

DRAFT
FOR APPROVAL on the next Stockholders' Meeting
MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF

JOLLIVILLE HOLDINGS CORPORATION

Held on 21 June 2018 at 3:00 p.m.
20 Lansbergh Place
Tomas Morato Avenue corner Scout Castor Street.

TOTAL NUMBER OF SHARES OUTSTANDING	281,500,000
TOTAL NUMBER OF SHARES PRESENT/REPRESENTED AND ENTITLED TO VOTE	223,723,994

Before the start of the meeting, the following members of the Board of Directors present were introduced:

JOLLY L. TING
NANETTE T. ONGCARRANCEJA
ORTRUD T. YAO
MELODY T. LANCASTER
RODOLFO L. SEE
SERGIO R. ORTIZ-LUIS

CALL TO ORDER

The Chairman of the Board, Mr. Jolly Ting, called the meeting to order and presided over the same. The Corporate Secretary, Ms. Anna Francesca C. Respicio, recorded the minutes of the proceedings.

CERTIFICATION OF NOTICE AND QUORUM

The Secretary certified that, based on the following registry receipts from the Philippine Postal Corporation, notices of the meeting were sent to all shareholders of record as of 23 May 2018 in accordance with the provisions of the By-Laws. The Chairman instructed the Secretary to append the Certificate attesting to the mailing of notices to the original Minutes of the Meeting.

The Secretary certified that, based on the register of attendees and proxies as tabulated by the Stock Transfer Agent, out of Two Hundred Eighty One Million Five Hundred Thousand (281,500,000) shares of the total outstanding capital stock of the Corporation, Two Hundred Fifteen Million Two Hundred Sixty Eight Thousand Nine Hundred Ninety Two (215,268,992) shares were represented by proxy and Eight Million four Hundred Fifty Four Thousand Two (8,454,002) shares were present in person, or a total of Two Hundred Twenty Three Million Seven Hundred Twenty Three Thousand Nine Hundred Ninety Four (223,723,994) shares were present in person or by proxy representing an attendance of 79.48% of the total outstanding capital stock of the Corporation. Accordingly, the Secretary certified that a quorum existed for the transaction of business at hand.

**APPROVAL OF THE MINUTES OF THE
LAST STOCKHOLDERS' MEETING**

Upon motion duly made and seconded, the reading of the minutes of the last stockholders' meeting held on 14 June 2017 was dispensed with and the same was approved as circulated. Meanwhile, the Chairman opened the floor for questions about the Minutes of the 2017 Annual Stockholders' Meeting but none were raised.

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The Minutes of the said meeting was thereafter approved as circulated, with the shareholders voting as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of Minutes of the Previous Meeting of Stockholders	223,723,994	0	0

The following resolution was thereafter passed:

“**RESOLVED**, that the Minutes of the Annual Meeting of the Stockholders of **JOLLIVILLE HOLDINGS CORPORATION** held on June 14, 2017 is hereby approved.”

2017 REPORT ON OPERATIONS AND RESULTS

Chairman's Report

Last year was a year of mixed results for the Company and its subsidiaries. It was an especially difficult year for the power business as Ormin Power experienced significant decline in net income brought about by low energy offtake by ORMECO. Net income of ₱36.8 Million in 2016 fell to ₱8.3 M in 2017, posting a decline of 77%. There were delays and cost overruns in the construction of the 10MW Mini Hydro Project brought about by two typhoons during the construction period. It was difficult to keep up with the increasing capital requirements for the project and meet construction deadlines at a time when the Diesel operations could not operate at the optimal level.

On a brighter note, the other business posted good growth. The water business posted a growth of 5.5% in revenue and 3.8% in net income attributable to better results of Calapan Water. In Metro Agoo, our new franchise area, there was a 93.9% increase in service connections last year and operations became more efficient. Our leasing business grew by 7.4% and our technical service business grew by 5.0%. Operating income was recorded at ₱131 Million and net income of ₱92.3 Million last year.

