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**SECURITIES AND EXCHANGE COMMISSION**

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J O L L I V I L L E H O L D I N G S
C O R P O R A T I O N
(Company's Full Name)

4 F 2 0 L A N S B E R G H P L A C E B L D G .
1 7 0 T O M A S M O R A T O A V E . , Q . C .
(Business Address: No. Street City / Town / Province)

ANNA FRANCESCA C. RESPICIO
Contact Person

632-09-05
Company Telephone Number

1 2 3 1
Month Day
Fiscal Year

Month of Month Day
Annual Meeting

L E T T E R
FORM TYPE

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders
Total Amount of Borrowings
Domestic Foreign

To be Accomplished by SEC Personnel concerned

File Number

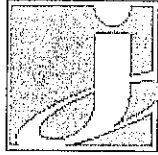
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JOLLIVILLE HOLDINGS CORPORATION

9 January 2015

SECURITIES AND EXCHANGE COMMISSION

SEC Bldg. EDSA, Greenhills
Mandaluyong City, Metro Manila

Attention: **Atty. Justina F. Callangan**
Director
Corporate Governance Finance Department

Re: Jolliville Holdings Corporation (the "Corporation" or "JOH")
Consolidated changes in Annual Corporate
Governance Report for the year 2014

Gentlemen:

In compliance with SEC Memorandum Circular No. 12, Series of 2014, please see attached Secretary's Certificate on consolidated changes in the Corporation's annual corporate governance report for the year 2014.

Thank you for your kind attention.

Very truly yours,

ANNA FRANCESCA C. RESPICIO
Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
PASIG CITY, METRO MANILA) S.S.

SECRETARY'S CERTIFICATE

ANNA FRANCESCA C. RESPICIO, of legal age, Filipino, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila, being the duly elected and qualified Corporate Secretary of **JOLLIVILLE HOLDINGS CORPORATION** (the "Corporation"), a corporation organized and existing under the laws of the Philippines, under oath, does hereby certify that the following items in the Corporation's Annual Corporate Governance Report have been amended to reflect the updates for the year 2014:

- Item A (1) a: Composition of the Board; Attached as Annexes "A" and "B" is the minutes of the Annual Stockholders' Meeting held on June 25, 2014¹ and excerpt of the Organizational Meeting of the Board of Directors held on the same day, respectively.

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) ²	Elected when (Annual /Special Meeting)	No. of years served as director
<u>JOLLY L. TING</u>	<u>ED</u>	<u>N/A</u>	<u>Dexter E. Quintana</u>	<u>09-06-1986</u>	<u>06-25-2014</u>	<u>ASM</u> <u>06-25-2014</u>	<u>28</u>
<u>NANETTE T. ONGCARRANCE JA</u>	<u>ED</u>	<u>N/A</u>	<u>Rodolfo L. See</u>	<u>03-02-2000</u>	<u>06-25-2014</u>	<u>ASM</u> <u>06-25-2014</u>	<u>14</u>
<u>ORTRUD T. YAO</u>	<u>ED</u>	<u>N/A</u>	<u>Ortrud T. Yao</u>	<u>07-20-2001</u>	<u>06-25-2014</u>	<u>ASM</u> <u>06-25-2014</u>	<u>13</u>
<u>MELODY T. LANCASTER</u>	<u>ED</u>	<u>N/A</u>	<u>Nanette T. Ongcarranceja</u>	<u>06-25-2014</u>	<u>06-25-2014</u>	<u>ASM</u> <u>06-25-2014</u>	<u>1</u>
<u>DEXTER E. QUINTANA</u>	<u>ID</u>	<u>N/A</u>	<u>Lourdes G. Ting</u>	<u>07-20-2001</u>	<u>06-25-2014</u> <u>(1 year)</u>	<u>ASM</u> <u>06-25-2014</u>	<u>11</u>
<u>SERGIO R. ORTIZ-LUIS JR.</u>	<u>ID</u>	<u>N/A</u>	<u>Nanette T. Ongcarranceja</u>	<u>06-25-2014</u>	<u>06-25-2014</u> <u>(1 year)</u>	<u>ASM</u> <u>06-25-2014</u>	<u>4</u>
<u>RODOLFO L. SEE</u>	<u>NED</u>	<u>N/A</u>	<u>Jolly L. Ting</u> <u>(close friend)</u>	<u>06-29-2006</u>	<u>06-15-2012</u>	<u>ASM</u> <u>06-25-2014</u>	<u>6</u>

¹ For approval on the next stockholders' meeting.

