shares approved for issuance will be issued to related parties of the Corporation will require the vote of majority of the minority stockholders present or represented in the meeting.

Method of counting votes

The Corporate Secretary will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders who are present or represented by proxies at the special meeting of the stockholders.

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE REGISTRANT 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:

**Golden Haven Memorial Park, Inc.
San Ezekiel, C5 Extension
Las Piñas City, Philippines**

Attention: Frances Rosalie T. Coloma

PART II

MANAGEMENT REPORT

Please refer to the attached Quarterly Report for the quarter ended June 30, 2017.

MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

Registrant's common shares are listed with the Philippine Stock Exchange. The Registrant was listed on June 29, 2016.

Quarter	2016		
	High	Low	Close
1 st	-	-	-
2 nd	20.30	15.74	20.30
3 rd	19.20	13.68	13.98
4 th	17.00	12.52	17.00

As of September 13, 2017, HVN's market capitalization is approximately ₱9.76 billion based on the ₱19.76/share closing price.

Common

There are approximately 14 holders of common equity security of the Company as of August 31, 2017 (based on the number of accounts registered with the Stock Transfer Agent). The following are the holders of the common securities of the Company:

	Name	No. of Shares	Percentage ¹
1	FINE PROPERTIES, INC. ¹	412,057,800	83.39%
2	PCD NOMINEE CORPORATION (FILIPINO)	73,940,836	14.96%
3	JERRY M. NAVARETTE ¹	2,835,000	0.57%
4	MARIBETH C. TOLENTINO ¹	2,835,000	0.57%
5	JOY J. FERNANDEZ ¹	2,268,000	0.46%
6	PCD NOMINEE CORPORATION (NON-FILIPINO)	173,301	0.04%
7	MYRA P. VILLANUEVA	4,300	0.00%
8	MYRNA P. VILLANUEVA	2,300	0.00%
9	CYNTHIA MARIE S. DELFIN ¹	500	0.00%
10	FRANCES ROSALIE T. COLOMA ¹	500	0.00%
11	JOSELITO C. HERRERA	100	0.00%
12	OWEN NATHANIEL S. AU	10	0.00%
13	ANA MARIE V. PAGESIBIGAN ¹	1	0.00%
14	GARTH F. CASTAÑEDA ¹	1	0.00%
	Total	494,117,649	100.00%
	TOTAL OUTSTANDING ISSUED AND SUBSCRIBED (COMMON)	494,117,649	100.00%

¹ lodged under PCD Nominee Corp. (Filipino)

Recent Sale Of Unregistered Or Exempt Securities Including Recent Issuance Of Securities Constituting An Exempt Transaction

None.

Stock Options

None

PART III

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.

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 Las Piñas on the 6th day of October 2017.

GOLDEN HAVEN MEMORIAL PARK, INC.
Registrant

By:


FRANCES ROSALIE T. COLOMA
Chief Financial Officer / Chief Information Officer

Date: October 6, 2017