

COVER SHEET

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SEC Registration Number

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 T H F L O O R 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 .

C O R . S C O U T C A S T O R S T R E E T

Q U E Z O N C I T Y

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

ANNA FRANCÉS C. RESPICIO

632-0905

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

0 6

Month

Day

Annual Meeting

S E C F O R M - I - A C G R

RE: Compliance with Corporate Governance

Secondary License Type, if applicable

Department 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

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

This SEC Form shall be used as a tool to disclose Publicly-Listed Companies' compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the "comply or explain" approach, and for harmonizing the corporate governance reportorial requirements of the SEC and the Philippine Stock Exchange (PSE).

B. Preparation of Report

These general instructions are not to be filed with the report. The report shall contain the numbers and captions of all items.

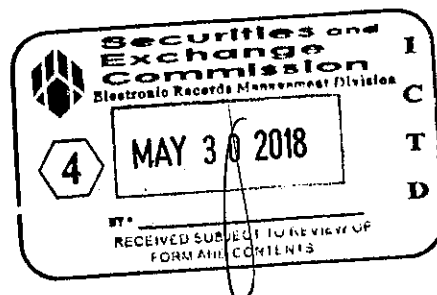
The I-ACGR has four columns, arranged as follows:

RECOMMENDED CG PRACTICE/POLICY	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>Contains CG Practices/ Policies, labelled as follows:</p> <p>(1) "Recommendations" – derived from the CG Code for PLCs;</p> <p>(2) "Supplement to Recommendation" – derived from the PSE CG Guidelines for Listed Companies;</p> <p>(3) "Additional Recommendations" – CG Practices not found in the CG Code for PLCs and PSE CG Guidelines but are expected already of PLCs; and</p> <p>(4) "Optional Recommendation" – practices taken from the ASEAN Corporate Governance Scorecard</p>	<p>The company shall indicate compliance or non-compliance with the recommended practice.</p>	<p>The company shall provide additional information to support their compliance with the recommended CG practice</p>	<p>The PLCs shall provide the explanations for any non-compliance, pursuant to the "comply or explain" approach.</p> <p>Please note that the explanation given should describe the non-compliance and include how the overall Principle being recommended is still being achieved by the company.</p> <p>**"Not Applicable" or "None" shall not be considered as sufficient explanation</p>

<p>*Items under (1) – (3) must be answered/disclosed by the PLCs following the “comply or explain” approach. Answering of items under (4) are left to the discretion of PLCs.</p>			
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C. Signature and Filing of the Report

- a. Three (3) copies of a fully accomplished I-ACGR shall be filed with the Main Office of the Commission **on or before May 30 of the following year for every year that the company remains listed in the PSE;**
- b. At least one (1) complete copy of the I-ACGR shall be duly notarized and shall bear **original and manual** signatures
- c. The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.
- d. The I-ACGR shall cover all relevant information from January to December of the given year.
- e. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended 31 December 2017
2. SEC Identification Number 134800 3. BIR Tax Identification No. 000-590-608-000
4. Exact name of issuer as specified in its charter Jolliville Holdings Corporation
5. Philippines
Province, Country or other jurisdiction
of incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. 4th Floor 20 Lansbergh Place, 170 Tomas Morato Avenue, Quezon City 134800
Address of principal office
Postal Code
8. 4th Floor 20 Lansbergh Place, 170 Tomas Morato Avenue, Quezon City 134800
Issuer's telephone number, including area code
9. N/A
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT		
COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities Principle 1: The company should be headed by a competent, working board to foster the long-term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.		
Recommendation 1.1		
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Provide information or link/reference to a document containing information on the following: 1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors See Jollville Holdings Corporation's, Definitive 20-1S (pages 5 to 9), Available at http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-1S%20DEFINITIVE%202018.pdf http://www.joh.ph/directors.asp See also Jollville Holdings Corporation's Board of Directors available at: http://www.joh.ph/directors.asp	
2. Board has an appropriate mix of competence and expertise.		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance See Jollville Holdings Corporation, Qualifications and Disqualifications of Directors, in New Manual on Corporate Governance, available at http://www.joh.ph/pdf/New%20Manual%20on%20Corporate%20Governance.pdf	

Recommendation 1.2	1. Board is composed of a majority of non-executive directors.	NON-COMPLIANT	Identify or provide link/reference to a document identifying the directors and the type of their directorships	<p>The Board is composed of three non-executive directors, including the two (2) independent directors, but it has resolved to be compliant in 2018.</p> <p>While a majority of the members of the Board of Jolliville Holdings Corporation (the "Company") are executive, adequate safeguards are in place to ensure that no small group of directors can dominate the decision-making process. Pursuant to the Company's Revised Manual on Corporate Governance, a director, whether executive or non-executive, must conduct fair business transactions with the Company, ensure that personal interest does not bias Board decisions and to exercise independent judgment, among others. The duties and responsibilities of a director are enumerated on pages 2 to 4 of the Company's New Manual on Corporate Governance, available at http://www.ioh.ph/corp_governance.asp.</p>
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Recommendation 1.3

1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	<p>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <p>See the Company's Training Process, in its New Manual on Corporate Governance, Part-VII, page 16, available at: http://www.ioh.ph/corp_governance.asp</p>	
2. Company has an orientation program for first time directors.	COMPLIANT	<p>Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.</p> <p>New directors are given an orientation on the business of the Company. They are also given access to the Directors and Officers of the Company to address any questions and clarifications that the new director may have</p>	

3. Company has relevant annual continuing training for all directors.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.	<p>The Company has not conducted any special in-house training for directors and senior management. The directors and senior management, however, are reminded by the compliance officer to undergo workshops or seminars on corporate governance to ensure that they meet the regulatory requirements of the SEC and PSE. Fees for such are shouldered by the Company.</p> <p>The following directors attended a Seminar on Corporate Governance conducted by the Risks Opportunities, Assessment and Management (ROAM), Inc. on 29 November 2017:</p> <ol style="list-style-type: none"> 1. Jolly L. Ting 2. Nanette T. Ongarranceja 3. Melody T. Lancaster 4. Dexter E. Quintana 5. Sergio Ortiz-Luis, Jr. 6. Rodolfo L. See; and 7. Ortrud T. Yao <p>Please letter to the Commission dated 7 December 2017 with the Certificates of Attendance.</p>
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Recommendation 1.4