² Reckoned from the election during the annual stockholders meeting.

2. Item A (1) d (i): Directorship in Company's Group

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
MELODY T. LANCASTER	Calapan Ventures Inc.	ED
	Jollville Holdings Corporation	ED
	Melan Properties Corp.	ED
	Kenly Resources Inc.	ED
	Febra Resources Corp.	ED
	Elgeete Holdings Inc.	ED
	A-net Resources Corp.	NED
	Oltru Holdings Corp.	NED
SERGIO R. ORTIZ-LUIS JR.	Calapan Ventures Inc.	ID

3. Item A (1) e: Shareholding in Company

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
JOLLY L. TING	959,999	None	0.3410%
NANETTE T. ONGCARRANCEJA	500,001	None	0.1776%
RODOLFO L. SEE	5,994,000	None	2.1293%
ORTRUD T. YAO	1,000,001	None	0.3552%
MELODY T. LANCASTER	1	None	0.0%
DEXTER E. QUINTANA	854,001	None	0.3034%
SERGIO R. ORTIZ-LUIS JR.	1,000	None	0.0000%

4. Item C (2): Attendance of Directors.

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman/President	JOLLY L. TING	ASM 6/25/14	12	12	100%
Director	NANETTE T. ONGCARRANCEJA	ASM 6/25/14	12	12	100%
Director	MELODY T. LANCASTER*	ASM 6/25/14	12	7	100%
Director	ORTRUD T. YAO	ASM 6/25/14	12	12	100%
Director	RODOLFO L. SEE	ASM 6/25/14	12	11	91.67%
Independent Director	SERGIO R. ORTIZ-LUIS JR.**	ASM 6/25/14	12	6	85.71%
Independent Director	DEXTER E. QUINTANA	ASM 6/25/14	12	12	100%

*Elected during the annual stockholders' meeting held on June 25, 2014.

** Elected as Independent Director in the Organizational Meeting of the Board of Directors held on 25 June 2014.

5. Item C (5) d: Training of Company Secretary:

Yes. Atty. Anna Francesca C. Respicio, the corporate secretary, has extensive experience in corporate law practice and possesses administrative and interpersonal skills.

6. Item D (3): Aggregate Remuneration.

REMUNERATION SCHEME	DATE OF STOCKHOLDERS' APPROVAL
<i>The remuneration scheme, as disclosed to the stockholders via SEC Form 20-IS, is ratified by the stockholders as part of the acts of the Board of Directors of the Company on the previous year during each annual stockholders' meeting.</i>	<u>25 June 2014</u>

7. Item E (2) a: Executive Committee. Attached as Annex "B" is an excerpt of the Organizational Meeting of the Board of Directors held on 25 June 2014.

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	JOLLY L. TING	ASM 6/25/14	<u>12</u>	<u>12</u>	<u>100%</u>	<u>28</u>
Member (ED)	NANETTE T. ONGCARRANCEJA	ASM 6/25/14	<u>12</u>	<u>12</u>	<u>100%</u>	<u>14</u>
Member (ED)	ORTRUD T. YAO	ASM 6/25/14	<u>12</u>	<u>12</u>	<u>100%</u>	<u>13</u>

8. Item E (2) b: Audit and Risk Committee Attached as Annex "B" is an excerpt of the Organizational Meeting of the Board of Directors held on 25 June 2014.

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	DEXTER E. QUINTANA	ASM 6/25/14	<u>12</u>	<u>12</u>	<u>100%</u>	<u>13</u>
Member (NED)	RODOLFO L. SEE	ASM 6/25/14	<u>12</u>	<u>11</u>	<u>91.67%</u>	<u>8</u>
Member (ED)	ORTRUD T. YAO	ASM 6/25/14	<u>12</u>	<u>12</u>	<u>100%</u>	<u>11</u>

9. Item E (2) c: Nomination Committee. Attached as Annex "B" is an excerpt of the Organizational Meeting of the Board of Directors held on 25 June 2014.

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	MELODY T. LANCASTER	ASM 6/25/14	12	7	100%	1
Member (ID)	DEXTER E. QUINTANA	ASM 6/25/14	12	12	100%	13
Member (ED)	NANETTE T. ONGCARRANCEJA	ASM 6/25/14	12	12	100%	14

10. Item E (2) d: Remuneration Committee. Attached as Annex "B" is an excerpt of the Organizational Meeting of the Board of Directors held on 25 June 2014.

