

**COVER SHEET**

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S.E.C. Registration Number											

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(Registrant's Full Name)

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

<b>Frances Rosalie T. Coloma</b>
Contact Person

<b>873-2922</b>
Registrant Telephone Number

0	9	0	6
<i>Month</i>	<i>Day</i>	<i>Month</i>	<i>Day</i>
Calendar Year			

<b>20-IS Definitive Information Statement</b>
FORM TYPE

<i>Month</i>	<i>Day</i>	<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

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To be accomplished by SEC Personnel concerned

File Number									
Document I.D.									

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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, INC.**  
(formerly 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  
**Not applicable**
9. Approximate date on which the Information Statement is first to be sent or given to security holders  
**February 19, 2018**
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<br>Outstanding and Amount of Debt Outstanding |
|---------------------|--|
| <b>Common Stock</b> | <b>644,177,649Shares</b>   |
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**

<b>PART I</b>
---------------

**INFORMATION STATEMENT**

**GENERAL INFORMATION**

For the purpose of approving the change in the corporate name of the Company from **Golden Haven, Inc. to Golden Bria Holdings, Inc.**, the written assent of stockholders owning at least two-thirds (2/3) of the outstanding capital stock of the Company shall be solicited pursuant to Section 16 of the Corporation Code.

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

**GOLDEN HAVEN, INC.**

Attention: **The Corporate Secretary**  
**c/o Union Bank of the Philippines – Stock Transfer Unit**  
Stock Transfer and Services Division  
23<sup>rd</sup> Floor, UnionBank Plaza,  
Meralco Avenue corner Onyx Road,  
Ortigas Center, Pasig City  
Fax No: +632 667 6427

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 February 19, 2018.

**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 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 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 the matter to be acted upon.

No director has informed the Registrant 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 January 31, 2018

Common: 644,177,649

(b) Record Date: February 15, 2018

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

#### **Equity Ownership of Foreign and Local Shareholders**

Foreign and local security ownership as of January 31, 2018:

Class	Foreign		Filipino		Total Outstanding Shares
	Shares	Percent of Class/Total Outstanding Shares	Shares	Percent of Class/Total Outstanding Shares	
Common	181,902	0.03%	643,935,747	99.97%	644,117,649

## 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 January 31, 2018:

<u>Title of Class of Securities</u>	<u>Name/Address of Record Owners and Relationship with Us</u>	<u>Name of Beneficial Owner /Relationship with Record Owner</u>	<u>Citizenship</u>	<u>No. of Shares Held</u>	<u>% of Ownership<sup>1</sup></u>
Common	PCD Nominee Corporation 37/F Tower 1, The Enterprise Ctr.6766 Ayala Ave. cor. Paseo de Roxas,Makati City Shareholder	Fine Properties, Inc./ Shares are lodged with PCD Nominee Corporation, record Owner is not the beneficial owner <sup>2</sup>	Filipino	412,057,800	63.97%
Common	Cambridge Group, Inc. LGF Evia Lifestyle Center Bldg. B, Daang Hari, Almanza Dos, Las Piñas City	Record owner is beneficial owner	Filipino	150,000,000	23.29%
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 <sup>3</sup>	Filipino	76,766,635	11.92%

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.

<sup>1</sup>Based on the Company's total issued and outstanding capital stocks as of January 31, 2018 of 644,117,649 common shares.

<sup>2</sup>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 written assent solicitation is expected to be exercised by Mr. Villar.

<sup>3</sup> 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.

Security ownership of directors and executive officers as of January 31, 2018:

<b>Title of class</b>	<b>Name of beneficial owner</b>	<b>Amount and nature of beneficial ownership</b>		<b>Citizenship</b>	<b>Percent of Class<sup>1</sup></b>
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	0.44%
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%
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	0.35%
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 <sup>th</sup> Street cor. E. Rodriguez Ave. Quezon City	1	Indirect	Filipino	0.00%

<b>Title of class</b>	<b>Name of beneficial owner</b>	<b>Amount and nature of beneficial ownership</b>		<b>Citizenship</b>	<b>Percent of Class<sup>1</sup></b>
N/A	Gemma M. Santos <i>(Corporate Secretary)</i> Penthouse, 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
<b>Total</b>		<b>5,104,602</b>			<b>0.79%</b>

<sup>1</sup>Based on the Company's total outstanding and issued capital stock of 644,117,649 common shares as of January 31, 2018.

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.

#### **Financial and Other Information**

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

## **OTHER MATTERS**

### **Other Proposed Actions**

#### **Amendment of the Articles of Incorporation**

Approval of the amendments to the Articles of Incorporation of the Company for the purpose of changing the corporate name of the Company, from Golden Haven, Inc. to Golden Bria Holdings, Inc.

The foregoing amendment to the Articles of Incorporation of the Company was approved by the Board of Directors on February 1, 2018 and disclosed to the SEC and Philippine Stock Exchange on the same date. The proposed amendment has no effect on the rights of existing stockholders of the Company.

### **Voting Procedures**

#### *Manner of voting*

The written assent of the shareholders representing at least two-thirds (2/3) of the outstanding capital stock shall be required for the approval of the amendment to the Articles of Incorporation.

Stockholders of record as of February 15, 2018 shall be entitled to one (1) vote for each share of stock recorded in their names in the books of the Company.

Voting shall be made through written assent, as evidence by the written assent form attached to this Information Statement, accomplished in all parts and duly received by mail or facsimile at the address below:

**GOLDEN HAVEN, INC.**  
Attention: **The Corporate Secretary**  
**c/o Union Bank of the Philippines – Stock Transfer Unit**  
Stock Transfer and Services Division  
23<sup>rd</sup> Floor, UnionBank Plaza,  
Meralco Avenue corner Onyx Road,  
Ortigas Center, Pasig City  
Fax No: +632 667 6427

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

#### *Voting requirements*

The approval of the proposed amendments to the Articles of Incorporation requires the written assent of stockholders representing at least 2/3 of the issued and outstanding capital stock of the Company equivalent to 429,411,766 common shares.