1. Board has a policy on board diversity.	COMPLIANT	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>The Company's New Manual on Corporate Governance provides a policy that will ensure a mix of competent directors and officers who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies. Available at: http://www.ioh.ph/corp_governance.asp (Page 4)</p> <p>Indicate gender composition of the board.</p> <p>The Board is composed of 7 Directors: 4 Male Directors and 3 Female Directors.</p>
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Optional: Recommendation 1.4

1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.		Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity. Provide link or reference to a progress report in achieving its objectives.	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	For information on the Corporate Secretary, see Jollville Holdings Corporation's, Definitive 20-IS (page 9), Available at http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-1S%20DEFINITIVE%202018.pdf	
3. Corporate Secretary is not a member of the Board of Directors.	NON-COMPLIANT	For information on the duties and functions of the Corporate Secretary, see Jollville Holdings Corporation's, The Corporate Secretary, in its New Manual on Corporate Governance, Part II, pages 11-12, available at http://www.joh.ph/corp_governance.asp	The Assistant Corporate Secretary, Ms Ortud T. Yao is a member of the Board of Directors. Ms. Yao, however, only exercises her functions as the Assistant Corporate Secretary when the Corporate Secretary is unavailable.

4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.</p> <p>Atty. Respicio attended a 4-hour seminar entitled "Annual Corporate Governance Training Program: Board in Crisis: When the Unexpected Happens and Related Party Transactions/ Guidelines in Handling RPTs" on July 28, 2017 conducted by the Institute of Corporate Directors.</p>	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.		<p>Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting</p>	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	<p>Provide information or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.</p>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT	<p>For information on the Compliance Officer, see Jollville Holdings Corporation, Definitive 20-IS (page 7), Available at http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-IS%20DEFINITIVE%202018.pdf</p> <p>For information on the duties and functions of the Compliance Officer, see Jollville Holdings Corporation, The Compliance Officer, in its New Manual on Corporate Governance, Part II, pages 2-3, available at http://www.joh.ph/corp_governance.asp</p>	

3. Compliance Officer is not a member of the board.	NON-COMPLIANT		<p>The Company's Manual on Corporate Governance provides a policy that the Compliance Officer shall not be a member of the Board. At present, however, the Compliance Officer of the Company is also a member of the Board. Nonetheless, policies are in place to guarantee the performance of the officer's duties to monitor compliance with the provision of the Company's Manual on Corporate Governance, including measures against those who violate it.</p>
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.</p> <p>See Annex "A".</p>	

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>COMPLIANT</p>	<p>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</p> <p>During the Annual Stockholders' Meeting, the Board of Directors ask for the stockholders' ratification of the Minutes of the last Stockholders meeting; they also participate during discussion of the Company's Operation and Results; and they ratify corporate acts in compliance with the Company's By-Laws and the rules. See Minutes of the 2017 Annual Stockholders' Meeting available at http://www.joh.ph/min_stockholders_meetings.asp</p>
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Recommendation 2.2

<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	<p>COMPLIANT</p>	<p>The Board of Directors regularly meets to oversee, develop, and review the business objectives and strategies of the Company. For 2017, the Board of Directors had ___ meetings.</p> <p>Also, the various committees of the Board of Directors also regularly meet to discuss and review the Company's performance.</p> <p>Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)</p> <p>Indicate frequency of review of business objectives and strategy</p>
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2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	Please refer to the Corporation's Manual on Corporate Governance adopted by the board on 29 May 2017, Annual Report for the year 2017, and Definitive Information Statement for 2018.	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values.</p> <p>Please refer to the Corporation's website available at: http://www.joh.ph/about.asp</p> <p>Indicate frequency of review of the vision, mission and core values.</p> <p>The Board reviews the vision and mission of the organization as it deems necessary.</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	<p>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p>The Board of Directors actively oversees the business and strategic plans of the Company. The Board regularly meets to discuss the business operations of the Company.</p> <p>Please refer to the Corporation's Manual on Corporate Governance adopted by the board on 29 May 2017 and Annual Report for the year 2017.</p>	

Recommendation 2.3		
Board is headed by a competent and qualified Chairperson.	COMPLIANT	Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications For information on the Chairperson see Jollville Holdings Corporation's, Definitive 20-IS (page 5), Available at http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-IS%20DEFINITIVE%202018.pdf
Recommendation 2.4		
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation See Jollville Holdings Corporation, Specific Duties and Functions of the Board, available at http://www.joh.ph/corp_governance.asp
2. Board adopts a policy on the retirement for directors and key officers.	NON-COMPLIANT	The Board values the extensive work experience of the members of its Board and officers. Hence, the Board does not adopt a policy on retirement to ensure that individuals who possess extensive work experience have the chance to serve the Bank as long as they can.
Recommendation 2.5		
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.

2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT	Please refer to the duties and responsibilities of the Compensation and Remuneration Committee in Jollville Holdings Corporation's New Manual on Corporate Governance (pages 8 to 9) available at http://www.joh.ph/corp_governance.asp	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT		
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.		Provide proof of board approval	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.		Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT	Pursuant to Jollville Holdings Corporation's New Manual on Corporate Governance (page 3), the Board shall have a formal and transparent board nomination and election policy. Further, the Nomination Committee pre-screens and shortlists	

4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT	candidates according to the guidelines stated in the New Manual on Corporate Governance (pages 6 to 8) available at http://www.joh.ph/corp_governance.asp Provide proof if minority shareholders have a right to nominate candidates to the board	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	COMPLIANT	See Rights of Minority Investors in Jolliville Holdings Corporation's New Manual on Corporate Governance (page 13) available at http://www.joh.ph/corp_governance.asp Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT	7. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	
Optional: Recommendation 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.		Identify the professional search firm used or other external sources of candidates	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring	COMPLIANT	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs See Jolliville Holdings Corporation, Related Party	

transactions.		Transactions Policy, available at http://www.joh.ph/company_policies.asp	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	Identify transactions that were approved pursuant to the policy.	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT	Transactions due to/from affiliates were approved by members of the Executive Committee.	
Supplements to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered de minimis or transactions that need not be reported or announced, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	NON-COMPLIANT	Provide information on a materiality threshold for RPT disclosure and approval, if any. Provide information on RPT categories	Jollville Holdings Corporation discloses RPTs in its Financial Statements and in its Definitive Information Statement. Nonetheless, the Company endeavors to provide in the charters of its Board Committees the threshold for disclosure and approval of RPTs.
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	NON-COMPLIANT	Provide information on voting system, if any.	
Recommendation 2.8			