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	NANETTE T. ONGCARRANCEJA	ASM 6/25/14	12	12	100%	14
Member (ED)	ORTRUD T. YAO	ASM 6/25/14	12	12	100%	13
Member (ID)	SERGIO R. ORTIZ-LUIS JR.	ASM 6/25/14	12	6	85.71%	1

11. Item F (1) c: Period Covered by the Review

The period covered by the review is from 1 January 2014 up to 31 December 2014.

12. Item G (1) c: Period Covered by the Review

The period covered by the review is from 1 January 2014 up to 31 December 2014.

13. Item I (1) a: Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
Elgeete Holdings Inc.	120,000,000	42.63%	Elgeete Holdings Inc.
PCD Nominee Corporation - Filipino	96,659,739	34.34%	Various stockholders/ Clients

Myron Ventures Corp.	18,000,000	6.39%	Myron Ventures Corp.
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Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Jolly L. Ting	959,999	N/A	0.34%
Nanette T. Ongcarranceja	500,001	N/A	0.17%
Melody T. Lancaster	1	N/A	0.00%
Ortrud T. Yao	1,000,001	N/A	0.36%

14. Item I (3): External Auditor's Fee:

Name of auditor	Audit Fee	Non-audit Fee
Constantino Guadalquivier & Co.	Php 1,074,500	None

15. Item J (1) d (3): Notices to the AGM

- a. Date of sending out notices: 4 June 2014
- b. Date of the Annual/Special Stockholders' Meeting: 25 June 2014

16. Item J (1) d (6): Publishing of ASM Results:

The results of the annual meeting of stockholders were disclosed on 25 June 2014.

17. Item J (6) f (i): Stockholders Attendance. Please see minutes of the Annual Stockholders' Meeting held on June 25, 2014 attached as Annex "A"


Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
<u>Annual Stockholders Meeting</u>	<u>Directors:</u> (1) <u>Jolly L. Ting</u> (2) <u>Nanette T. Ongcarranceja</u> (3) <u>Melody T. Lancaster</u> (4) <u>Rodolfo L. See</u> (5) <u>Dexter E. Quintana</u> (6) <u>Sergio R. Ortiz-Luis Jr.*</u>	<u>June 25, 2014</u>	<u>Viva voce</u>	<u>4.56%</u>	<u>82.40%</u>	<u>86.96%</u>

* Note that Mr. Sergio R. Ortiz-Luis was elected during Organizational Meeting of the Board of Directors held shortly after the Annual Stockholders' Meeting

18. Item J (6) i: Definitive Information Statements and Management Report

Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	<u>4 June 2014</u>
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	<u>4 June 2014</u>

IN ATTESTATION OF THE ABOVE, this Certificate was signed this 9th day of January 2015 at Pasig City, Metro Manila.


ANNA FRANCESCA C. RESPICIO
Assistant Corporate Secretary

SUBSCRIBED AND SWORN to before me this 9th day of January 2015 at Manila, affiant exhibiting to me her Community Tax Certificate No. 12567208 issued on 8 January 2015 at Manila and TIN 419-191-112 as her competent evidence of identity.

ATTY. JOEL C. GORDOLA
NOTARY PUBLIC

COMMISSION EXPIRES DEC. 31, 2015
PTR NO. 0560688 1/05/2015, Q.C.
ROLL OF ATTORNEY NO. 25103.

Doc. No. 484;
Page No. 1;
Book No. 12;
Series of 2015.

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MINUTES OF THE ANNUAL STOCKHOLDERS MEETING OF

JOLLIVILLE HOLDINGS CORPORATION

Held at its principal office
on 25 June 2014

PRESENT IN PERSON OR BY PROXY	NO. OF SHARES
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Total number of shares present	244,790,847
Total number of shares entitled to vote	281,500,000

CALL TO ORDER

At the request of the stockholders present, the Chairman, Mr. Jolly L. Ting, called the meeting to order and presided over the same. The Assistant Corporate Secretary, Ms. Ortrud T. Yao, recorded the minutes of the proceedings.

CERTIFICATION OF QUORUM

Majority of the stockholders being present in person or represented by proxy, the Corporate Secretary certified that a quorum existed for the transaction of business at hand.

Upon request of the Chairman, the Secretary confirmed notices of the meeting were sent to all shareholders of record 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.

