

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF
GOLDEN MV HOLDINGS, INC.**
Held by remote communication
on Thursday, July 15, 2021, 10:00 a.m.

DIRECTORS AND OFFICERS PRESENT IN THE MEETING

Manuel B. Villar, Jr.	- Chairman of the Board
Maribeth C. Tolentino	- President
Frances Rosalie T. Coloma	- Director
Camille A. Villar	- Director
Rizalito J. Rosales	- Director
Ana Marie V. Pagsibigan	- Independent Director
Garth F. Castaneda	- Independent Director
Estrellita S. Tan	- Chief Financial Officer, & Investor Relations Officer
Gemma M. Santos	- Corporate Secretary
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SHARE INFORMATION

TOTAL ISSUED AND
OUTSTANDING SHARES: 644,117,649 common

TOTAL NUMBER OF
SHARES REPRESENTED
IN THIS MEETING: 610,642,475 common

CALL TO ORDER

The Chairman of the Board, Mr. Manuel B. Villar, Jr., called the meeting to order and presided over the same. The Corporate Secretary, Ms. Gemma M. Santos, recorded the minutes of the meeting.

CERTIFICATION OF NOTICE AND QUORUM

At the request of the Chairman, the Corporate Secretary certified that notices of this meeting were published in print and online format in the Manila Times and Business World, both newspapers of general circulation, on June 23 and 24, 2021 and posted on the website of the Company and the Philippine Stock Exchange (PSE), all in accordance with the requirements of the Securities and Exchange Commission (SEC), that there were represented in the meeting stockholders owning a total of 610,642,475 common shares representing 94.8% of the total issued and outstanding voting stock of the Company, and that there is therefore a quorum at this meeting.

The Corporate Secretary explained that this meeting is being conducted through remote communication pursuant to Sections 23 and 57 of the Revised Corporation Code and SEC Memorandum Circular No. 6, Series of 2020, and proceeded to discuss the rules and procedures for the conduct of this meeting.

**APPROVAL OF THE MINUTES OF THE LAST ANNUAL STOCKHOLDERS' MEETING
HELD ON AUGUST 10, 2020**

The Chairman stated that the next item in the agenda is the approval of the minutes of the last Annual Meeting of Stockholders held on August 10, 2020. A copy of the same minutes of meeting may be found in the Company's website, and a summary of the same is contained in the Definitive Information Statement circulated prior to this meeting.

At the request of the Chairman, the Corporate Secretary reported that shareholders owning 610,640,475 shares or 100% of the total voting shares represented in this meeting have voted in favor of the approval of this corporate action.

Accordingly, the Chairman declared the minutes of the last Annual Meeting of Stockholders held on August 10, 2020 approved.

The breakdown of the votes cast on this matter was as follows:

Votes in favor – 610,640,475 (representing 100% of total votes cast)

Votes against – 0

Abstentions – 2,000 (representing 0.00033% of total votes cast)

PRESIDENT'S REPORT / APPROVAL OF 2020 AUDITED FINANCIAL STATEMENTS

The President, Ms. Maribeth C. Tolentino, reported the highlights of the Company's operations and financial performance for the year 2020, as follows:

Bria Homes focused on online marketing through 3D project walkthroughs, video tours, and 24/7 sales consultations to accommodate clients from all over the world, and put in place a real-time online reservation system. These efforts proved effective, contributing 16% of the year's total sales.

Golden Haven also pursued digital marketing efforts, from 3D site tours, to online sales caravans, participation in the country's leading e-commerce platforms, and its own 24/7 sales teams. It also launched WakeConnect, a proprietary technology that enables wake viewing from anywhere in the world through intuitive video conferencing. Also, with most transactions made online, Golden Haven optimized mobile payment channels and real time reservation systems. These efforts contributed 17% of the year's total sales.

To counter the economic dip resulting from the pandemic, both Bria Homes and Golden Haven expanded their project portfolios. Bria Homes launched the Astra Vertical Villages, a low-rise affordable condominium project, in General Trias, Cavite and in Calamba, Laguna. Bria Homes has also launched new developments in Alaminos, Laguna; Maco, Davao de Oro; Cagayan de Oro; San Fernando, Pampanga; Bay, Laguna; and Danao, Cebu. Golden Haven launched new product options, particularly the apartment niche, and increased its inventory with new developments in Luzon.

In terms of financial performance, the Company recorded total revenues of P5.2 billion for the year, equivalent to about 60% of pre-COVID revenues. Interest and interment income increased to P172 million from P149 million in 2019. Net income was at P1.2 billion for 2020. In terms of financial position, total assets stood at P26.5 billion as of December 31, 2020, while stockholders equity totalled P9.8 billion. Current ratio improved from 2.02 to 2.47 in 2020 while debt-to-equity ratio is at 0.73 from 0.88 in 2019. Capital expenditures for the year amounted to P1.9 billion, spent on land development, construction and land acquisition.

At the request of the Chairman, the Corporate Secretary reported that shareholders owning 610,640,475 shares or 100% of total voting shares represented in this meeting have voted to note the President's Report and the Annual Report of the Company for the year ended December 31, 2020 and to approve the Audited Financial Statements of the Company as of and for the year ended December 31, 2020.

Accordingly, the Chairman declared the President's Report and the Annual Report of the Company for the year ended December 31, 2020 noted and the Audited Financial Statements of the Company as of and for the year ended December 31, 2020 approved.