1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identify the Management team appointed</p> <p>President: Nanette T. Ongcarranceja Compliance Officer: Melody T. Lancaster</p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>See Specific Duties and Functions of the Board in Jolliville Holdings Corporation's New Manual on Corporate Governance (page 4) available at http://www.joh.ph/corp_governance.asp</p>	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	<p>Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.</p> <p>The Board is tasked to periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets and Management's overall performance.</p> <p>See Jolliville Holdings Corporations, Specific Duties and Functions of the Board (page 4), in its New Manual on Corporate Governance, available at http://www.joh.ph/corp_governance.asp</p>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		

			Further, the Corporation's New Manual on Corporate Governance provides a Monitoring and Assessment mechanism which enables the Board to review all business processes and practices being performed within any department or business unit in the Company; See page 16 of the New Manual on Corporate Governance, available at http://www.joh.ph/corp_governance.asp	
Recommendation 2.10				
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system. The Board adopts a system of internal checks and balances to review the effectiveness of the system to ensure the integrity of the decision-making and reporting processes. See Specific Duties and Functions of the Board in the Company's New Manual on Corporate Governance (page 4) available at http://www.joh.ph/corp_governance.asp The Company also has an Internal Auditor or a Group of Internal Auditors that implements a system of internal control to ensure that its key organizational and procedural controls are effective, appropriate and complied with. See Jollville Holdings Corporation, Internal Auditor, New Manual on Corporate Governance (page 12), available at http://www.joh.ph/corp_governance.asp		
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT			

3. Board approves the Internal Audit Charter.	NON-COMPLIANT	Provide reference or link to the company's Internal Audit Charter	The Audit Committee, which consists of three (3) members of the Board, is tasked to review all the reports submitted by the internal auditors. See Jolliville Holdings Corporation, Audit Committee, New Manual on Corporate Governance (page 10), available at http://www.joh.ph/corp.governance.asp
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Recommendation 2.11

1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT	See Jolliville Holdings Corporation, Enterprise Risk Management System, available at http://www.joh.ph/risk_management.asp Provide proof of effectiveness of risk management strategies, if any.	

Recommendation 2.12

Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	NON-COMPLIANT	Provide link to the company's website where the Board Charter is disclosed.	The Board Charter of the Company is still under review/ Nevertheless, the Board is guided by the Company's Manual on Corporate Governance on its Specific Duties and Responsibilities.
1. Board Charter serves as a guide to the directors in the	NON-COMPLIANT		

performance of their functions.			
2. Board Charter is publicly available and posted on the company's website.	NON-COMPLIANT		
Additional Recommendation to Principle 2			
Board has a clear insider trading policy.	COMPLIANT	Provide information on or link/reference to a document showing company's insider trading policy.	Board has a clear insider trading policy.
		See Jollville Holdings Corporation, Insider Trading Policy available of http://www.joh.ph/company_policies.asp	
Optional: Principle 2			
Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.		Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	
Company discloses the types of decision requiring board of directors' approval.		Indicate the types of decision requiring board of directors' approval and where there are disclosed.	

Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	Provide information or link/reference to a document containing information on all the board committees established by the company. To aid the Company in complying with the principles of good corporate governance, the Board constituted the following committees: Audit Committee, Nomination Committee, Compensation and Remuneration Committee, and Corporate Governance Committee. The Board shall also form other committees as it may deem appropriate. See Jolliville Holdings Corporation, Board Committees (page 6) available at http://www.ioh.ph/corp_governance.asp	
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Recommendation 3.2

1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	Provide information or link/reference to a document containing information on the Audit Committee, including its functions. See Jolliville Holdings Corporation, Audit Committee, New Manual on Corporate Governance (pages 9 to 11), available at http://www.ioh.ph/corp_governance.asp Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.	
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		The Audit Committee is directly responsible for the appointment, reappointment, removal, and fees of the external auditor to be approved by the Board of Directors and ratified by the shareholders (page 10), in New Manual on Corporate Governance, available at http://www.joh.ph/corp_governance.aspx	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.	The Audit Committee has one (1) executive director in its three-man committee. The presence of the executive director did the Audit Committee in understanding the transactions entered into by Management. Nevertheless, the Audit Committee remain independent as majority of its members are non-executive directors.
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee See Jollville Holdings Corporation's Definitive Information Statement 2018 available at http://www.joh.ph/sec_filing.asp	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the Audit Committee See Jollville Holdings Corporation's Definitive Information Statement 2018 (page 8) available at http://www.joh.ph/sec_filing.asp	

Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	COMPLIANT	Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor. Jollville Holdings Corporation did not avail itself of any non-audit service from its external auditor.	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	NON-COMPLIANT	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.	The attendance of Management in Audit Committee Meetings is imperative so that members of the Audit Committee are given ready answers to any transition it discusses therein.
Optional: Recommendation 3.2			
Audit Committee meet at least four times during the year.		Indicate the number of Audit Committee meetings during the year and provide proof	
Recommendation 3.3			
Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	NON-COMPLIANT	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	The Company has no Corporate Governance Committee. While the Company's New Manual on Corporate Governance provides the creation of a Corporate Governance Committee (see Jollville Holdings Corporation, New Manual on Corporate Governance), the Company, as of present, organized only four (4) Committees, namely: (1) Executive Committee; (2) Audit and Risk Committee; (3) Nomination Committee; and (4) Compensation and Remuneration Committee. The functions of the Corporate Governance Committee are currently being performed by the Board.
Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	NO	Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.	
Chairman of the Corporate Governance Committee is an independent director.	NO	Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.	

