



## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Notice is hereby given that the annual meeting of the stockholders of GOLDEN HAVEN MEMORIAL PARK, INC. (the "Company") for the year 2017 will be held on Saturday, April 1, 2017 at 10:00 am 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. Presentation of the President's Report, Management Report and Audited Financial for the year 2016
5. Ratification of all acts and resolutions of the Board of Directors and Management for the year ended 31 December 2016 until 31 March 2017
6. Election of the members of the Board of Directors, including the Independent Directors, for the year 2017
7. Approval of the change of date, time and venue of the Annual Meeting of Stockholders of the Company, as set forth in Section 1 of Article II of the Company's Amended By-laws
8. Approval of the change of venue of the Special Meeting of the Stockholders of the Company, as set forth in Section 2 of Article II of the Company's Amended By-Laws
9. Appointment of External Auditors
10. Adjournment

For the purpose of the meeting, only stockholders of record at the close of business on February 24, 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 9:30 A.M.

  
**TIMOTHY JOSEPH M. MENDOZA**  
Corporate Secretary

**EXPLANATION AND RATIONALE**

For each item on the Agenda of Golden Haven Memorial Park, Inc.'s 2017 ASM requiring the approval of the stockholders

**1. President's Report, Management Report and Audited Financial Statements for the year 2016**

The audited financial statements ("AFS") of the Company as of and for the year ended December 31, 2016, a copy of which is incorporated in the Information Statement for this meeting, will be presented for approval by the stockholders. To give context to the AFS and bring to the stockholders' attention the highlights of the said FS, the President, Mr. Jerry M. Navarrete, will deliver a report to the stockholders on the Company's performance for the year 2016 and the outlook for 2017.

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

**2. Ratification of all acts and resolutions of the Board of Directors and Management for the year 2016 until 31 March 2017**

Ratification by the stockholders will be sought for all the acts and the resolutions of the Board of Directors and all the acts of Management taken or adopted for the year 2016 until March 31, 2017. A brief summary of these resolutions and actions is set forth in the Information Statement for this meeting. Copies of the minutes of the meetings of the Board of Directors are available for inspection by any stockholder at the principal office of the Company during business hours.

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

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

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

**4. Approval of the Change of Date, Time and Venue of the Annual Meeting of the Stockholders, as set forth in Section 1 of Article II of the Company's Amended By-laws**

The Company will seek the approval of its stockholders to change the date, time and venue of the Company's annual meeting of the stockholders (as set forth in Section 1 of Article II of the Company's Amended By-laws) as follows:

- a) the date and time of the Company's annual meeting of the stockholders will be changed from "the first Saturday of April of every year, at 4 o'clock in the

afternoon” to “the 15th of July each year, if falls on Saturday, Sunday or holiday, on the following business day, at any time of the day”; and

- b) the venue of the Company’s annual meeting of the stockholders will be changed from “the principal office of the corporation” to “the principal office of the Company or at any place designated by the Board of Directors in the city or municipality where the principal office of the Company is located”.

**5. Approval of the Change of Venue of the Special Meeting of the Stockholders**

The Company will seek the approval of its stockholders to change the venue of any special meeting of the stockholders of the Company (as set forth in Section 2 of Article II of the Company’s Amended By-laws) from “the principal office of the corporation” to “the principal office of the Company or at any place designated by the Board of Directors in the city or municipality where the principal office of the Company is located”.

**6. Appointment of External Auditors**

The Audit Committee is endorsing to the stockholders the re-appointment of Punongbayan & Araullo as external auditor of the Company for the year 2017.