This year, 2018, will be a year of firsts. The Hydro Power Plant project is currently at 94% completion and the plant should be commissioned by the end of July. This project has been the most ambitious and most capital extensive project that has been undertaken so far. Management is certainly excited to see this project completed after over 4 years of construction. We are confident that this project will open many doors for Ormin Power as a respected renewable energy company and create value for the Company.

Our newest venture, Jolly Waves Waterpark and Resort, the flagship project of the Company's subsidiary, Jolliville Leisure and Resort Corporation, is also currently under construction. This waterpark is set to launch in the last quarter of the year. The project is a 4.6 hectare themed waterpark in Calapan City that will offer visitors and residents of the Island of Mindoro an exciting water recreation destination.

Finally, the Company has closed the purchase agreement with Udenna Corporation last June 1. The Company sold its 62% stake in Philippine H2O Ventures Corp. to Udenna Corporation for a total consideration for ₱642 Million. This allowed the Company to unlock some value from the listed subsidiary. Proceeds of the sale will help finance the various projects of the Company. On top of this, we were able to increase our stake in the water businesses through Tubig Pilipinas Corp.'s acquisition of 99.8% of Calapan Waterworks Corporation for ₱442 Million.

The Chairman thanked the Board of Directors for their valuable guidance and the shareholders for their continued trust and support in the management.

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At the request of the Chairman, the Chief Financial Officer, Ms. Ortrud T. Yao, presented the following Report on the Corporation's Operations and Results for 2017.

Financial Report

Overall Performance

Ms. Yao stated off with presentation of the updated corporate structure of the Company and its operating subsidiaries. The Power Generation business is operated through Philippine Hydro Electric Ventures Inc. and its subsidiary Ormin Power Inc. or OPI. The water distribution business, previously under Philippine H2O Ventures Corp, is now under Tubig Pilipinas Corp., holding investments in Calapan Water and Metro Agoo Waterworks Inc. or MAWI. Management and Technical Services are undertaken by Jolliville Group Management Inc. and Servwell BPO International, while our leasing business is through Ormina Realty & Development Corp.

Each of the business segments contribute significantly to the overall financial performance of the Company. For 2017, 49% of the Revenues came from power generation segment, followed by 35% from water business. BPO or Technical services contributed 6% and Leasing, 10%. The utility businesses contribute bulk or 77% of the net income, but the BPO business and Leasing activities, despite their smaller percentage contribution in Revenues, contribute 23% to the overall profitability of the Company.

The consolidated annual revenues reached ₱665.6 Million for the year 2017 increasing by 4.2% from the previous year. For first quarter of the year, our revenues reached ₱161.3 Million, up by 11.6% against the same period last year. The increase in revenues are mostly driven by higher revenues in our water, leasing and service segments excluding power.

Jolliville Holdings Corporation

Gross income dropped by 1.6% and closed at 255.1 million in 2017 compared to 2016. While we were able to maintain cost of services at 2016 levels in most of our business segments, the lower than expected energy offtake by ORMECO, caused higher costs that outweighed gains from other segments. Fortunately, for the first quarter of 2018, gross income increased by 11.4% and closed at ₱66.0 Million due to increasing water revenues and higher rental revenues from our leased assets.

Operating income for the year 2017 decreased by 2.9% to ₱131.4 Million. While operating income from our water sector improved, lower power sales from our energy group offset these gains. For the first quarter of the year, operating income increased by 3.8% to ₱29.2 Million due to the increase in water and rental revenue despite the poorer results from our power segment.

Net income closed at ₱92.4 Million or decreased by 73.0% in 2017. For year end 2017, appraisal for the Group's investment properties reflected a fair market value appreciation of only P19.3 million as compared to ₱272.8 Million in 2016. For the quarter, net income improved by 16.7% compared to the same period last year. Again, this is due to increase in water revenues and higher rental revenues from our leased assets.

The consolidated financial ratios, our current ratio fell to 0.33 compared to 0.42 the prior year due to increased short term borrowings for working capital purposes. Our Debt to Equity Ratio increased but remained at healthy levels at 1.51. Net Profit Margin slightly dropped by 1% and is at 20%.

