



**GOLDEN BRIA**  
**HOLDINGS, INC.**

November 23, 2020

**PHILIPPINE STOCK EXCHANGE**

Philippine Stock Exchange Tower  
5<sup>th</sup> Avenue corner 28<sup>th</sup> Street, Bonifacio Global City  
Taguig City

Attention: Ms. Janet A. Encarnation  
Head, Disclosure Department

Subject: Golden Bria Holdings, Inc.: **Preliminary Information Statement**

Gentlemen: Please see attached SEC Form 20-IS, Preliminary Information Statement, filed today November 23, 2020.

Thank you.

Ma. Teresa P. Tumbaga  
Officer-in-Charge

**COVER SHEET**

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S.E.C. Registration Number											

G	O	L	D	E	N		B	R	I	A		H	O	L	D	I	N	G	S	,				
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(Registrant's Full Name)

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

<b>Kate D. Cator</b>
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Contact Person

<b>(02) 8873-2922</b>
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Registrant Telephone  
Number

1	2	3	1
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*Month*      *Day*  
Calendar Year

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

0	7	1	5
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*Month*      *Day*  
Annual Meeting

<b>N/A</b>
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Secondary License Type, If  
Applicable

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Dept. Requiring this  
Doc.

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Amended Articles  
Number/Section

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Total No. of  
Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

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To be accomplished by SEC Personnel concerned

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File Number

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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 BRIA HOLDINGS, 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** 1746  
Address of principal office Postal Code
7. **8873-2922 / 8873-2923**  
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  
  
**December 11, 2020**
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
<b>Common Stock</b>	<b>644,117,649 Shares</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.

INFORMATION STATEMENT

**GENERAL INFORMATION**

For the purpose of approving the change in the corporate name of the Company from Golden Bria Holdings, Inc. to **Golden MV 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 15 of the Revised Corporation Code of the Philippines (Republic Act No. 11232).

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

**GOLDEN BRIA HOLDINGS, INC.**  
Attention: **The Corporate Secretary**  
  
Fax No: 8873-2922  
Email address: gmsantos@picazolaw.com

**Dissenters' Right of Appraisal**

Under Sections 41 and 80, Title X, of the Revised Corporation Code of the Philippines ("**Corporation Code**"), any stockholder of the Company shall have the right to dissent and demand payment of the fair value of his shares only in the following instances, as provided by the Corporation Code:

- (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 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;
- (3) In case of merger or consolidation; and
- (4) In case of investment of corporate funds for any purpose other than the primary purpose of the Company.

The appraisal right, when available, may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken, for payment of the fair value of his shares; provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right. A stockholder must have voted against the proposed corporate action in order to avail himself of the appraisal right. If the proposed corporate action is implemented or effected, the corporation shall pay to such stockholder upon surrender of his certificate(s) of stock representing his shares, the fair value thereof as of the day prior to the date on which the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If within a period of sixty (60) days from the date the corporate action was approved by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation and the third by the two thus chosen. The findings of the majority of appraisers shall be final, and their award shall be paid by the corporation within thirty (30) days after such award is made: provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment; and provided, further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer his shares to the corporation.

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 Revised 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.

### **CONTROL AND COMPENSATION INFORMATION**

#### **Voting Securities and Principal Holders Thereof**

(a) Number of shares outstanding as of October 31, 2020:

Common: 644,117,649

(b) Record Date: December 10, 2020

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 October 31, 2020:

Class	Foreign		Filipino		Total Outstanding Shares
	Shares	Percent of Class/Total Outstanding Shares	Shares	Percent of Class/Total Outstanding Shares	
Common	52,102	0.01%	644,065,547	99.99%	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 October 31, 2020:

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 <sup>1</sup>
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%

<sup>1</sup>Based on the Company's total issued and outstanding capital stocks as of October 31, 2020 of 644,117,649 common shares.

Common	Cambridge Group, Inc. / Shares are lodged with PCD Nominee Corporation, Record Owner is not the beneficial owner <sup>1</sup>	Cambridge Group, Inc./ Shares are lodged with PCD Nominee Corporation, Record Owner is not the beneficial owner	Filipino	158,744,255 (8,744,255 shares are lodged with PCD)	24.65%
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>2</sup>	Filipino	70,081,990	10.88%

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.

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<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 is expected to be, exercised by either Mr. Villar or Ms. Maribeth C. Tolentino.

<sup>3</sup>Fine Properties Inc., is the Controlling Shareholder of Cambridge Group, Inc. The right to vote the shares held by Cambridge Group, Inc. has in the past been, and in this written assent is expected to be, exercised by either Mr. Villar or Ms. Maribeth C. Tolentino.