Optional: Recommendation 3.3

Corporate Governance Committee meet at least twice during the year.

Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.

Recommendation 3.4

1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.

NON-COMPLIANT

Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions

2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.

NON-COMPLIANT

Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship

3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.

NON-COMPLIANT

Provide information or link/reference to a document containing information on the Chairman of the BROC

4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.

NON-COMPLIANT

Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.

Recommendation 3.5

1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.

NON-COMPLIANT

Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.

2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.

NON-COMPLIANT

Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.

Albeit the Company has not established a separate BROC to perform oversight functions over the Company's Enterprise Risk Management, the Board of Directors is responsible for its direct supervision to ensure its functionality and effectiveness. See Jolliville Holdings Corporation, Enterprise Risk Management System, available at: http://www.joh.ph/risk_management.asp

While the Company has no RPT Committee, at present, the functions of the RPT Committee are currently being performed by the Company's Audit and Risk Committee. See Jolliville Holdings Corporation, Audit Committee, New Manual on Corporate Governance (pages 9 to 11), available at http://www.joh.ph/corp_governance.asp

Recommendation 3.6

1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	NO	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.	The Company's New Manual on Corporate Governance mandates the Board to constitute committees which shall have their own respective Committee Charters stating their purposes, memberships, structures, operations, reporting processes, resources, and other relevant information, as well as the standards for evaluation of the Committees. See Jollville Holdings Corporation, Board Committees, New Manual on Corporate Governance (page 6), available at http://www.joh.ph/corp_governance.asp However, the Company's respective committees are currently in the process of drafting their charters.
2. Committee Charters provide standards for evaluating the performance of the Committees.	NON-COMPLIANT		
3. Committee Charters were fully disclosed on the company's website.	NON-COMPLIANT	Provide link to company's website	

Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings. The Board of Directors follow the procedure stated in the Company's By-Laws and SEC Memorandum Circular No.15 re: Board Meetings conducted through tele-/videoconferencing. Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings. Please refer to the Company's Stockholder Meetings available at http://www.ioh.ph/min_stockholders_meetings.asp	
3. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	Board and Committee materials are sent to the members of the Board prior the meetings.	
2. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors The Board of Directors and Committee members convene regularly to discuss operational matters and the Company's finances, and in the process, seek the advice of one another, in accordance with the code of best business practices.	

Recommendation 4.2

1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	COMPLIANT	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>The Company allows a director to hold directorships in other companies, provided that their capacity to serve with diligence would not be compromised.</p> <p>The Company allows a director to hold directorships in other companies, provided that these positions do not prevent the director from diligently performing his duties to the Company. As a matter of policy, the Non-Executive members of the Board may concurrently serve as non-executive directors only to a maximum of five (5) publicly-listed companies and a maximum of two (2) publicly-listed companies if they serve as executive members thereof. See policy of Nomination Committee, Jolliville Holdings Corporation in New Manual on Corporate Governance (page 8), available at http://www.joh.ph/corp_governance.asp</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies.</p> <p>See Jolliville Holdings Corporation, Definitive 20-15 (pages 5 to 8), available at: http://www.joh.ph/sec_filing.asp</p>	
Recommendation 4.2	COMPLIANT	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p>	
The directors notify the company's board before accepting a directorship in another company.			

		<p>It is the policy of the Company that a director must notify the Board before accepting directorship in another publicly-listed company. See Jolliville Holdings Corporation, Duties and Responsibilities of a Director (page 5), in New Manual on Corporate Governance, available at http://www.joh.ph/corp_governance.asp</p>	
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Recommendation 4.2

Optional: Principle 4

1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.			
3.			
4. Board of directors meet at least six times during the year.		Indicate the number of board meetings during the year and provide proof	
5. Company requires as minimum quorum of at least 2/3 for board decisions.		Indicate the required minimum quorum for board decisions	

Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Recommendation 5.1

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the number of independent directors in the board	Although the Company has only two (2) independent directors, it is compliant with Section 38 of the Securities and Regulations Code (SRC) requiring a corporation to have at least two (2) independent directors. Further, in the Company's upcoming Annual Stockholder's Meeting, the Company is currently vetting, through its Nomination Committee, nominees for independent director.
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Recommendation 5.2

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	Provide information or link/reference to a document containing information on the qualifications of the independent directors.	
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Supplement to Recommendation 5.2

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See Jolliville Holdings Corporation, Definitive 20-1S (pages 5 to 9) and Annexes "E" to "E-1" thereof for the Certifications of Independent Directors, available at http://www.joh.ph/sec_filing.asp

1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	COMPLIANT	Provide link/reference to a document containing information that directors are not constrained to vote independently.	
		<p>See the Company's By-Laws available at http://www.ioh.ph/pdf/Amended_ByLaws_0313_2009.pdf</p> <p>See Jolliville Holdings Corporation's New Manual on Corporate Governance available at http://www.ioh.ph/corp_governance.asp</p>	

Recommendation 5.3

1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	COMPLIANT	Provide information or link/reference to a document showing the years IDs have served as such.	
		<p>Mr. Dexter Quintana has been serving as an Independent Director of the Company for a cumulative term of six (6) years reckoned from 2012. On the other hand, Mr. Sergio Ortiz-Luis, Jr. has been serving as an Independent Director of the Company for a cumulative term of four (4) years.</p>	

<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>COMPLIANT.</p>	<p>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director</p> <p>The Independent Directors may only serve for a maximum cumulative term of nine (9) years, after which, they are perpetually barred from re-election as such. Where an Independent Director is elected despite having served for nine (9) years, the Board shall provide meritorious justification/s and seek shareholders' approval during the Annual Meeting of Stockholders. See Jolliville Holdings Corporation, Composition of the Board (page 3), in New Manual on Corporate Governance, available at http://www.joh.ph/corp_governance.asp</p>
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3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	COMPLIANT	Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.	Please refer to the Corporation's Definitive Information Statement for the year 2018 and JOH website.
		<p>All Independent Directors have served for less than nine (9) years reckoned from 2012. See Jolliville Holdings Corporation, Composition of the Board (page 3), in New Manual on Corporate Governance, available at http://www.joh.ph/corp_governance.asp</p>	