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Ormin Power, Inc. (OPI)

As stated, the lower power off take by ORMECO is the primary reason of less than ideal financial performance since 2017 up to present. OPI's power supply agreement with ORMECO dictates that ORMECO purchase 45,600,000 kwhrs of power from OPI. In the year 2016, ORMECO purchased 42,761,124 kwhrs, or 6.2% short of what is contracted and in 2017, ORMECO purchased 37,297,512 kwhrs or 18.2% short of what is contracted. The main reason for this lower-than-expected energy offtake is the ongoing rehabilitation being done to the distribution lines damaged by the typhoon. For the past year, ORMECO has allotted proportional dispatch among its power producers, contrary to our position that OPI should have first dispatch, it being the lowest cost power producer.

For the 1st quarter of 2018, low energy offtake remains to be a continuing concern. Despite power supply being available, energy offtake by ORMECO is 38% lower than contracted energy. As for the effective power rate, the ERC has not acted on our Motion for Reconsideration to grant us our applied rate of 2.95 versus the ERC approved final rate of 2.0931. However, ERC has issued a status quo order allowing us to collect 2.6920 while they deliberate on our motion.

For the first quarter of the year revenues are up by 7.5% mainly due to increase in fuel costs which form part of our power revenue. Our net income figures for the first quarter reflect a net loss of ₱0.7 Million compared to a net loss of ₱1.5 Million for the same period last year. The better results despite the lower dispatch are attributable to the higher provisional rates being charged while ERC's status quo order remains effective.

Tubig Pilipinas Corp. (Formerly: Tabuk Water Corp.)

Tubig Pilipinas Corp. is the new parent company and its subsidiary Calapan Waterworks operates the water system for both Calapan and Tabuk cities under two separate divisions. Metro Agoo Waterworks Inc, on the other hand, is a subsidiary of Calapan Water and operates the new water facility in the Municipality of Agoo.

The number of subscribers we serve has continued to increase. Last year, total number of subscribers for our three service areas totaled 20,182, up 13% from the year prior. As of the end of the first quarter, we are serving 20,668 subscribers in total, up 13% from the same period last year.

Non-Revenue Water ("NRW") for Calapan City for the year 2017 increased to 26%. NRW levels have been high the past two years due to flushing and disinfection of new lines. NRW levels should revert to low levels after completion of works in these expansion areas. For Tabuk City, NRW remained at 36% level. NRW for Tabuk has been problematic due to the deteriorating state of the LGU owned water system. For MAWI, NRW for 2017 decreased by 13% from 2016 levels and is now at 14%. The improvement in NRW was due to better utilization of water as our subscriber base grew on our 2nd year.

Revenues in 2017 increased by 5.5% due to additional service connections achieved in Calapan and Tabuk City and in the Municipality of Agoo. Revenues reached ₱235.3 Million compared to ₱223.1 Million in 2016. Consolidated Net income for the water business was ₱35.9 Million for 2017, growing by 3.8% year on year. Net income increased despite the losses of MAWI due to better performance of the Calapan Water operations.

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As for the first quarter, Water revenues increased compared to the same period last year, ending at ₱61.7 Million, up 15.8% percent. Management foresees this trend to continue as more new subscribers are connected to the Calapan, Tabuk and MAWI system and as production volume increase in these service areas. Net income for the first quarter increased by 29% to close at 8.9M for the quarter. The increase in Net income is primarily due to higher water service revenues.

Company's 2018 Outlook

For OPI, power offtake by ORMECO starting June has reverted to normal levels as NPC has completed rehabilitation of power distribution lines. ERC has also granted an extension for the Status Quo order for the power rates, allowing us to collect the higher Provisional Rate while they act on the Motion for Reconsideration on the Final Rates.

The 10MW Mini Hydro Power Plant is currently at 94% completion and we are scheduled to energize in the next few months.

For water operations, despite the negative contribution of MAWI to the consolidated income in the past 2 years, we remain optimistic about the growth opportunities within the Metro Agoo area. In Calapan, we are continuously building capacity to serve the growing subscriber base in the area.