Thereafter, the Secretary certified that, based on the register of attendees and proxies, out of the Two Hundred Eighty One Million Five Hundred Thousand, (281,500,000) shares of the total outstanding capital stock of the Corporation, there were present in person or by proxy, Two Forty Four Million Seven Hundred Ninety Thousand Eight Hundred Forty Seven (244,790,847) shares representing an attendance of Eighty Six and 96/100 percent (86.96%) 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
PREVIOUS STOCKHOLDERS' MEETING**

Upon motion duly made and seconded, the reading of the minutes of the last stockholders' meeting held on 3 July 2013 was dispensed with and the same was approved as circulated.

**PRESIDENT'S REPORT AND
2013 FINANCIAL STATEMENTS**

The Chairman presented the Corporation's report for the year 2013. After his report, Ms. Ortrud T. Yao, the Corporation's Chief Financial Officer, presented the Corporation's financial report. She informed the stockholders of the financial performance of the Corporation in 2013 with the aid of a powerpoint presentation.

The stockholders, upon motion made and duly seconded, and there being no objections, noted and approved the Audited Financial Statements for the Fiscal Year ended 31 December 2013.

RATIFICATION OF CORPORATE ACTS

Upon motion duly made and seconded, all the acts of the Board of Directors and Officers of the Corporation from the date of the last stockholders' meeting to the present in all respects were confirmed, ratified and approved.

ELECTION OF DIRECTORS

Upon nominations made and duly seconded, the following persons were unanimously elected as members of the Board of Directors of the Corporation for the year 2014-2015, to serve as such until their successors shall have been duly elected and qualified:

Jolly L. Ting	- Director
Melody T. Lancaster	- Director
Nanette T. Ongcarranceja	- Director
Ortrud T. Yao	- Director
Rodolfo L. See	- Director
Dexter E. Quintana	- Independent Director

In compliance with the requirements of the Revised Code of Corporate Governance and Rule 38 of the Revised Implementing Rules of the Securities Regulation Code, Mr. Dexter E. Quintana was elected as an independent director of the Corporation, as endorsed by the Corporation's Nomination Committee in its meeting of June 18, 2014.

APPOINTMENT OF EXTERNAL AUDITOR

Upon recommendation from the Board of Directors, the stockholders voted for the reappointment of the auditing firm of Constantino Guadalquiver and Co. as the Corporation's external auditor for the year 2014-2015. Upon motion made and duly seconded, the following resolution was approved:

"RESOLVED, that the auditing firm of Constantino Guadalquiver and Co. be re-appointed as the Corporation's external auditor for the year 2014-2015."

ADJOURNMENT

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

Attested by:

JOLLY L. TING
Chairman of the Meeting

ORTRUD T. YAO
Assistant Corporate Secretary

SECRETARY'S CERTIFICATE

ANNA FRANCESCA C. RESPICIO, of legal age, Filipino, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, Metro Manila, being the duly elected and qualified Corporate Secretary of **JOLLIVILLE HOLDINGS CORPORATION** (the "Corporation"), a corporation organized and existing under the laws of the Philippines, under oath, does hereby certify that:

1. During the Organizational Meeting of the Board of Directors on 25 June 2014, Mr. Sergio R. Ortiz-Luis, Jr. was elected as an independent director.

2. The following members of the Board of Directors were appointed as members of the following Board Committees during the Organizational Meeting of the Board of Directors on 25 June 2014:

Executive Committee

1. Jolly L. Ting (Chairman)
2. Nanette T. Ongcarranceja
3. Ortrud T. Yao

Audit & Risk Committee

1. Dexter E. Quintana (Chairman)
2. Rodolfo L. See
3. Ortrud T. Yao

Nomination Committee

1. Melody T. Lancaster (Chairman)
2. Dexter E. Quintana
3. Nanette T. Ongcarranceja

Compensation and Remuneration Committee

1. Nanette T. Ongcarranceja (Chairman)
2. Ortrud T. Yao
3. Sergio R. Ortiz-Luis, Jr.

IN ATTESTATION OF THE ABOVE, this Certificate was signed this 9th day of January 2015 at Pasig City, Metro Manila.


ANNA FRANCESCA C. RESPICIO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 9th day of January 2015 at Pasig City, affiant exhibiting to me her Community Tax Certificate No. 12567208 issued on 8 January 2015 at Manila and TIN 419-191-112 as her competent evidence of identity. **JOEL G. GORDOLA**

NOTARY PUBLIC

COMMISSION EXPIRES DEC. 31, 2015
PTR NO. 0560688 1/05/2015, Q.C.
ROLL OF ATTORNEY NO. 25102

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