Recommendation 5.4

1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	NON-COMPLIANT	Identify the company's Chairman of the Board and Chief Executive Officer Mr. Jolly L. Ting is both the Chairman of the Board and the Chief Executive Officer ("CEO").	Although the Chairman and Chief Executive Officer of the Company is one and the same person, the unified leadership structure creates efficient to operate in both capacities at once. Per the Company's New Manual on Corporate Governance, the minimum internal control mechanisms for management's operational responsibility is the responsibility of the Chief Executive Officer as the person ultimately accountable for the corporation's organizational and procedural controls. On the other hand, the Company's By-Laws mandate the Chairman of the Board to preside at all meetings of the stockholders.
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.	See the Company's By-Laws available at http://www.joh.ph/pdf/Amended_Bylaws_03132009.pdf See Jolliville Holdings Corporation's New Manual on Corporate Governance available at http://www.joh.ph/corp_governance.asp
		Identify the relationship of Chairman and CEO.	

Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	NON-COMPLIANT	Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any: Indicate if Chairman is independent.	The Board has deferred appointment of a lead director among the independent directors until the election of the third independent director.
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	COMPLIANT	Provide proof of abstention, if this was the case No abstention was recorded during the period covered.	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	NON-COMPLIANT	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	The collegial nature of the Board, as well as the Company's consistent effort to comply with corporate governance principles and practices, sufficiently ensures that the proper checks and balances are in place within the Company.
2. The meetings are chaired by the lead independent director.	NON-COMPLIANT		As has been disclosed, the Board has deferred the appointment of a lead independent director.

Optional: Principle 5

1. None of the directors is a former CEO of the company in the past 2 years.	Provide name/s of company CEO for the past 2 years	
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Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1

1. Board conducts an annual self-assessment of its performance as a whole.	NON COMPLANT	-	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	The Company's Manual on Corporate Governance provides that self-assessments of the Board's performance must be conducted annually, and on every third year, the said assessment should be supported by an external facilitator. See Jollville Holdings Corporation, Specific Functions and Duties of a Director, in New Manual on Corporate Governance available at http://www.joh.ph/corp_governance.asp .
2. The Chairman conducts a self-assessment of his performance.	NON-COMPLANT			
3. The individual members conduct a self-assessment of their performance.	NON-COMPLANT			However, the Board has yet to conduct its self-assessment as a whole as well as the individual self-assessment of the members. Nonetheless, the Company's Board members undertake to conduct self-assessments annually in compliance with their mandate under the Manual starting this year.
4. Each committee conducts a self-assessment of its performance.	NON-COMPLANT			
5. Every three years, the assessments are supported by an external facilitator.	NON-COMPLANT		Identify the external facilitator and provide proof of use of an external facilitator.	

Recommendation 6.2

1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders	The New Manual on Corporate Governance serves as the minimum criteria in determining the performance of the Board, individual directors, and committees. The contact details of the Investment Relations Officer are available in the website. Moreover, during the Annual Stockholders' Meetings, the shareholders are given an opportunity to ask questions and provide feedback to the Company. See Jollville Holdings Corporation, Minutes of the 2017 Annual Stockholders' Meeting, available at http://www.joh.ph/min_stockholders_meetings.asp
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2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT		
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Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1

<p>1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate unacceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>COMPLIANT</p>	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees. The directors, members of senior management, and employees were furnished copies of the Company's Code of Ethics upon their assumption of their respective positions in the Company. Moreover, the Code is publicly available in the Company's website.</p>	

3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed. See Jollville Holdings Corporation, Code of Business Conduct and Ethics, available at http://www.joh.ph/code_bus_ethics.asp	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	COMPLIANT	Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery. See Jollville Holdings Corporation, Company Policies, available at http://www.joh.ph/company_policies.asp	Please refer to the Company Policies of the website.
Recommendation 7.2			

<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</p>	<p>COMPLIANT</p>	<p>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.</p> <p>All employees are mandated to report any violation of the Company's Code of Business Conduct and Ethics to the Compliance Officer, to the Human Resources Department Head, or to any member of the Audit Committee.</p> <p>See Jolliville Holdings Corporation, Company Policies, available at http://www.joh.ph/company_policies.asp</p> <p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p>All directors, members of senior management, and employees are enjoined to comply with the Code of Business Conduct and Ethics. See Jolliville Holdings Corporation, Company Policies, available at http://www.joh.ph/company_policies.asp</p>	
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2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT		
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Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

Recommendation 8.1

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <p>See Jolliville Holdings Corporation, Reportorial/Disclosure System of Company's Corporate Governance Policies, in New Manual on Corporate Governance (page 13) available at http://www.joh.ph/annual_corp_governance.asp</p> <p>See Jolliville Holdings Corporation, Company Disclosures, http://www.joh.ph/sec_filing.asp</p> <p>See also PSE Edge, Company Disclosures, available at http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=261</p>	<p>Please refer to JOH website, Definitive Information Statement for 2018, Annual Report for the year 2017.</p>

Supplement to Recommendations 8.1

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>NON-COMPLIANT</p>	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p>The interim reports (SEC Form 17-Q) are published within forty five (45) days from the end of the reporting period. As for the Annual Report, please refer to below:</p> <table border="1"> <thead> <tr> <th>Report</th> <th>Date Published</th> <th>No. of Days</th> </tr> </thead> <tbody> <tr> <td>1st Quarter</td> <td>15 May 2017</td> <td>45</td> </tr> <tr> <td>2nd Quarter</td> <td>11 August 2017</td> <td>42</td> </tr> <tr> <td>3rd Quarter</td> <td>13 November 2017</td> <td>44</td> </tr> <tr> <td>Annual Report (including AFS)</td> <td>17 April 2017</td> <td>107</td> </tr> </tbody> </table>	Report	Date Published	No. of Days	1st Quarter	15 May 2017	45	2nd Quarter	11 August 2017	42	3rd Quarter	13 November 2017	44	Annual Report (including AFS)	17 April 2017	107	<p>The Company is compliant with regulations of the Securities and Exchange Commission and Philippine Stock Exchange as to the disclosures of its annual and quarterly financial reports.</p>
Report	Date Published	No. of Days																
1st Quarter	15 May 2017	45																
2nd Quarter	11 August 2017	42																
3rd Quarter	13 November 2017	44																
Annual Report (including AFS)	17 April 2017	107																