<sup>2</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 October 31, 2020:

Title of class	Name of beneficial owner	Amount and nature of beneficial ownership		Citizenship	Percent of Class <sup>1</sup>
Common	Manuel B. Villar, Jr. <i>(Chairman)</i> C. Masibay St., BF Resort Village, Talon, Las Piñas City	1,000	Indirect <sup>2</sup>	Filipino	0.00%
Common	Manuel B. Villar, Jr. <i>(Chairman)</i> C. Masibay St., BF Resort Village, Talon, Las Piñas City	570,802,055 <sup>3</sup>	Indirect	Filipino	88.62%
Common	Maribeth C. Tolentino <i>(President)</i> Block 1 Lot 2 Merida Subdivision BF Resort Village, Talon, Las Piñas City	2,835,000	Indirect <sup>2</sup>	Filipino	0.44%
Common	Frances Rosalie T. Coloma <i>(Director)</i> 1-10 Granwood Villas BF Homes, Quezon City	500	Indirect <sup>2</sup>	Filipino	0.00%
Common	Rizalito J. Rosales <i>(Director)</i> Unit 5D, Da Vinci Tower, Presidio Brittany Bay, Sucat, Muntinlupa City, Metro Manila	100	Indirect <sup>2</sup>	Filipino	0.00%
Common	Camille A. Villar <i>(Director)</i> C. Masibay St., BF Resort Village, Talon, Las Piñas City	333,700	Indirect <sup>2</sup>	Filipino	0.05%
Common	Ana Marie V. Pagsibigan <i>(Independent Director)</i> 21 Matungao Bulacan, Bulacan	1	Indirect <sup>2</sup>	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 <sup>2</sup>	Filipino	0.00%

<sup>1</sup>Based on the Company's total issued and outstanding capital stocks as of October 31, 2020 of 644,117,649 common shares.

<sup>2</sup>Shares lodged under PCD Nominee Corporation (Filipino).

<sup>3</sup> Includes 412,057,800 shares held thru Fine Properties Inc., and 158,744,255 shares held thru Cambridge Group, Inc.

<sup>3</sup>Shares lodged under PCD Nominee Corporation (Filipino)

<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	Jo Marie Lazaro-Lim <i>(Assistant Corporate Secretary)</i> Blk 3 Lot 13 Maia Alta Courtyards Subd., Antipolo City	None	N/A	N/A	N/A
N/A	Maria Teresa P. Tumbaga <i>(Chief Finance Officer, Chief Information Officer, Treasurer)</i> 11 Rhine St. Eastside Manor, C. Raymundo Maybunga, Pasig	None	N/A	N/A	N/A
N/A	Kate D. Cator <i>(Investor Relations Officer)</i> Blk 11 Lot 13 Hummingbird St. Camella Homes 2, Muntinlupa City	None	N/A	N/A	N/A
N/A	Miles M. Teretit <i>(Compliance Officer)</i> 918 Griarte St. Hulo, Mandaluyong City	None	N/A	N/A	N/A
<b>Total</b>		<b>573,972,357</b>			<b>89.11%</b>

<sup>3</sup>Based on the Company's total outstanding and issued capital stocks of 644,117,649 common shares as of October 31, 2020.

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.

#### **Certain relationships and related transactions**

The Company, in the ordinary course of its business, engages in transactions with related parties. The Company's policy with respect to related party transactions is to ensure that these transactions are entered into on terms comparable to those available from unrelated third parties.

For further discussion on the Company's related party transactions, including detailed breakdowns of amounts receivable from and amounts payable to related parties, see Note 16 of the Company's 2019 Audited Financial Statements.



## **DIRECTORS AND EXECUTIVE OFFICERS**

No action or matter with respect to the Directors and Executive Officers will be taken by the Company pursuant to the solicitation of the written assent of stockholders under this Information Statement.

## **COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS**

No action or matter with respect to the Compensation of Directors and Executive Officers will be taken by the Company pursuant to the solicitation of the written assent of stockholders under this Information Statement.

## **INDEPENDENT PUBLIC ACCOUNTANTS**

No action or matter with respect to the Independent Public Accountants of the Company will be taken by the Company pursuant to the solicitation of the written assent of stockholders under this Information Statement.

## **COMPENSATION PLANS**

No action or matter with respect to Compensation Plans will be taken by the Company pursuant to the solicitation of the written assent of stockholders under this Information Statement.

