

DRAFT ONLY

For Approval on the next Stockholders' Meeting

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF

JOLLIVILLE HOLDINGS CORPORATION

Held on 22 June 2023 at 3:00 p.m.
at the Principal Office of the Corporation

TOTAL NUMBER OF SHARES OUTSTANDING	281,500,000
TOTAL NUMBER OF SHARES PRESENT/REPRESENTED AND ENTITLED TO VOTE	205,358,194

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

JOLLY L. TING
NANETTE T. ONGCARRANCEJA
DEXTER E. QUINTANA
ORTRUD T. YAO
HERMINIO B. COLOMA JR. (Independent Director)
SERGIO R. ORTIZ-LUIS (Independent Director)

The presence of Atty. Mariel Angeli R. Quines, Secretary of the Meeting, as well as representatives of Reyes Tacandong & Co. was likewise acknowledged.

CALL TO ORDER

The Chairman of the Board, Mr. Jolly L. Ting, called the meeting to order and presided over the same. The Secretary of the Meeting, Atty. Mariel Angeli R. Quines, recorded the minutes of the proceedings.

CERTIFICATION OF NOTICE AND QUORUM

Upon request of the Chairman, the Secretary certified that notices of the meeting were sent to all shareholders of record as of 19 May 2023 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 Corporate Secretary, 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 Five Million Three Hundred Fifty Eight Thousand One Hundred Ninety Four (205,358,194) shares were represented by person or proxy, or an attendance of 72.95% of the total outstanding capital stock of the Corporation. Accordingly, the Secretary certified that a quorum existed for the transaction of business at hand.

The Chairman advised the body that the proxies received and the votes cast have been tabulated by the Corporate Secretary and validated by Philippine Stock Transfer, Inc., the Corporation's Stock Transfer Agent.

Further, to ensure a smooth flow of the proceedings, the Chairman reminded the stockholders that there will be sufficient opportunity to raise questions and comments after the presentation of the Report on the 2022 Operations and Results. Moreover, stockholders may also raise questions or comments after all matters in the agenda are concluded. It was requested that proper decorum be observed by the stockholders and if they have questions, they introduce themselves with their full name and, if acting as a proxy, mention the name of their principal.

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APPROVAL OF THE MINUTES OF THE LAST STOCKHOLDERS' MEETING

Upon motion duly made and seconded, the reading of the minutes of the Annual Stockholders' Meeting held on 13 June 2022 was dispensed with, as the same had been previously distributed to shareholders. The Chairman then opened the floor for questions regarding the Minutes, but none was raised.

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	205,358,194	0	0

The following resolution was likewise approved:

“RESOLVED, that the Minutes of the Annual Meeting of the Stockholders of **JOLLIVILLE HOLDINGS CORPORATION** held on 13 June 2022 is hereby approved.”

2022 REPORT ON OPERATIONS AND RESULTS

Chairman's Message

The Chairman addressed the body, stating that the year 2022 was quite unique as plenty of significant events had transpired, both locally, with the holding of the Philippine national elections, and globally, with the Russia-Ukraine war. Expounding on the latter, the war certainly affected the local power industry, including the National Power Corporation which fell short on funds for fuel subsidies to be provided to independent power producers such as Ormin Power. However, the Chairman stated, despite the challenges brought about by the recent year, in 2022, the Corporation posted Revenues amounting to Php1.4 Billion, and a Net Income amounting to Php236 Million. The Chairman stated that the Corporation's good performance in 2022 was largely attributed to the changes and adjustments it made during the pandemic. Cutting overhead expenses and finding more efficient solutions were instrumental in mitigating the effects of high inflation in the previous year.

For the ensuing year, the Corporation remains optimistic that the economy will continue to improve, and that inflation will revert to more acceptable levels. However, the effects of higher borrowing costs, ranging 2-2.5% higher than pre-pandemic rates, continue to be felt. This notwithstanding, the Corporation is headstrong in its goal to build capacity and a larger workforce, to mobilize recovery and growth.

The Chairman ended his speech thanking the stockholders for their continued trust and support in Jolliville Holdings Corporation and its subsidiaries.

At the request of the Chairman, the Chief Financial Officer, Ms. Ortrud T. Yao, then presented the following Report on the Corporation's Operations and Results for 2022.

Financial Report

Ms. Yao presented the financial results of the Company and its operating subsidiaries for the year 2022 and the quarter ended 31 March 2023.