<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>NON-COMPLIANT</p>	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. 	<p>The Company is compliant with regulations of the Securities and Exchange Commission and Philippine Stock Exchange as to the disclosures of its annual and quarterly financial reports.</p> <p>See Jolliville Holdings Corporation, Company Disclosures, available at http://www.joh.ph/sec_annual_report.asp</p> <p>See also PSE Edge, Company Disclosures, available at http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=261</p>
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Recommendation 8.2

1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT	Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share. Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction. See Jolliville Holdings Corporation, Reportorial/Disclosure System of Company's Corporate Governance Policies, in New Manual on Corporate Governance (page 13) available at http://www.joh.ph/annual_corp_governance.asp	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	COMPLIANT	See Jolliville Holdings Corporation, Company Disclosures, available at http://www.joh.ph/sec_annual_report.asp See also PSE Edge, Company Disclosures, available at http://edge.pse.com.ph/companyDisclosures/frm.do?cmpy_id=261	

Supplement to Recommendation 8.2

<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p>See Jollville Holdings Corporation, Top Shareholders available at http://www.joh.ph/share_info.asp</p> <p>See also PSE Edge, Company Disclosures, available at http://edge.pse.com.ph/companyDisclosures/firm.do?cmpr_id=261</p> <p>Provide link or reference to the company's Conglomerate Map.</p> <p>See Jollville Holdings Corporation, Conglomerate Map, available at http://www.joh.ph/pdf/JOH%20revised%20conglomerate%2007162015.pdf</p>	

Recommendation 8.3

<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>COMPLIANT</p>	<p>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>For information on the Director's academic qualifications, share ownership in the company, memberships in other boards, other executive positions, professional experiences, expertise and relevant trainings attended, see Jolliville Holdings Corporation's, Definitive 20-1S (pages 5 to 9), available at http://www.ioh.bh/pdf/JOH%20SEC%20FOR%2020-1S%20DEFINITIVE%202018.pdf</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>COMPLIANT</p>	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>See Jolliville Holdings Corporation's, Definitive 20-1S (pages 5 to 9), available at http://www.ioh.bh/pdf/JOH%20SEC%20FOR%2020-1S%20DEFINITIVE%202018.pdf</p>	

Recommendation 8.4

1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	COMPLIANT	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration</p> <p>Under the By-Laws of the Company, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board as well as such compensation as may be granted to them by the vote of the stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders. In no case shall the total yearly compensation of directors, as such, exceed 10% of the net income before income tax of the Company before the preceding year.</p> <p>See Jollville Holdings Corporation Disclosures (Annual Report, 16 April 2018, page 29), available at page 30, available at http://www.joh.ph/sec_annual_report.asp</p> <p>See Jollville Holdings Corporation , Definitive 20-15 (page 13), available at: http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-15%20DEFINITIVE%202018.pdf</p>
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2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	COMPLIANT	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration</p> <p>The Compensation and Remuneration Committee is responsible for the establishment of a formal and transparent procedure to develop a policy for determining the remuneration of directors and for fixing the remuneration packages of directors and corporate officers.</p> <p>See Jollville Holdings Corporation, Compensation and Remuneration Committee, page 8, available at http://www.joh.ph/corp_governance.asp</p>	Please refer to the Corporation's Annual Report for the year 2017, Definitive Information Statement for 2018, and JOH website.
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	NON-COMPLIANT	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.	The Company discloses the remuneration of the top executives on an aggregate basis in its Definitive 20-1S (page 52), available at: http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-1S%20DEFINITIVE%202018.pdf

Recommendation 8.5

1. Company discloses its policies governing Party Related Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	COMPLIANT	Disclose or provide reference/link to company's RPT policies See Jollville Holdings Corporation, Related Party Transactions Policy available at http://www.joh.ph/company_policies.asp See Jollville Holdings Corporation, Reportorial/Disclosure System of Company's Corporate Governance Policies, in New Manual on Corporate Governance (page 13) available at http://www.joh.ph/annual_corp_governance.asp	Please refer to the Corporation's Annual Report for the year 2017, Definitive Information Statement for 2018, and JOH website.
		<p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>All terms and conditions of related party transactions are submitted to the Board of Directors for approval. However, the Company adopts a policy that non-interest bearing RPTs do not have to pass the scrutiny of the board; rather, it will only be brought up by the Head Accountant to the Chief Financial Officer for the latter's approval.</p>	

2. Company discloses material or significant RPTs reviewed and approved during the year.	NON-COMPLIANT	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. other terms and conditions 	<p>While RPTs are not disclosed with all the required details in the previous column, all details required to be disclosed in the Annual Report and Audited Financial Statements are so disclosed, in accordance with the relevant laws and rules of the SEC.</p> <p>See Jollville Holdings Corporation, Company Disclosures (Audited Financial Statements, pages 50-52), available at http://www.ioh.ph/pdf/IOH%20SEC%20FORM%202018.pdf.</p>

Supplement to Recommendation 8.5

1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	COMPLIANT	Indicate where and when directors disclose their interests in transactions or any other conflict of interests. See Jolliville Holdings Corporation, "Conflict of Interest Policy" and "Related Party Transactions Policy," available at http://www.joh.ph/company_policies.asp In accordance with policy of the Board regarding conflict of interest, these disclosures are made prior to or during the meeting where such transaction is discussed.	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and of arms' length.		Provide link or reference where this is disclosed, if any	

Recommendation 8.6

1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	COMPLIANT	Provide link or reference where this is disclosed The disclosures are made through Company Disclosures at the PSE Edge portal. See also PSE Edge, Acquisition or Disposition of Shares of Another Corporation, available at http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=261	Please refer to the Corporation's Annual Report for the year 2017, Definitive Information Statement for 2018, and JOH website.