## **OTHER MATTERS**

### **Financial and Other Information**

The Company has incorporated by reference the following as contained in the Management Report (attached as Annex A) and SEC Form 17-Q for the period ended September 30, 2020 (Quarterly Report) (attached as Annex B).

## **OTHER PROPOSED ACTIONS**

The 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 Bria Holdings, Inc. **to Golden MV Holdings, Inc.**

The foregoing amendment to the Articles of Incorporation of the Company was approved by the Board of Directors on November 23, 2020 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 December 10, 2020 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 evidenced by the written assent form attached to this Information Statement, accomplished in all parts and duly received by email or facsimile at the address below:

**GOLDEN BRIA HOLDINGS, INC.**  
Attention: **The Corporate Secretary**  
Fax No: 8873-2922  
Email address: gmsantos@picazolaw.com

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.

**Stockholders are requested to submit their written assent forms on or before January 15, 2021. As soon as the affirmative votes received reach at least two-thirds (2/3) of the outstanding capital stock, the amendment shall be considered approved by the stockholders.**

*Voting requirements*

The written assent of the stockholders holding or representing at least two-thirds (2/3) of the total issued and outstanding shares of the Company shall be required for the approval of the amendments to the Articles of Incorporation, equivalent to at least 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 received 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 Bria Holdings, Inc.  
San Ezekiel, C5 Extension  
Las Piñas City, Philippines**

**Attention: Maria Teresa P. Tumbaga**

## MANAGEMENT REPORT

**I. FINANCIAL STATEMENTS**

The Financial Statements of the Company as September 30, 2020 are incorporated herein in the accompanying Index to Financial Statements and Supplementary Schedules.

**II. INFORMATION ON INDEPENDENT ACCOUNTANT**

Punongbayan & Araullo, independent certified public accountants, audited the Company's consolidated financial statements without qualification as of and for the years ended December 31, 2019 and December 31, 2018.

Punongbayan & Araullo has acted as the Company's external auditors since June 15, 2015. Nelson J. Dinio is the current audit partner for the Company and the other subsidiaries. The Company has not had any disagreements on accounting and financial disclosures with its current external auditors for the same periods or any subsequent interim period. Punongbayan & Araullo has neither shareholdings in the Company nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities in the Company. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

In relation to the audit of the Company's annual financial statements, the Company's Corporate Governance Manual provides that the audit committee shall, among other activities (i) evaluate significant issues reported by the external auditors in relation to the adequacy, efficiency and effectiveness of policies, controls, processes and activities of the Company; (ii) ensure that other non-audit work provided by the external auditors are not in conflict with their functions as external auditors; and (iii) ensure the compliance of the Company with acceptable auditing and accounting standards and regulations.

The following table sets out the aggregate fees billed for each of the last two years for professional services rendered by Punongbayan & Araullo:

	<b>2018*</b>	<b>2019*</b>
<b>Audit and Audit-Related Fees:</b>	2,350,000.00	2,150,000.00
Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements		
All other fees	-	-
<b>TOTAL</b>	<b>P2,350,000.00</b>	<b>Php2,150,000.00</b>

*\*Consolidated audit fees of the parent and the subsidiary*

### III. MANAGEMENT'S DISCUSSION AND ANALYSIS

#### REVIEW OF 9-MONTHS OF 2020 VS. 9-MONTHS OF 2019

##### RESULTS OF OPERATIONS

###### Revenues

The revenues of the Group decreased from **₱5,884.6 million** for the 9-months ended September 30, 2019 to **₱4,016.1 million** for the 9-months ended September 30, 2020. The **32%** decrease was primarily attributable to the following:

- **Real estate sales**  
Real estate sales of the group decreased to **₱3,899.1 million** for the 9-months of 2020, a **32%** decrease from **₱5,764.1 million** in the same period in 2019. The decline was due to significant decreases in memorial lot sales and residential unit sales due to the impact of the community quarantine which imposed a ban on construction.
- **Interest income on contract receivables**  
Interest income on contract receivables were recorded at **₱67.7 million** in 9-months of 2020, increasing by **12%** compared to **₱60.5 million** in 9-months of 2019. This was due to the increase on in-house financed sales on account in 9-months of 2020 compared to 9-months of 2019.
- **Interment income**  
There was **17%** increase in income from interment services, to **₱32.2 million** in 9-months of 2020 from **₱27.7 million** in the same period in 2019. This was attributable to the increase in the number of services rendered in 9-months of 2020, compared to the same period in 2019.
- **Income from Chapel Services**  
Income from chapel services decreased by **47%**, to **₱17.1 million**, from **₱32.3 million**, due to the decrease in the number of memorial chapel and cremation services rendered in 9-months of 2020, compared to the same period in 2019.

