

MINUTES OF THE ORGANIZATIONAL MEETING OF THE
BOARD OF DIRECTORS OF

JOLLIVILLE HOLDINGS CORPORATION

Held at its principal office
on 3 July 2013

PRESENT:

JOLLY L. TING
NANETTE T. ONGCARRANCEJA
LOURDES G. TING
DEXTER E. QUINTANA
ERNESTO S. ISLA
RODOLFO L. SEE
ORTRUD T. YAO

CALL TO ORDER

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

All of the members of the Board being present, the Corporate Secretary certified the existence of a quorum for the transaction of business at hand.

ELECTION OF OFFICERS AND COMMITTEE MEMBERS

The Chairman opened the nominations for the election of the Corporation's officers. Upon nominations duly made and seconded, the Board elected the following persons to the positions set forth opposite their names for the year 2013-2014, to serve as such until their successors shall have been duly elected and qualified:

Jolly L. Ting	-	Chairman/CEO
Nanette T. Ongcarranceja	-	President/COO
Lourdes G. Ting	-	Vice President
Maria Cecilia V. Soria	-	Corporate Secretary
Ortrud T. Yao	-	Treasurer/CFO, Assistant Corporate Secretary and Compliance Officer

The following were likewise elected as members of the different Board committees for the year 2013-2014 pursuant to the Corporation's By-Laws and Manual of Corporate Governance, to serve as such for the ensuing year and until their successors shall have been duly elected and qualified:

Executive Committee

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

ORIGINAL

Audit and Risk Committee

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

Nomination Committee

- 1. Lourdes G. Ting (Chairman)
- 2. Dexter E. Quintana
- 3. Nanette T. Ongcarranceja

Compensation and Remuneration Committee

- 1. Nanette T. Ongcarranceja (Chairman)
- 2. Ortrud T. Yao
- 3. Ernesto S. Isla

ADJOURNMENT

There being no other matters to be discussed, the meeting was thereupon adjourned.



JOLLY L. TING




NANETTE T. ONGCARRANCEJA



ORTRUD T. YAO



LOURDES G. TING



DEXTER E. QUINTANA



RODOLFO L. SEE



ERNESTO S. ISLA

Attested by:



JOLLY L. TING
Chairman



ORTRUD T. YAO
Assistant Corporate Secretary

ORIGINAL

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
JOLLIVILLE HOLDINGS CORPORATION

Held at the Principal office of the Corporation
on April 30, 2014

DIRECTORS' PRESENT

JOLLY L. TING
NANETTE T. ONGCARRANCEJA
LOURDES G. TING
ORTRUD T. YAO
DEXTER QUINTANA
RODOLFO L. SEE
ERNESTO S. ISLA

1. CALL TO ORDER

The President, Ms. Nanette T. Ongcarranceja, called the meeting to order and presided over the same. Ms. Ortrud T. Yao acted as Secretary of the meeting and recorded the minutes of the proceedings.

2. SECRETARY'S PROOF OF NOTICE AND DETERMINATION OF QUORUM

All of the members of the Board of Directors being present, the Secretary certified that notices of the meeting had been sent to all directors and further certified the existence of a quorum for the transaction of the business at hand.

3. RENEWAL OF LOAN WITH RIZAL COMMERCIAL BANKING CORPORATION (RCBC)

The Management recommended to the Board the renewal of Loan with RIZAL COMMERCIAL BANKING CORPORATION

Upon motion made and duly seconded, the Board approved the following resolutions:

“RESOLVED, that RIZAL COMMERCIAL BANKING CORPORATION (the “Bank”) and /or any of its branches, be as it hereby is designated as the depository of the moneys and funds of this Corporation and that each of the officers, agents and employees of this Corporation is hereby authorized to deposit any of the Corporation’s funds in said Bank, and said Bank is hereby authorized to pay, encash or otherwise honor and charge to this Corporation, without inquiry as to whether the same be drawn or required for the Corporation’s business or benefit, any and all checks, notes, drafts, bills of exchange, acceptances, orders or other instruments for the payment of money or other withdrawal of funds, including those which may cause an overdraft, when assigned, made, drawn, accepted or endorsed on behalf of or in the name of this Corporation by any of the following officers:

	NAME	POSITION
1.	Jolly L. Ting	Chairman
2.	Nanette T. Ongcarranceja	President
3.	Ortrud T. Yao	Chief Financial Officer

RESOLVED FURTHER, that the Bank is authorized to receive for deposit or collection any items purporting to be endorsed in the name of the Corporation, and hereby ratifying and approving all that the Bank may do or cause to be done, including execution of agreements or contracts with such authorized officers, or acting on the instructions, whether written or verbal, of said authorized officers, on matters relating to the Bank accounts of the Corporation;

RESOLVED FURTHER, that any of the following officers:

	NAME	POSITION
1.	Jolly L. Ting	Chairman
2.	Nanette T. Ongcarranceja	President
3.	Ortrud T. Yao	Chief Financial Officer

be, as they/he are/is hereby, authorized to negotiate, apply for, borrow and obtain loans and other credit accommodations for this Corporation from said Bank in such amount and under such terms as are or may be required by the Bank, including the renewals, extensions, increases or restructuring thereof, and to make, execute, sign and deliver promissory notes, drafts, acceptances, agreements and any other agreement of this Corporation, in the form satisfactory to said Bank and as security thereof, to assign, pledge or mortgage, bills of account, receivables, warehouse receipts, shares of stocks, merchandise, real estate or any other property of any nature or description now held or may be held by and belonging to this Corporation, as may be required and may be acceptable to the Bank;

RESOLVED FINALLY, that all the foregoing authorities shall continue to be in full force and effect until revoked or modified by a resolution to that effect adopted by the board of directors of the Corporation, duly attested in a notarized certificate, issued by its duly-appointed Corporate Secretary and conveyed in a written notice actually received by the Bank at its office where the account of the Corporation is then maintained, provided that such notice shall not be effective with respect to any exercise of said authorities prior to the receipt thereof, nor with respect to any checks or other instrument for the payment of money or the withdrawal of funds dated to the date of such notice, but presented to the Bank prior to the receipt of such notice; and said Bank is hereby authorized at all times to rely upon the latest notice, certificate or communication received by it when so authenticated by the Secretary or as Assistant Secretary of this Corporation.”

4. **ENTER INTO A MUTUAL CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENT WITH RIZAL COMMERCIAL BANKING CORPORATION (RCBC)**

The Management recommended to the Board to enter into Mutual Confidentiality and Non-Disclosure Agreement with RIZAL COMMERCIAL BANKING CORPORATION (RCBC).


Upon motion made and duly seconded, the Board approved the following resolutions:

“RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors unanimously approved to enter into a Mutual Confidentiality and Non-Disclosure Agreement with RIZAL COMMERCIAL BANKING CORPORATION (RCBC).

RESOLVED, FURTHER, that the President Ms. NANETTE T. ONGCARRANCEJA and Marketing Consultant, Mr. ROLANDO O. TING, hereby authorized to enter and sign the Mutual Confidential and Non-Disclosure Agreement with RCBC.”

ADJOURNMENT

There being no further business to transact, the meeting was there upon adjourned



JOLLY L. TING



NANETTE T. ONGCARRANCEJA



LOURDES G. TING




DEXTER QUINTANA




RODOLFO E. SEE



ERNESTO ISLA



ORTRUD T. YAO

Attested by:

ORTRUD T. YAO
Acting Secretary

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
JOLLIVILLE HOLDINGS CORPORATION

Held at the Principal office of the Corporation
on May 28, 2014

DIRECTORS' PRESENT

JOLLY L. TING
NANETTE T. ONGCARRANCEJA
LOURDES G. TING
ORTRUD T. YAO
DEXTER QUINTANA
RODOLFO L. SEE
ERNESTO S. ISLA

1. CALL TO ORDER

The President, Ms. Nanette T. Ongcarranceja, called the meeting to order and presided over the same. Ms. Ortrud T. Yao acted as Secretary of the meeting and recorded the minutes of the proceedings.