<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>COMPLIANT</p>	<p>Identify independent party appointed to evaluate the fairness of the transaction price</p> <p>The Company appoints an independent appraiser to evaluate the fairness of the transaction price on the acquisition or disposal of the Company's assets. For 2017, the Company appointed Royal Asia.</p> <p>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</p> <p>The Company mandates the members of the Board to appoint an independent party to evaluate the fairness of the transaction prices of its acquisition or disposition of assets.</p> <p>See <u>Jolliville Holdings Corporation, Specific Duties and Functions of the Board, in New Manual on Corporate Governance (page 5)</u> available at: http://www.joh.ph/corp_governance.asp</p>	
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Supplement to Recommendation 8.6

1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	COMPLIANT	Provide link or reference where these are disclosed. No such agreement was executed by the Company or any of its directors, officers, and shareholders for 2017.	
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Recommendation 8.7

1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	Provide link to the company's website where the Manual on Corporate Governance is posted. See Jollville Holdings Corporation, New Manual on Corporate Governance, available at http://www.joh.ph/corp_governance.asp	
2. Company's MCG is submitted to the SEC and PSE.	COMPLIANT		
3. Company's MCG is posted on its company website.	COMPLIANT		

Supplement to Recommendation 8.7

1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	COMPLIANT	Provide proof of submission. The Company's New Manual on Corporate Governance was submitted to the SEC on 31 May 2017. See Revised Manual on Corporate Governance, stamped received on even date, attached as Annex "B".	
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Optional: Principle 8

1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives			
b. Financial performance indicators			
c. Non-financial performance indicators			
d. Dividend Policy			
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors			
f. Attendance details of each director in all directors meetings held during the year			
g. Total remuneration of each member of the board of directors			

2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.		Provide link or reference to where this is contained in the Annual Report	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial, and compliance controls) and risk management systems.		Provide link or reference to where this is contained in the Annual Report	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.		Provide link or reference to where this is contained in the Annual Report	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).		Provide link or reference to where these are contained in the Annual Report	

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.</p> <p>The Audit Committee implements a process for recommending the reappointment/appointment, removal and fees of external auditors. Recommendation is elevated to the Board and submitted to shareholders for ratification.</p> <p>See Jolliville Holdings Corporation, New Manual on Corporate Governance, available at http://www.joh.ph/corp_governance.asp</p>	<p>Please refer to the Corporation's Definitive Information Statement for 2018, Annual Report for the year 2017, and JOH website.</p>
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2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	YES	Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor. The reappointment of Guadalupe & Co as the Company's external auditor for 2017-2018 was approved by holders of 182,797,007 shares, present in person or by proxy, or a total of 64.94% of the total outstanding capital stock of the Company. See Jolliville Holdings Corporation, Minutes of last year's Meeting, the Stockholders' Meeting (Page 6) available at http://www.joh.ph/pdf/Minutes%20of%20Meeting%20June%2014%202016.pd of	Please refer to the Corporation's Definitive Information Statement for 2018, Annual Report for the year 2017, and JOH website.
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	COMPLIANT	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.	The Corporation has not changed its external auditors for the last ten (10) years.

Supplement to Recommendation 9.1

1. Company has a policy of rotating the lead audit partner every five years.	COMPLIANT	Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years. The Company's external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier. See Jolliville Holdings Corporation, New Manual on Corporate Governance available at http://www.joh.ph/corp_governance.asp	Please refer to the Corporation's Annual Report for the year 2017 and Definitive Information Statement for 2018.
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Recommendation 9.2

1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	COMPLIANT	Provide link/reference to the company's Audit Committee Charter See Jolliville Holdings Corporation, Audit Committee (pages 9 to 11) in New Manual on Corporate Governance available at http://www.joh.ph/corp_governance.asp	Please refer to JOH website.
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2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter See Jolliville Holdings Corporation, Audit Committee (pages 9 to 11) in New Manual on Corporate Governance available at http://www.joh.ph/corp_governance.asp	Please refer to JOH website.
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	compliant	Provide link/reference to the company's Audit Committee Charter See Jolliville Holdings Corporation, Audit Committee (pages 9 to 11) in New Manual on Corporate Governance available at http://www.joh.ph/corp_governance.asp	Please refer to the Corporation's Annual Report for the year 2017 and Definitive Information Statement for 2018.
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	compliant	Provide link/reference to the company's Audit Committee Charter See Jolliville Holdings Corporation, Audit Committee (pages 9 to 11) in New Manual on Corporate Governance available at http://www.joh.ph/corp_governance.asp	Please refer to the Corporation's Annual Report for the year 2017 and Definitive Information Statement for 2018.

Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	Disclose the nature of non-audit services performed by the external auditor, if any. There are no non-audit services conducted by the external auditor for the Company.	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	Provide link or reference to guidelines or policies on non-audit services The Company's External Auditor shall not at the same time provide the services of an internal auditor to the same client. The Corporation shall ensure that other non-audit work shall not be in conflict with the functions of the external auditor. See Jolliville Holdings Corporation, Audit Committee (pages 9 to 11) in New Manual on Corporate Governance available at http://www.joh.ph/corp_governance.asp	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	COMPLIANT	Provide information on audit and non-audit fees paid. There are no non-audit services conducted by the external auditor for the Company.	Please refer to the Corporation's Annual Report for the year 2017 and Definitive Information Statement for 2018.