The breakdown of the votes cast on this matter was as follows:

Votes in favor – 610,640,475 (representing 100% of total votes cast)

Votes against – 0

Abstentions – 2,000 (representing 0.00033% of total votes cast)

AMENDMENT OF BYLAWS

The Chairman stated that the next item in the agenda is the approval of the amendment to the By-laws of the Company for the purpose of reflecting the change in the corporate name of the Company, from Golden Bria Holdings, Inc. to Golden MV Holdings, Inc.

At the request of the Chairman, the Corporate Secretary explained that Management is proposing the approval of the amendment to the Title and Article VI of the By-laws of the Company to reflect the change in corporate name from Golden Bria Holdings, Inc. to Golden MV Holdings, Inc. She further explained that the change in corporate name and the corresponding amendment to the Articles of Incorporation have been approved by the stockholders via written assent on December 12, 2020 and by the SEC on January 27, 2021, but Section 47 of the Revised Corporation Code requires that any amendment to the By-laws of a corporation must be approved by the stockholders of the corporation at a regular or special meeting duly called for the purpose. The Corporate Secretary then reported that shareholders owning 610,640,475 shares or 94.8% of the total outstanding shares of the Company have voted in favor of the approval of this corporate action.

Accordingly, the Chairman declared the amendment to the By-laws of the Company for the purpose of reflecting the change in the corporate name of the Company, from Golden Bria Holdings, Inc. to Golden MV Holdings, Inc., approved.

The breakdown of the votes cast on this matter was as follows:

Votes in favor – 610,640,475 (representing 94.8% of total outstanding shares)

Votes against – 0

Abstentions – 2,000 (representing 0.00031% of total outstanding shares)

RATIFICATION OF ACTS OF BOARD OF DIRECTORS AND MANAGEMENT

At the request of the Chairman, the Corporate Secretary explained that Management is proposing the ratification of the acts of the Board of Directors and Management of the Company for the year 2020 until the day of this meeting, as set forth in the minutes of the meetings of the Board of Directors held during the same period and in the disclosures that have been duly filed with the SEC and the PSE and as more particularly described in the Definitive Information Statement for this meeting.

The Corporate Secretary then reported that shareholders owning 610,640,475 shares or 100% of total voting shares represented in this meeting have voted in favor of the approval of this corporate action.

Accordingly, the Chairman declared the acts of the Board of Directors and Management of the Company for the year 2020 until July 15, 2021 ratified.

The breakdown of the votes cast on this matter was as follows:

Votes in favor – 610,640,475 (representing 100% of total votes cast)

Votes against – 0

Abstentions – 2,000 (representing 0.00033% of total votes cast)

ELECTION OF DIRECTORS

At the request of the Chairman, the Corporate Secretary reported that the following individuals have been nominated for election as directors of the Company:

Manuel B. Villar, Jr.
Maribeth C. Tolentino
Camille A. Villar
Frances Rosalie T. Coloma
Rizalito J. Rosales
Ana Marie V. Pagsibigan
Garth F. Castaneda

The Corporate Secretary identified Atty. Pagsibigan and Atty. Castaneda as independent directors. She added that the Nominations Committee of the Board has evaluated the nomination of these individuals and confirmed that they possess all the qualifications and have none of the disqualifications to be elected as directors of the Company, and that Atty. Pagsibigan and Atty. Castaneda meet all the requirements for election as independent directors of the Company under the Securities Regulation Code and its Implementing Rules and Regulations.

The Corporate Secretary then stated that considering that there are only seven nominees for the seven Board seats and each nominee received votes, each of the same nominees has received sufficient votes for election to the Board.

Accordingly, the Chairman declared the seven nominees named by the Corporate Secretary elected as directors of the Company for the year 2021 and until their successors have been duly elected and qualified.

The number of votes cast in favor of each director is as follows:

Manuel B. Villar, Jr.	-	610,640,475
Maribeth C. Tolentino	-	610,640,475
Camille A. Villar	-	610,640,475
Frances Rosalie T. Coloma	-	610,640,475
Rizalito J. Rosales	-	610,640,475
Ana Marie V. Pagsibigan (Independent Director)	-	610,640,475
Garth F. Castaneda (Independent Director)	-	610,640,475

APPOINTMENT OF EXTERNAL AUDITOR

The Corporate Secretary stated that the Audit Committee of the Board recommended, and Management is accordingly proposing to the stockholders, the re-appointment of Punongbayan & Araullo. as external auditors of the Company for the year 2021.

The Corporate Secretary then reported that shareholders owning 610,640,475 shares or 100% of total voting shares represented in this meeting have voted in favor of the approval of this corporate action.

The Chairman accordingly declared Punongbayan & Araullo reappointed as external auditors of the Company for the year 2021.

The breakdown of the votes cast on this matter was as follows:

Votes in favor – 610,640,475 (representing 100% of total votes cast)

Votes against – 0

Abstentions – 2,000 (representing 0.00033% of total votes cast)

OTHER MATTERS

The Corporate Secretary stated that there are no other matters to be taken up in this meeting based on the agenda and that the Company has not received any question from its shareholders.

ADJOURNMENT

There being no further business to transact, the Chairman declared the meeting adjourned.

CERTIFIED CORRECT:

-Signed-
GEMMA M. SANTOS
Corporate Secretary

ATTESTED BY:

-Signed -
MANUEL B. VILLAR, JR.
Chairman