###### Costs and Expenses

Costs and expenses decreased to **₱2,808.2 million** in 9-months ended September 30, 2020, from **₱3,976.0 million** for period ended September 30, 2019. The **29%** decrease was primarily attributable to the following:

- **Cost of sales and services**  
The cost of sales and services decreased by **33%**, to **₱2,006.6 million** in 9-months of 2020, from **₱3,002.0 million** in 9-months of 2019, due to the lower number of memorial lots and columbarium vaults sold by Golden Haven, and residential units sold by Bria Homes in the 9-months of 2020 compared to the same period in the previous year.
- **Other operating expenses**  
An **18%** decrease in other operating expenses, to **₱801.5 million** in 9-months of 2020 from **₱974.0 million** in 9-months of 2019, due primarily to decrease in commissions, advertising expense and promotions due to the lower sales activity for the period brought about by the quarantine measures implemented to curb the pandemic.

#### Other Income (charges) - Net

Other income - net decreased to a loss of **₱77.9 million** in the 9-months of 2020, from an income of **₱17.6 million** in the first 9 months of 2019. The **543%** decrease was mainly attributable to the increase in finance costs of the group.

#### Tax Expense

The Group's tax expense decreased by **53%**, to **₱118.7 million** for 9-months of 2020 from **₱252.5 million** for 9-months of 2019 primarily due to a lower taxable base for the period.

#### Net Income

As a result of the movements above, total net profits decreased by 40%, to **₱1,011.3 million** in 9-months of 2020 from **₱1,673.6 million** recorded in 9-months of 2019.

In a move to contain the COVID-19 outbreak, on March 13, 2020, the Office of the President of the Philippines issued a Memorandum directive to impose stringent social distancing measures in the National Capital Region effective March 15, 2020. On March 16, 2020, Presidential Proclamation No. 929 was issued, declaring a State of Calamity throughout the Philippines for a period of six (6) months and imposed an enhanced community quarantine throughout the island of Luzon until April 12, 2020, which was subsequently extended to May 15, 2020. Enhanced community quarantine was likewise imposed in provinces outside the island of Luzon as imposed by their respective local government units. These measures have caused disruptions to businesses and economic activities, and its impact on businesses continue to evolve. On May 16, 2020, the Enhanced Community Quarantine was downgraded to Modified Enhanced Community Quarantine in Metro Manila and to General Community Quarantine in most provinces.

For the 9-months of 2020, except for the COVID-19 impact as discussed above, there were no other seasonal aspects that had a material effect on the financial condition or results of operations of the Group. Neither were there any trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations. The Group is not aware of events that will cause a material change in the relationship between the costs and revenues.

There are no significant elements of income or loss that did not arise from the Group's continuing operations.

## FINANCIAL CONDITION

### *As of September 30, 2020 vs. December 31, 2019*

The Group's total assets were recorded at **₱26,798.9 million** as of September 30, 2020, compared to the **₱27,589.6 million** recorded as of December 31, 2019. The decrease was due to the following movements:

- Cash on-hand and in-banks decreased by **58%**, from **₱2,795.7 million** as of December 31, 2019, to **₱1,177.1 million** as of September 30, 2020, due primarily to payments of loans and cash used in operations.
- Total contracts receivable and contract assets, including non-current, increased by **10%** from **₱12,631.8 million** as of December 31, 2019, to **₱13,911.2 million** as of September 30, 2020 due to an increase in sales on account recorded over the period.
- Other receivables decreased by **4%** from **₱2,262.7 million** as of December 31, 2019, to **₱2,174.3 million** as of September 30, 2020 due primarily to the decrease in receivables from contractors.

- Real estate inventories slightly increased from **₱7,784.9 million** of December 31, 2019 to **₱7,821.1 million** as of September 30, 2020 due to the expansion of existing projects.