Ms. Yao informed the body that for the year 2022, Jolliville Holdings Corporation posted Php1.45 Billion in revenues. Its power, real estate, water, and leasing businesses were all profitable and performed to expectations, while its BPO business was still recovering from its losses. Overall, the consolidated operations posted Php235.9 Million in Net Income.

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First presented were the financial highlights of its leasing and real estate businesses, Jolliville Holdings Corporation and Ormina Realty and Development Corporation. She reported that rental revenues increased by 123.4%, from Php15.8 Million in 2021 to Php35.3 Million in 2022, as the leasing operations were starting to recover, due to the easing of the COVID-19 restrictions. Net Income, which was composed mostly of fair market value gains on the real estate portfolio, decreased by 78.1%, from Php169 Million in 2021 to Php37 Million in 2022. For the first quarter of 2023, rental fees continued to improve, increasing by 129.8%, from Php5.7 Million Pesos in the first quarter of 2022 to Php13.1 Million Pesos for the same period this year. Net Income improved by 120.0%, from a Net Loss of Php3.5 Million Pesos in 2022 to a Net Income of Php700 Thousand Pesos in 2023.

Next discussed were the financial highlights of its BPO and Management Services segment, Servwell BPO International Inc. and Jolliville Group Management Inc. (JGMI).

In 2022, most of Servwell's clients reopened their businesses, after the ease of COVID-19 restrictions. With the smaller contracts secured during the pandemic, and the stability of JGMI clients, the segment saw a 39.5% increase in Service Revenues, allowing it to reduce its losses by 7.7%. Further, Net Loss from this segment was reduced to Php4.1 Million in 2022, compared to Php11.8 Million the year prior. For the first quarter of 2023, Revenues increased by 34.8% compared to the same period last year, as full rates have already been charged to clients, compared to discounted rates in the past year. The segment incurred a Php1.8 Million in Losses for said period, due to increase in Salaries and Wages. Ms. Yao emphasizes the Group's confidence that both Servwell and JGMI will perform positively starting the next half of 2023.

Next, Ms. Yao discussed the financial highlights of its water business, Calapan Waterworks Corporation, which operates the water system for Calapan and Tabuk cities under two separate divisions. In 2022, for the Tabuk operations, water subscribers grew by 3.2%, while for the Calapan operations, subscribers grew by 4.5%. For both service areas, total number of subscribers amounted to 24,385, or 4.3% higher compared to the prior year. For the first quarter of 2023, total number of subscribers amounted to 24,687, or an increase of 4.5% from the same period last year.

Revenues in 2022 increased by 3.4% and reached Php280.3 Million, compared to Php271.2 Million in 2021. The increase in revenue was attributable to the increase in subscribers and higher production volume in service areas. Further, Net Income amounted to Php31.2 Million for 2022, or a decrease of 4.3% from last year's values. The decrease in Net Income was mainly due to higher operating and maintenance expenses, particularly power costs which increased by 42% last year.

For the first quarter of 2023, Revenues increased by 4.2% compared to the same period last year, at Php69.5 Million, while Net Income increased by 29.5% compared to the same period last year, at Php18.5 Million. The increase was due to having retirement payouts in 2022, and none in 2023.

Ms. Yao next discussed the financial performance of Ormin Power Inc. (OPI). Sales in 2022 amounted to Php1.12 Billion, an increase of 14.0% from the previous year. Further, Net Income of Php172.9 Million was incurred, or an 16.9% increase from last year's Net Income at Php147.9 Million. The increase in net income was mainly attributable to the booking of higher Renewable Energy incentives available to the Inabasan Hydro Power Plant.

For the first quarter of 2023, OPI billed ORMECO with 14.8 Million kilowatt hours for Calapan Diesel Power Plant, similar to this period last year. For the Inabasan Hydro Plant, OPI was able to generate 14.6 Million kilowatt hours of power, which was 1.8% higher than the same period last year. As to Revenues, it increased by 10.5%, from Php239 Million last year to Php265.2 Million this year. Net Income, however, dropped by 19.8%, from Php38.7 Million in the first quarter of 2022 to Php31.0 Million for the same period this year. This was due to higher operating costs for the aging Calapan Diesel Power Plant. While it is expected that this trend will continue until then end of the contract in 2026, the Operational Team is exerting its efforts in order to minimize costs.

After discussing the highlights of the different segments, Ms. Yao moved on to the discussion on the consolidated financial performance of Jolliville Holdings Corporation (JOH).