Last but not the least, we have began a new venture and is currently developing a 4.6 hectare themed waterpark resort in Calapan City. Construction is at 67% completion and we hope to open by the last quarter of the year.

Thereafter, the Chairman opened the floor for questions to be raised on the report on the Corporation's operations. No questions, however, were raised by the shareholders present on the reports on the Corporation's operations and its Audited Financial Statements. No questions having been raised, the President's Report for the year ended December 31, 2017 together with the Audited Financial Statements for the Fiscal Year ended December 31, 2017, upon motion duly made and seconded, were approved:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of 2017 Operations and Results	223,723,994	0	0

The following resolution was likewise approved:

“RESOLVED, that the Reports by the Chairman and Chief Financial Officer on **JOLLIVILLE HOLDINGS CORPORATION**'s Operations and Results for 2017, together with the Audited Financial Statements for the year ended December 31, 2017, be approved.”

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RATIFICATION OF CORPORATE ACTS

The next item in the agenda was the ratification of the corporate acts.

After the motion to confirm, ratify, and approve all the acts of the Board of Directors and Officers of the Corporation from the date of the last meeting up to date of the present meeting was duly made and seconded; the Chairman opened the floor for issues to be taken up pertaining to the ratification of all corporate acts. No questions or issues, however, were raised about the corporate acts. Accordingly, motion was then approved as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Ratification of all acts of the Board of Directors and Officers from the date of the last meeting up to the date of the present meeting.	223,723,994	0	0

The following resolution was likewise approved:

“RESOLVED, that all acts of the Board of Directors and Officers of **JOLLIVILLE HOLDINGS CORPORATION** from the date of the last meeting of the shareholders on June 14, 2017 up to the date of this meeting, are hereby confirmed, ratified and approved.”

ELECTION OF DIRECTORS

The Chairman announced that the next item in the agenda is the election of the members of the Board of Directors for the ensuing year. He noted that the profiles of those nominated for election as members of the Board were included in the Company's Information Statement as well as in the Annual Report. The information included their age, nationality, qualifications, dates of first appointment and other directorships in publicly-listed companies.

After their nominations were duly made and seconded from the floor, and based on the results of voting, the following persons were elected as members of the Board of Directors of the Corporation for the year 2018-2019 after receiving the votes indicated opposite their names:

ELECTION OF DIRECTORS	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Jolly L. Ting	223,723,994	0	0
Nanette T. Ongcarranceja	223,723,994	0	0
Ortrud T. Yao	223,723,994	0	0
Melody T. Lancaster	223,723,994	0	0
Rodolfo L. See	223,723,994	0	0
Dexter E. Quintana	223,723,994	0	0
Sergio R. Ortiz-Luiz	223,723,994	0	0

Messrs. Quintana and Ortiz-Luis were elected to serve as the Corporation's Independent Directors, pursuant to

APPOINTMENT OF EXTERNAL AUDITOR

The Body next considered the appointment of the Corporation's external auditors for Year 2018. Mr. Rodolfo L. See, member of the Audit Committee announced that the Corporation's Audit Committee has recommended, and the Board of Directors has endorsed for the consideration of the shareholders, the re-appointment of Constantino Guadalquivir & Co. as the Corporation's external auditor for Year 2018

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No questions or objections having been raised by the shareholders present despite opportunity having been given by the Chairman, the proposal to re-appoint Constantino Guadalquiver & Co. as the Corporation's external auditor for Year 2018 was approved by the shareholders as follows based on the results of voting:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Appointment of Constantino Guadalquiver & Co. as External Auditor for 2018	223,723,994		0

The following resolution was likewise approved:

“RESOLVED, that Constantino Guadalquiver & Co. be re-appointed as the external auditor of **JOLLIVILLE HOLDINGS CORPORATION** for Year 2018.”

OTHER MATTERS

There were no other matters taken up during the meeting.

ADJOURNMENT

There being no other business to transact, the meeting was thereupon adjourned.

Attested:

JOLLY L. TING
Chairman

ANNA FRANCESCA C. RESPICIO
Corporate Secretary