

COVER SHEET

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| S.E.C. Registration Number | | | | | | | | | |

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(Company's Full Name)

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

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|--------------------------|
| Estrellita S. Tan |
| Contact Person |

| |
|--------------------------|
| (02) 8873-2922 |
| Company Telephone Number |

| | |
|-------------------------|------------|
| 1 2 | 3 1 |
| <i>Mont</i> <i>h</i> | <i>Day</i> |
| Calendar Year | |

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|---|
| 20-IS Definitive Information Statement |
| FORM TYPE |

| | |
|-------------------------|------------|
| 0 7 | 1 5 |
| <i>Mont</i> <i>h</i> | <i>Day</i> |
| Annual Meeting | |

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| N/A |
| 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 | |
| | |
| Domestic | Foreign |

To be accomplished by SEC Personnel concerned

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_____ Cashier

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 MV HOLDINGS, INC.
(formerly Golden Bria Holdings, 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 12, 2024
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 | 644,117,649 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.

INFORMATION STATEMENT

GENERAL INFORMATION

For the purpose of approving the change in the corporate name of the Company from Golden MV Holdings, Inc. to **Villar Land Holdings Corp.**, 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 MV HOLDINGS, INC.
Attention: **The Corporate Secretary**

Fax No: 8873-2922
Email address: ir@goldenhaven.com.ph

The change in corporate name is being undertaken to align and reflect the recent developments in the business of the Company, particularly, the acquisition of companies owning land in Villar City.

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, 2024:

Common: 644,117,649

(b) Record Date: December 11, 2024

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, 2024:

| Class | Foreign | | Filipino | | Total Outstanding Shares |
|--------|---------|---|-------------|---|--------------------------|
| | Shares | Percent of Class/Total Outstanding Shares | Shares | Percent of Class/Total Outstanding Shares | |
| Common | 4,572 | 0.00% | 644,113,077 | 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, 2024:

| 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, Makati City Shareholder | Fine Properties, Inc. / Shares are lodged with PCD Nominee Corporation, Record Owner is | Filipino | 412,057,800 | 63.97% |

¹Based on the Company's total issued and outstanding capital stocks as of October 31, 2024 of 644,117,649 common shares.

| | | | | | |
|--------|--|--|----------|---|--------|
| Common | Cambridge Group, Inc. / Shares are lodged with PCD Nominee Corporation, Record Owner is not the beneficial owner ² | not the beneficial owner ¹ 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 ³ | Filipino | 72,962,600 | 11.33% |

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.

²Mr. 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. Cynthia J. Javarez.

³Fine 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. Cynthia J. Javarez.

³PCD 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, 2024:

| 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 ² | Filipino | 0.00% |
| Common | Manuel B. Villar, Jr. <i>(Chairman)</i> C. Masibay St., BF Resort Village, Talon, Las Piñas City | 570,802,055 ³ | Indirect | Filipino | 88.62% |
| Common | Cynthia J. Javarez <i>(President)</i> Blk 3A Lot 2 Vetta Di Citta Italia, Imus, Cavite | 1,000 | Indirect ² | Filipino | 0.00% |
| Common | Manuel Paolo A. Villar <i>(Director)</i> C. Masibay St., BF Resort Village, Talon, Las Piñas City | 1,000 | Indirect ² | Filipino | 0.00% |
| Common | Mark A. Villar <i>(Director)</i> 20 Dobiaco St. Portofino South Subd. Almanza Dos, Las Piñas City | 1,000 | Indirect ² | Filipino | 0.00% |
| Common | Camille A. Villar <i>(Director)</i> C. Masibay St., BF Resort Village, Talon, Las Piñas City | 333,700 | Indirect ² | Filipino | 0.05% |
| Common | Ana Marie V. Pagsibigan <i>(Independent Director)</i> 21 Matungao Bulacan, Bulacan | 1 | Indirect ² | Filipino | 0.00% |

¹ Based on the Company's total issued and outstanding capital stocks as of October 31, 2024 of 644,117,649 common shares.

² Shares lodged under PCD Nominee Corporation (Filipino).