For 2022, 77% of Revenues came from the power business, followed by 20% from the water distribution business. Leasing and BPO businesses contributed 2% and 1% each. As to Net

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Income, 73% came from the power segment, while 16% came from real estate fair market value gains. Water business contributed 13%, while technical services gave a negative contribution of -2%.

The Consolidated Annual Revenues for 2022 amounted to Php1.45 Billion, a 13.3% increase from last year's values. The increase in Revenue was mostly driven by the power segment. Further, for the first quarter of 2023, Revenues reached Php351.2 Million, which was an increase of 11.5% from the same period in 2022. The increase in Revenue was mostly driven by higher revenues from the power business.

As to Net Income, in 2022, JOH posted a Net Income of Php235.9 Million, or a decrease of 44.3% from its figure in 2021 at Php313.6 Million, mainly due to lower fair value gain on investment properties amounting to Php60.2 Million. For the first quarter of 2023, Net Income totaled Php45.6 Million, a slight decrease of 0.7% compared to the same period last year, due to lower income from the power segment.

As to the consolidated financial ratios, the Current Ratio improved to 0.58 compared to 0.46 the prior year, primarily due to increase in cash and receivables. The Debt to Equity Ratio decreased from 1.01 to 0.96, due to loan payments made. Ms. Yao explained that the financial ratios show that JOH's consolidated financials remain healthy.

Ms. Yao ended her report with the corporate outlook for 2023, stating that Jolliville Group is confident that all business segments will recover and perform satisfactorily this year. The Group continues to review their operations across all segments, and looks for ways to improve efficiency. For the power and water business, which was JOH's lifeline during the pandemic, the Group continues to look for opportunities for expansion. Given the continuous appreciation of real estate investments, the Group will conduct studies on how said assets can be better utilized, in the hopes of creating more value for the Jolliville Group.

Thereafter, the Chairman opened the floor for question to be raised on the report on the Corporation's Operations and Results for 2022.

No question being raised, the 2022 Annual Report, together with the Audited Financial Statements for fiscal year ended 31 December 2022, upon motion duly made and seconded, was approved as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Approval of 2022 Operations and Results and Audited Financial Statements	205,358,194	0	0

The following resolution was likewise approved:

“RESOLVED, that the 2022 Annual Report on the operations of **JOLLIVILLE HOLDINGS CORPORATION** together with the Audited Financial Statements and accompanying notes thereto for the year ended 31 December 2022, be 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. Mr. Sergio Ortiz-Luiz, Jr., Chairperson of the Corporate Governance Committee, announced the candidates for election as members of the Board of Directors. 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, the following stockholders receiving the votes indicated opposite their names were elected as directors for the year 2023-2024, to serve as such until their successors have been duly elected and qualified:

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Nominee	No. of Votes Received	No. of Negative Votes / Abstentions
Jolly L. Ting	205,358,194	-nil-
Nanette T. Ongcarranceja	205,358,194	-nil-
Ortrud T. Yao	205,358,194	-nil-
Rodolfo L. See	205,358,194	-nil-
Dexter E. Quintana	205,358,194	-nil-
Sergio R. Ortiz-Luiz, Jr.	205,358,194	-nil-
Herminio B. Coloma, Jr.	205,358,194"	-nil-

Messrs. Ortiz-Luis and Coloma were elected to serve as the Corporation's Independent Directors. The stockholders approved the extension of the term of Mr. Segio Ortiz-Luis Jr. to serve as Independent Director for 2023-2024.

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, the 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.	205,358,194	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 stockholders' meeting on 13 June 2022 up to the date of this meeting, are hereby confirmed, ratified and approved.”

APPOINTMENT OF EXTERNAL AUDITOR

The Body next considered the appointment of the Corporation's external auditor for Year 2022. Mr. Herminio Coloma Jr., the Chairman 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 Reyes Tacandong & Co. as the Corporation's external auditor for Year 2023. Accordingly, the motion was approved as follows:

AGENDA ITEM	VOTES IN FAVOR	VOTES AGAINST	ABSTAIN
Appointment of Reyes Tacandong & Co. as External Auditor for 2022	205,358,194	0	0

The following resolution was likewise approved:

“RESOLVED, that **JOLLIVILLE HOLDINGS CORPORATION** (the ‘Corporation’) hereby approves the re-appointment of Reyes Tacandong & Co. as the Corporation's external auditor for the year 2023”

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ADJOURNMENT

There being no other business to transact, the meeting, upon motion duly made and seconded, was thereupon adjourned.

Attested:

JOLLY L. TING
Chairman

ANNA FRANCESCA C. RESPICIO
Corporate Secretary