The total liabilities of the Group decreased by **10%** from **₱18,965.2 million** as of December 31, 2019 to **₱17,163.1 million** as of September 30, 2020. This decrease was due to the following:

- Total interest-bearing loans, including non-current, decreased by **8%**, from **₱7,625.9 million** as of December 31, 2019 to **₱7,034.4 million** as of September 30, 2020, due to payments made by the Group during the period.
- Trade and other payables decreased by **18%** from **₱4,325.8 million** as of December 31, 2019 to **₱3,555.8 million** as of September 30, 2020, due to payments made by the Group during the period.
- Rawland payables increased by **4%**, from **₱1,404.1 million** as of December 31, 2019 to **₱1,464.1 million** as of September 30, 2020, due mainly to new acquisitions of rawlands for the Group's expansion.
- Customers' deposits increased by **7%** from **₱2,694.7 million** as of December 31, 2019 to **₱2,879.1 million** as of September 30, 2020 due to collection from reservation fees for the period.
- Income tax payable decreased by **65%**, from **₱23.2 million** as of December 31, 2019 to **₱8.2 million** as of September 30, 2020 due to the tax expense paid-off during the period.
- Due to related parties decreased by **92%** from **₱952.6 million** as of December 31, 2019 to **₱72.6 million** as of September 30, 2020, due to payments made by the Group during the period.
- Deferred tax liabilities-net increased by **8%** from **₱1,134.4 million** as of December 31, 2019 to **₱1,226.3 million** as of September 30, 2020 due to the increase in unrealized gross profit.
- Reserve for perpetual care increased by **17%** from **₱709.8 million** as of December 31, 2019 to **₱827.8 million** as of September 30, 2020 due to memorial lot sales recorded for the period.

Total stockholder's equity increased by **12%** or by **₱1,011.3 million**, from **₱8,624.5 million** as of December 31, 2019 to **₱9,635.8 million** as of September 30, 2020, due to the increase in retained earnings by **20%**, from **₱5,026.5 million** in December 31, 2019, to **₱6,037.9 million** as of September 30, 2020, coming from the net income earned during the period.

#### **MATERIAL CHANGES TO THE GROUP'S STATEMENT OF FINANCIAL POSITION AS OF SEPTEMBER 30, 2020 COMPARED TO DECEMBER 31, 2019 (INCREASE/DECREASE OF 5% OR MORE)**

- Cash on-hand and in-banks decreased by **₱1,618.6 million**, or **58%**, from **₱2,795.7 million** as of December 31, 2019, to **₱1,177.1 million** as of September 30, 2020, due primarily to payments of loans and cash used in operations.

- Total contracts receivable and contract assets, including non-current, increased by **₱1,279.4 million**, or **10%** from **₱12,631.8 million** as of December 31, 2019, to **₱13,911.2 million** as of September 30, 2020 due to an increase in sales on account recorded over the period.
- Other assets including non-current assets decreased by **₱397.4 million**, or **24%**, from **₱1,646.4 million** as of December 31, 2019 to **₱1,249.0 million** as of September 30, 2020 due mostly to materials used related to the development of residential projects.
- Total interest-bearing loans, including non-current, decreased by **₱591.5 million**, or **8%**, from **₱7,625.9 million** as of December 31, 2019 to **₱7,034.4 million** as of September 30, 2020, due to payments made by the Group during the period.
- Trade and other payables decreased by **₱770.0 million**, or **18%** from **₱4,325.8 million** as of December 31, 2019 to **₱3,555.8 million** as of September 30, 2020, due to payments made during the period.
- Customers' deposits increased by **₱184.4 million**, or **7%** from **₱2,694.7 million** as of December 31, 2019 to **₱2,879.1 million** as of September 30, 2020 due to collection from reservation fees for the period.
- Due to related parties-net decreased by **93%** from **₱944.6 million** as of December 31, 2019 to **₱63.5 million** as of September 30, 2020, due to settlements made by the Group during the period.
- Income tax payable decreased by **₱15.0 million**, or **65%**, from **₱23.2 million** as of December 31, 2019 to **₱8.2 million** as of September 30, 2020 primarily due to the delayed payment in the full year 2019 income tax due to the lockdown. Full year income tax payable were paid on June 11, 2020.
- Deferred tax liabilities-net increased by **₱91.9 million**, or **8%** from **₱1,134.4 million** as of December 31, 2019 to **₱1,226.3 million** as of September 30, 2020 due to the increase in unrealized gross profit.
- Reserve for perpetual care increased by **₱118.0 million**, or **17%** from **₱709.8 million** as of December 31, 2019 to **₱827.8 million** as of September 30, 2020 due to memorial lot sales recorded for the period.
- Total stockholder's equity increased by **₱1,011.3 million** or **12%** from **₱8,624.5 million** as of December 31, 2019 to **₱9,635.8 million** as of September 30, 2020, due mostly to the increase in retained earnings by **20%**, from **₱5,026.5 million** in December 31, 2019, to **₱6,037.9 million** as of September 30, 2020, due to net income earned during the period.