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

| Title of class | Name of beneficial owner | Amount and nature of beneficial ownership | | Citizenship | Percent of Class¹ |
|-----------------------|--|--|-----------------------|--------------------|-------------------------------------|
| Common | Garth F. Castañeda <i>(Independent Director)</i> Unit 802, The Amaryllis Condominium 12 th Street cor. E. Rodriguez Ave. Quezon City | 1 | Indirect ² | Filipino | 0.00% |
| 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 | Ma. Nalen SJ Rosero <i>(Asst. Corporate Secretary)</i> Blk 5 Lot 1A New Victorienne Row, La Posada Subd., Sucat, Muntinlupa | None | N/A | N/A | N/A |
| N/A | Estrellita S. Tan <i>(Chief Finance Officer, Chief Information Officer, Treasurer, Investor Relations)</i> #4 Jerusalem St. Camella Pilar, Las Pinas City | None | N/A | N/A | N/A |
| N/A | Kate D. Cator <i>(Compliance Officer)</i> Blk 5 Lot 1 Milano, Citta Italia Bacoor, Cavite | None | N/A | N/A | N/A |
| Total | | 573,972,357 | | | 89.11% |

¹ Based on the Company's total issued and outstanding capital stocks as of October 31, 2024 of 644,117,649 common shares.

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 AFS included in this report.

Except as disclosed in the Annual Report of the Registrant (SEC Form 17-A) for the year ended December 31, 2023, the Registrant has not had any transaction during the last two (2) years in which any director or executive officer of the Company or any of their immediate family members had a direct or indirect interest.

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.

ISSUANCE AND EXCHANGE OF SECURITIES

No action or matter with respect to the Issuance and Exchange of Securities of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

MODIFICATION OR EXCHANGE OF SECURITIES

No action or matter with respect to modification or exchange of securities of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

MERGERS, CONSOLIDATION, ACQUISITIONS, AND SIMILAR MATTERS

No action or matter with respect to mergers, consolidations, acquisitions and similar matters will be taken pursuant to the solicitation of the written assent of stockholders.

ACQUISITION OR DISPOSITION OF PROPERTY

No action or matter with respect to acquisition or disposition of property of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

RESTATEMENT OF ACCOUNTS

No action or matter with respect to restatement of accounts of the Company will be taken pursuant to the solicitation of the written assent of stockholders.

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, 2024 (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 MV Holdings, Inc. to **Villar Land Holdings Corp.**

The foregoing amendment to the Articles of Incorporation of the Company was approved by the Board of Directors on November 27, 2024 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.

The change in corporate name is being undertaken to align and reflect the recent developments in the business of the Company, particularly, the acquisition of companies owning land in Villar City.

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 11, 2024 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 MV HOLDINGS, INC.
Attention: **The Corporate Secretary**
Fax No: 8873-2922
Email address: ir@goldenhaven.com.ph

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.

Shareholders may send in their written assent forms until fifteen (15) business days from distribution of the Definitive Information Statement. However, shareholders are advised that as soon as the affirmative votes reach at least 2/3 of the outstanding capital stock, equivalent to 429,411,766 common shares, the amendment to change the corporate name from Golden MV Holdings, Inc. to Villar Land Holdings Corp. 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 Stock Transfer Services, Inc., 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 MV Holdings, Inc.
San Ezekiel, C5 Extension
Las Piñas City, Philippines**

Attention: Estrellita S. Tan

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 _____.

GOLDEN MV HOLDINGS, INC.

By:



ESTRELLITA S. TAN
Chief Financial Officer
Chief Information Officer
Treasurer, Investor Relations Officer



GOLDEN MV HOLDINGS

December 18, 2024

Dear Stockholder,

The Board of Directors of **Golden MV Holdings, Inc.** ("HVN" or the "Company"), in a meeting held on November 27, 2024, resolved to amend the Articles of Incorporation of HVN to change its corporate name from Golden MV Holdings, Inc. to **Villar Land Holdings Corp.**

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 11, 2024 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 MV HOLDINGS, INC.

Attention: **The Corporate Secretary**
Fax No: 8873-2922
Email address: ir@goldenhaven.com.ph

Shareholders may send in their written assent forms until fifteen (15) business days from distribution of the Definitive Information Statement. However, shareholders are advised that as soon as the affirmative votes reach at least 2/3 of the outstanding capital stock, equivalent to 429,411,766 common shares, the amendment to change the corporate name from Golden MV Holdings, Inc. to Villar Land Holdings Corp. shall be considered approved by the stockholders.

Thank you very much.

Very truly yours, _____

GEMMA M. SANTOS
Corporate Secretary



GOLDEN MV HOLDINGS

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 MV Holdings, Inc. (the "**Company**") to change its corporate name from Golden MV Holdings, Inc. to **Villar Land Holdings Corp.**, the undersigned stockholder hereby votes as follows:

_____ **In favor of the amendment to change corporate name to VILLAR LAND HOLDINGS CORP.**

_____ **Against the amendment to change corporate name to VILLAR LAND HOLDINGS CORP.**

Printed Name and Signature of Stockholder

Number of Shares Held: _____

Date: _____