2. SECRETARY'S PROOF OF NOTICE AND DETERMINATION OF QUORUM

All of the members of the Board of Directors being present, the Secretary certified that notices of the meeting had been sent to all directors and further certified the existence of a quorum for the transaction of the business at hand.

3. PURCHASE OF SHARES OF STOCK

The Management recommended to the Board to purchase Shares of Stocks subscribed from BIA VENTURES INC.

Upon motion made and duly seconded, the Board approved the following resolutions:

"RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors unanimously approved to purchase Shares of Stocks subscribed from BIA VENTURES INC. from the following Stockholders to wit:

Stockholders:	Subscription:
Marcial Ronald T. Asturias	9 shares
Jocelyn U. Ting	9 shares

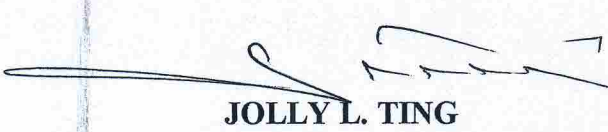
TOTAL SUBSCRIPTION	18 shares

RESOLVED, FURTHER, that the President Ms. NANETTE T. ONGCARRANCEJA, is hereby authorized to negotiate and sign the Deed of Assignments.

RESOLVED, FURTHERMORE, that the Declaration of the Deed of Assignment be, reported accordingly to all concerned government agencies for reportorial purposes."

ADJOURNMENT

There being no further business to transact, the meeting was there upon adjourned



JOLLY L. TING



NANETTE T. ONGCARRANCEJA



LOURDES G. TING



DEXTER QUINTANA



RODOLFO L. SEE



ERNESTO ISLA



ORTRUD T. YAO

Attested by:



ORTRUD T. YAO
Acting Secretary

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
JOLLIVILLE HOLDINGS CORPORATION

Held at the Principal office of the Corporation
on August 27, 2014

DIRECTORS' PRESENT

JOLLY L. TING
NANETTE T. ONGCARRANCEJA
LOURDES G. TING
ORTRUD T. YAO
DEXTER QUINTANA
RODOLFO L. SEE
ERNESTO S. ISLA

1. **CALL TO ORDER**

The President, Ms. Nanette T. Ongcarranceja, called the meeting to order and presided over the same. Ms. Ortrud T. Yao acted as Secretary of the meeting and recorded the minutes of the proceedings.

2. **SECRETARY'S PROOF OF NOTICE AND DETERMINATION OF QUORUM**

All of the members of the Board of Directors being present, the Secretary certified that notices of the meeting had been sent to all directors and further certified the existence of a quorum for the transaction of the business at hand.

3. **RENEWAL OF LEASE CONTRACT**

The Management recommended to the Board to renew the lease contract of Nobel Plaza Condominium Unit.

Upon motion made and duly seconded, the Board approved the following resolutions:

“**RESOLVED**, AS IT IS HEREBY RESOLVED, that the Board of Directors had unanimously agreed to renew the Contract of Lease with MEEKYUNG NOH for the lease of Nobel Plaza Condominium Unit (unit 1202) and one (1) Parking Unit (parking unit 54) located at 110 Valero St. Salcedo Village, Makati City.

RESOLVED FURTHER, that the Board of Directors authorized its President, Ms. NANETTE T. ONGCARRANCEJA to enter, transact, negotiate, represent and sign all pertinent papers relative to the renewal of the Contract of Lease for the said leased premises of the corporation.”

ADJOURNMENT

There being no further business to transact, the meeting was there upon adjourned

JOLLY L. TING

NANETTE T. ONGCARRANCEJA

LOURDES G. TING

DEXTER QUINTANA

RODOLFO L. SEE

ERNESTO ISLA

ORTRUD T. YAO

Attested by:

ORTRUD T. YAO
Acting Secretary