## **MATERIAL CHANGES TO THE GROUP'S STATEMENT OF INCOME FOR THE 9-MONTHS OF 2020 COMPARED TO THE 9-MONTHS OF 2019 (INCREASE/DECREASE OF 5% OR MORE)**

- Real estate sales decreased by **₱1,865.0 million** or **32%**, to **₱3,899.1 million** in 9-months of 2020 from **₱5,764.1 million** in the same period in 2019. The decline was due to significant decreases in memorial lot sales and residential unit sales for the 9-months of 2020 compared to the same period in the previous year due to the impact of the community quarantine which imposed a ban on construction.
- Interest income on contract receivables increased by **₱7.2 million** or **12%**, to **₱67.7 million** in 9-months of 2020 from **₱60.5 million** in the same period in 2019. This was due to the increase on in-house financed sales on account in 9-months of 2020 compared to the same period in 2019.
- Income from interment services increased by **₱4.6 million** or **17%**, to **₱32.2 million** in 9-months of 2020 from **₱27.7 million** in the same period in 2019. This was attributable to the increase in the number of services rendered in 9-months of 2020, compared to the same period in 2019.
- Income from chapel services decreased by **₱15.2 million** or **47%**, to **₱17.1 million** in 9-months of 2020 from **₱32.3 million** in 9-months of 2019 due to the decrease in the number of memorial chapel services rendered in 9-months of 2020, compared to the same period in 2019.
- Cost of sales and services decreased by **₱995.4 million** or **33%**, to **₱2,006.6 million** in 9-months of 2020 from **₱3,002.0 million** in 9-months of 2019, due to the lower number of memorial lots and columbarium vaults sold by Golden Haven, and residential units sold by Bria Homes in the 9-months of 2020 compared to the same period in the previous year.
- Other operating expenses decreased by **₱172.5 million** or **33%**, from **₱974.0 million** in 9-months of 2019 to **₱801.5 million** in 9-months of 2020, due primarily to decrease in commissions, advertising expense and promotions due to the lower sales activity for the period brought about by the quarantine measures implemented to curb the pandemic.
- Other income - net decreased by **₱95.5 million** or **543%**, to a loss of **₱77.9 million** in the 9-months of 2020, from an income of **₱17.6 million** in 9-months of 2019. The decrease was mainly attributable to the increase in finance costs of the Group.
- Tax expense decreased by **₱133.8 million** or **53%**, to **₱118.7 million** for 9-months of 2020 from **₱252.5 million** for 9-months of 2019. This was primarily due to a lower taxable base for the period.
- As a result of the movements above, net profit decreased by **₱662.3 million** or **40%**, to **₱1,011.3 million** for 9-months of 2020 from **₱1,673.6 million** for 9-months of 2019

In a move to contain the COVID-19 outbreak, on March 13, 2020, the Office of the President of the Philippines issued a Memorandum directive to impose stringent social distancing measures in the National Capital Region effective March 15, 2020. On March 16, 2020, Presidential Proclamation No. 929 was issued, declaring a State of Calamity throughout the Philippines for a period of six (6) months and imposed an enhanced community quarantine throughout the island of Luzon until April 12, 2020, which was subsequently extended to May 15, 2020. Enhanced community quarantine was likewise imposed in provinces outside the island of Luzon as imposed by their respective local government units. These measures have caused disruptions to businesses and economic activities, and its impact on businesses continue to evolve. On May 16, 2020, the Enhanced Community Quarantine was downgraded



to Modified Enhanced Community Quarantine in Metro Manila and to General Community Quarantine in most provinces.

For the 9-months of 2020, except for the COVID-19 impact as discussed above, there were no other seasonal aspects that had a material effect on the financial condition or results of operations of the Group. Neither were there any trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations. The Group is not aware of events that will cause a material change in the relationship between the costs and revenues.

There are no significant elements of income or loss that did not arise from the Group's continuing operations.

#### **IV. NATURE AND SCOPE OF BUSINESS**

Golden Bria Holdings, Inc. (the "Company"), formerly Golden Haven Memorial Park, Inc., incorporated in November 1982, is one of Philippines' leading developers of memorial parks in the country in terms of land developed. Aside from the development and sale of memorial parks, the Company likewise develops, constructs and operates columbarium facilities. Through its subsidiary Bria Homes, Inc. ("Bria"), the Company is also engaged in the mass housing business.