#### *Method of counting votes*

The Corporate Secretary with the assistance of Union Bank of the Philippines – Stock Transfer Unit, 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 two-thirds (2/3) of the outstanding capital stock, equivalent to 429,411,766 common shares, the amendment shall be considered approved by the stockholders.

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

**Golden Haven, 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 September 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 <sup>st</sup>	-	-	-
2 <sup>nd</sup>	20.30	15.74	20.30
3 <sup>rd</sup>	19.20	13.68	13.98
4 <sup>th</sup>	17.00	12.52	17.00

Quarter	2017		
	High	Low	Close
1 <sup>st</sup>	17.20	14.92	16.50
2 <sup>nd</sup>	16.50	15.62	15.98
3 <sup>rd</sup>	20.35	15.04	16.60
4 <sup>th</sup>	26.00	16.52	22.00

As of January 31, 2018, HVN's market capitalization is approximately ₱49.41 billion based on the ₱98.00/share closing price.

***Shareholders***

There are approximately 6 holders of common equity security of the Company owning at least one board lot as of January 31, 2018 (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 <sup>1</sup>
1	FINE PROPERTIES, INC. <sup>1</sup>	412,057,800	63.97%
2	CAMBRIDGE GROUP, INC.	150,000,000	23.29%
3	PCD NOMINEE CORPORATION (FILIPINO)	76,766,635	11.92%
4	MARIBETH C. TOLENTINO <sup>1</sup>	2,835,000	0.44%
5	JOY J. FERNANDEZ <sup>1</sup>	2,268,000	0.35%
6	PCD NOMINEE CORPORATION (NON-FILIPINO)	181,902	0.03%
7	MYRA P. VILLANUEVA	4,300	0.00%
8	MYRNA P. VILLANUEVA	2,300	0.00%
9	MANUEL B. VILLAR, JR.	1,000	0.00%
10	FRANCES ROSALIE T. COLOMA <sup>1</sup>	500	0.00%
11	CAMILLE A. VILLAR	100	0.00%
12	JOSELITO C. HERRERA	100	0.00%
13	OWEN NATHANIEL S. AU	10	0.00%
14	ANA MARIE V. PAGESIBIGAN <sup>1</sup>	1	0.00%
15	GARTH F. CASTAÑEDA <sup>1</sup>	1	0.00%
	Total	644,117,649	100.00%

	<b>TOTAL OUTSTANDING ISSUED AND SUBSCRIBED (COMMON)</b>	<b>644,117,649</b>	<b>100.00%</b>
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<sup>1</sup>*lodged under PCD Nominee Corp. (Filipino)*

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

On December 27, 2017, the Board of Directors authorized the issuance of 150,000,000 common shares to Cambridge Group, Inc., out of the unissued authorized capital stock of the Company, at the subscription price of P20.0935 per share or an aggregate subscription price of P 3,014,027,483. The issuance is undertaken pursuant to the stockholders' approval for the issuance by way of private placement of up to 150,000,000 shares of the Company on October 16, 2017.

**Dividends**

Not applicable.

**Stock Options**

None

**PART III**

**SIGNATURES**

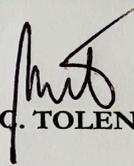
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on behalf by the undersigned hereunto duly authorized.

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 19<sup>th</sup> Day of February 2018

**GOLDEN HAVEN, INC.**

Registrant

By:



**MARIBETH C. TOLENTINO**

President

Date: February 19, 2018



February 1, 2018

Dear Stockholder,

The Board of Directors of **Golden Haven, Inc.** (formerly, Golden Haven Memorial Park, Inc.) (“**HVN**” or the “**Company**”), in a meeting held on February 1, 2018, resolved to amend the Articles of Incorporation of HVN to change its corporate name from Golden Haven, Inc. to Golden Bria Holdings, Inc.

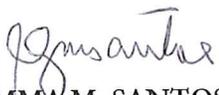
In accordance with Section 16 of the Corporation Code of the Philippines, we are now submitting the aforesaid amendment to the Articles of Incorporation of the Company for the approval of our shareholders of record as of February 15, 2018 through written assent. Enclosed herewith is a form on which you may indicate your vote on the proposed amendment. Please accomplish and sign the form and return the same to the following address at your soonest convenience:

**GOLDEN HAVEN, INC.**

Attention: **The Corporate Secretary**  
c/o **Union Bank of the Philippines – Stock Transfer Unit**  
Stock Transfer and Services Division  
23<sup>rd</sup> Floor, UnionBank Plaza,  
Meralco Avenue corner Onyx Road,  
Ortigas Center, Pasig City  
Fax No: +632 667 6427

Thank you very much.

Very truly yours,

  
**GEMMA M. SANTOS**  
Corporate Secretary



**WRITTEN ASSENT FORM**

In accordance with Section 16 of the Corporation Code of the Philippines, and in connection with the proposed amendment to the Articles of Incorporation of Golden Haven, Inc. (the “**Company**”) to change its corporate name from Golden Haven, Inc. to Golden Bria Holdings, Inc., the undersigned stockholder hereby votes as follows:

\_\_\_\_\_ In favor of the amendment

\_\_\_\_\_ Against the amendment

\_\_\_\_\_  
Printed Name and Signature of Stockholder

Number of Shares Held: \_\_\_\_\_

Date: \_\_\_\_\_