Bria is a corporation duly organized and existing under the laws of the Republic of the Philippines. The primary purpose of Bria is to acquire, own, use, improve, develop, subdivide, sell, mortgage, engage, lease, develop, and hold for investment or otherwise improve, manage, or dispose of real estate of all kinds including buildings, houses, apartments, and other structures of whatever kind. Bria is principally engaged in the mass housing business with housing projects located all over the country.

Bria is the fastest growing mass housing developer in the Philippines. It caters to ordinary Filipinos who dream of having high quality and affordable homes. Bria established its national footprint by continuously growing and making quality projects. To date, Bria has a total of 51 developments located in some of the country's most progressive cities and municipalities.

In relation to its death care business, the Company has memorial parks located in major cities and municipalities across the country. The Company also offers columbaries within its memorial parks and a 20,000-vault columbarium located beneath the Santuario de San Ezekiel Moreno, a chapel constructed by the Company along C5 Road, Pulang Lupa, Las Piñas. The company has also expanded its business into Memorial Chapel Services in Las Pinas and in Angeles, Pampanga. These developments expanded the company's death care product offerings to funeral and cremation services, bringing it closer to becoming the country's first fully integrated death care service provider.

The Company offers memorial lots at varying lot sizes and price points within each of its existing memorial parks and within those memorial parks presently in development. The four basic lot packages are lawn lot; garden niche; family patio; and family estate. Purchasers of a family estate lot can elect to construct a mausoleum, the design and construction of which must conform to the Company's parameters as part of the terms of the purchase. The Company also provides, as an additional service and at additional cost to the client, construction and associated services for these mausoleums.

## V. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDERS MATTERS

### Market Information

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

Quarter	2020		
	High	Low	Close
1 <sup>st</sup>	440.00	300.00	368.00
2 <sup>nd</sup>	378.80	280.20	281.00
3 <sup>rd</sup>	310.00	280.00	303.80

Quarter	2019		
	High	Low	Close
1 <sup>st</sup>	400.00	325.00	370.60
2 <sup>nd</sup>	418.40	377.00	407.80
3 <sup>rd</sup>	449.80	407.80	432.00
4 <sup>th</sup>	440.00	410.00	436.00

Quarter	2018		
	High	Low	Close
1 <sup>st</sup>	327.00	21.00	308.00
2 <sup>nd</sup>	318.80	250.00	265.00
3 <sup>rd</sup>	330.00	249.80	314.00
4 <sup>th</sup>	325.00	293.40	325.00

Quarter	2017		
	High	Low	Close
1 <sup>st</sup>	16.98	15.40	16.50
2 <sup>nd</sup>	16.50	15.62	15.98
3 <sup>rd</sup>	20.00	15.22	16.60
4 <sup>th</sup>	22.00	16.76	22.00

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

The market capitalization of HVN as of October 31, 2020 based on the closing price of P354.00/share on October 30, 2020, was approximately P228 billion.

There are no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

## **Holders of Common Shares**

There are approximately 14 holders of common equity security of the Company as of September 30, 2020 (based on the number of accounts registered with the Stock Transfer Agent). The following are the holders of the common securities of the Company:

	<b>Name</b>	<b>No. of Shares</b>	<b>Percentage</b>
1	FINE PROPERTIES, INC. <sup>1</sup>	412,057,800	63.97%
2	CAMBRIDGE GROUP, INC. <sup>2</sup>	158,744,255	24.65%
3	PCD NOMINEE CORPORATION (FILIPINO )	70,081,990	10.88%
4	MARIBETH C. TOLENTINO <sup>1</sup>	2,835,000	0.00%
5	CAMILLE A. VILLAR <sup>1</sup>	333,700	0.05%
6	PCD NOMINEE CORPORATION (NON-FILIPINO)	52,102	0.01%
7	MYRA P. VILLANUEVA	6,600	0.00%
8	MYRNA P. VILLANUEVA	2,300	0.00%
9	MILAGROS P. VILLANUEVA	2,300	0.00%
10	MANUEL B. VILLAR <sup>1</sup>	1,000	0.00%
11	FRANCES ROSALIE T. COLOMA <sup>1</sup>	500	0.00%
12	RIZALITO J. ROSALES <sup>1</sup>	100	0.00%
13	ANA MARIE V. PAGESIBIGAN <sup>1</sup>	1	0.00%
14	GARTH F. CASTAÑEDA <sup>1</sup>	1	0.00%
	<b>TOTAL OUTSTANDING ISSUED AND SUBSCRIBED (COMMON)</b>	<b>644,117,649</b>	<b>100.00%</b>

<sup>1</sup>lodged under PCD Nominee Corp.

<sup>2</sup>8,744,255 lodged under PCD Nominee Corp. (Filipino)

## **Dividend Policy**

Under the Revised Corporation Code, the Company's shareholders are entitled to receive a proportionate share in cash dividends that may be declared by the Board out of the surplus profits derived from operations. The same right exists with respect to a stock dividend declaration, the declaration of which is subject to the approval of shareholders representing at least two-thirds of the outstanding capital stock entitled to vote.

The amount of dividends to be declared will depend on the profits, investment requirements and capital expenditures at that time.

As of September 30, 2020, the Company has not defined a minimum percentage of net earnings to be distributed to its common shareholders. Dividends may be declared only from the Company's unrestricted retained earnings, except when, among others: (i) justified by definite corporate expansion, or (ii) when the Company is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured, or (iii) when it can be clearly shown that the retention of earnings is necessary under special circumstances obtaining in the Company, its assets and operations, such as when there is a need for special reserves for probable contingencies.

### **Record Date**

Pursuant to existing Philippine SEC rules, cash dividends declared by a company must have a record date not less than 10, nor more than 30 days from the date the cash dividends are declared. With respect to stock dividends, the record date is to be not less than 10 or more than 30 days from the date of shareholder approval, provided however, that the set record date is not to be less than 10 trading days from receipt by the PSE of the notice of declaration of stock dividend. In the event that a stock dividend is declared in connection with an increase in authorized capital stock, the corresponding record date is to be fixed by the Philippine SEC.

### **Dividends**

The Company has not declared dividends in any form for the last two (2) fiscal years.

### **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 P3,014,027,483. 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.

The subscription by Cambridge Group, Inc. to the common shares were used to fund the business expansion of the Company, particularly the acquisition of Bria Homes, Inc. in December 2017.

### **Stock Options**

None

## **VI. COMPLIANCE WITH LEADING PRACTICE ON CORPORATE GOVERNANCE**

The Company's Board has adopted a Revised Manual on Corporate Governance on May 31, 2017. The Company's Revised Manual on Corporate Governance describes the terms and conditions by which the Company intends to conduct sound corporate governance practices that are consistent with the relevant laws and regulations of the Republic of the Philippines, and which seek to enhance business transparency and build shareholder value.

Ultimate responsibility and oversight of the Company's adherence to superior corporate governance practices rests with the Board of Directors. As a policy matter, the Board will hold monthly meetings, at which any number of relevant corporate governance issues may be raised for discussion.

Practical oversight of the Company's corporate governance standards is exercised through the Board's Corporate Governance Committee.

The Company is committed to building a solid reputation for sound corporate governance practices, including a clear understanding by its Directors of the Company's strategic objectives, structures to ensure that such objectives are realized, systems to ensure the effective management of risks and the systems to ensure the Company's obligations are identified and discharged in all aspects of its business.

As of September 30, 2020, there are no known material deviations from the Company's Manual of Corporate governance.

The Company is taking further steps to enhance adherence to principles and practices of good corporate governance.

PART III

**SIGNATURES**

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its 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 November 23, 2020.**

**GOLDEN BRIA HOLDINGS, INC.**

By:



**MARIA TERESA P. TUMBAGA**

Chief Financial Officer & Chief Information Officer

Date: November 23, 2020



**GOLDEN BRIA  
HOLDINGS, INC.**

December 10, 2020

Dear Stockholder,

The Board of Directors of **Golden Bria Holdings, Inc.** (“HVN” or the “Company”), in a meeting held on November 23, 2020, resolved to amend the Articles of Incorporation of HVN to change its corporate name from Golden Bria Holdings, Inc. to **Golden MV Holdings, Inc.**

In accordance with Section 15 of the Revised 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 December 10, 2020 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 BRIA HOLDINGS, INC.**

Attention: **The Corporate Secretary**  
Fax No: 8873-2922  
Email address: gmsantos@picazolaw.com

**Stockholders are requested to submit their written assent forms not later than January 15, 2021. As soon as the affirmative votes received reach at least two-thirds (2/3) of the outstanding capital stock, the amendment shall be considered approved by the stockholders.**

Thank you very much.

Very truly yours,

**GEMMA M. SANTOS**  
Corporate Secretary



**GOLDEN BRIA  
HOLDINGS, INC.**

**WRITTEN ASSENT FORM**

In accordance with Section 15 of the Revised Corporation Code of the Philippines, and in connection with the proposed amendment to the Articles of Incorporation of Golden Bria Holdings, Inc. (the "**Company**") to change its corporate name from Golden Bria Holdings, Inc. to Golden MV 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: \_\_\_\_\_