Additional Recommendation to Principle 9

1. Company's external auditor is, duly accredited by the SEC under Group A category.	COMPLIANT	<p>Provide information on company's external auditor, such as:</p> <ol style="list-style-type: none"> 1. Name of the audit engagement partner; 2. Accreditation number; 3. Date Accredited; 4. Expiry date of accreditation; and 5. Name, address, contact number of the audit firm. <p>Mr. Rogelio M. Guadaluiver is the Company's current audit engagement partner. His accreditation number is SEC AN 017-AR-3, valid until 30 April 2018 (Group A).</p> <p>Audit Firm: Constantino Guadaluiver & Co. Contact No.: 848-1051</p>	
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<p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).</p>	<p>COMPLIANT</p>	<p>Provide information on the following:</p> <ol style="list-style-type: none"> 1. Date it was subjected to SOAR Inspection, if subjected; 2. Name of the Audit firm; and 3. Members of the engagement team inspected by the SEC. <p>It is the SEC OGA that selects which auditing firms will be subjected to inspection. Constantino Guadaluiver & Co. has not yet been subjected to inspection. It is the Company's understanding that the SOAR Program is set to start in July 2018.</p>	<p>The Corporation's external auditor has not been subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program.</p>
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Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p>	<p>COMPLIANT</p>	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p>It is Company practice to disclose all other information that includes remuneration of all directors and senior management, corporate strategy, important non-financial information, and off-balance sheet transactions. All disclosed information shall be released via the approved stock exchange procedure for company announcements, media, analysts' briefings, as well as through the annual report.</p> <p>See Jollville Holdings Corporation, Audit Committee (pages 9 to 11) in New Manual on Corporate Governance available at http://www.joh.ph/corp_governance.asp</p>	
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<p>2. Company, adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>NON-COMPLIANT</p>	<p>Provide link to Sustainability Report, if any. Disclose the standards used.</p>	<p>It is Company practice to disclose all other information that includes remuneration of all directors and senior management corporate strategy, important non-financial information, and off-balance sheet transactions via the approved stock exchange procedure for company announcements, media, analysts' briefings, as well as through the annual report.</p> <p>While framework for reporting is not a globally recognized standard, the same is considered by the Company as more than sufficient given the limited issues on these matters.</p>
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Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	COMPLIANT	Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.	
		<p>The Company commits at all times to fully disclose all material information about the company for the benefit of all the stockholders. The Company also causes the filing of all required information through the appropriate Exchange mechanisms for listed companies and submissions to the SEC for the interest of its stockholders. Interim and annual reports are likewise posted on the PSE EDGE and on the company website to ensure the widest cost-efficient accessibility for all stockholders.</p> <p>The Company files quarterly, annual, and other regular disclosures, and reports with the SEC and on the PSE Edge.</p>	

Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:			Provide link to company website	
a. Financial statements/reports (latest quarterly)	COMPLIANT	See Jollville Holdings Corporation, Company Disclosures, available at http://www.joh.ph/sec_filing.asp See also PSE Edge, Company Disclosures, available at http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=261		
b. Materials provided in briefings to analysts and media	COMPLIANT			
c. Downloadable annual report	COMPLIANT			
d. Notice of ASM and/or SSM	COMPLIANT			
e. Minutes of ASM and/or SSM	COMPLIANT			
f. Company's Articles of Incorporation and By-Laws	COMPLIANT			
Additional Recommendation to Principle 11				
1. Company complies with SEC-prescribed website template.	COMPLIANT			

Internal Control System and Risk Management Framework

Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

Recommendation 12.1

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>List quality service programs for the internal audit functions.</p> <p>Internal Audit provides full audit, general audit, spot audit, situational audit, and follow-up audit.</p> <p>Indicate frequency of review of the internal control system</p> <p>Review of the internal control system is done at least annually.</p> <p>See Jollville Holdings Corporation, Audit Committee (pages 9 to 11) in New Manual on Corporate Governance available at http://www.joh.ph/corp_governance.asp</p>	
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<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>Identify internal framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks <p>Indicate frequency of review of the enterprise risk management framework.</p> <p>See Jolliville Holdings Corporation, Enterprise Risk Management, available at http://www.joh.ph/risk_management.asp</p> <p>Key risks and risk management strategies are discussed in the Annual Report of the Company, available at http://www.joh.ph/sec_annual_report.asp.</p>	<p>Please refer to the Corporation's website.</p>
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Supplement to Recommendations 12.1

<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>COMPLIANT</p>	<p>Provide information, on or link, reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>See Jolliville Holdings Corporation, in New Manual on Corporate Governance available at http://www.joh.ph/corp_governance.asp</p> <p>Indicate frequency of review.</p> <p>Review of the Company's compliance with laws and relevant regulations is done at least annually.</p>	
<p>Optional: Recommendation 12.1</p> <p>1. Company has a governance process on IT issues, including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>		<p>Provide information on IT governance process</p>	

Recommendation 12.2

1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.

Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.

Internal Audit is in-house. The Company has an Internal Auditor which provides the Board and the Company reasonable assurance that its key organizational and procedural controls are effective, appropriate, and complied with.

See Jolliville Holdings Corporation, Internal Auditor, in New Manual on Corporate Governance (pages 12-13), available at http://www.joh.ph/corp_governance.asp

Recommendation 12.3

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.

NON-COMPLIANT

Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.

While the Board did not appoint a Chief Audit Executive, the functions of the CAE are performed by the Chairman of the Board's Audit and Risk Committee, Mr. Dexter E. Quintana.

2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.

NON-COMPLIANT

While the Board has not appointed a Chief Audit Executive, the functions of the CAE are currently performed by the Chairman of the Board's Audit and Risk Committee, Mr. Dexter E. Quintana.

3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT	Identify qualified independent executive or senior management personnel, if applicable. The Company has no outsourced internal audit activity.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	Provide information on company's risk management function. The Audit and Risk Committee annually reviews the Company's approaches to risk management and recommends to the Board the changes or improvements to key elements of its processes and procedures. After submission of the Committee's recommendation, the Board then reviews the risk management system.	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.		Identify source of external technical support, if any. Aside from the Audit and Risk Committee, the Company enlists the assistance of its legal counsels for technical support in risk management.	

Recommendation 12.5

1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	NON-COMPLIANT	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	Although the Company does not have a Chief Risk Officer (CRO), the Chairman of the Audit and Risk Committee ensures that a sound internal audit is in control and compliance system is in place and working effectively.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	NON-COMPLIANT		
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	NON-COMPLIANT	Provide link to CEO and CAE's attestation	The Company has not yet appointed a CAE but the Audit and Risk Committee ensures that a sound internal audit is in control and compliance system is in place and working effectively.
2.			

Cultivating a Synergic Relationship with Shareholders

Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1

1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.	
2. Board ensures that basic shareholder rights are disclosed on the company's website.		See Jollville Holdings Corporation, Investors' Rights, New Manual on Corporate Governance (pages 13-14), available at http://www.joh.ph/pdf/New%20Manual%20on%20Corporate%20Governance.pdf	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	COMPLIANT	See Jollville Holdings Corporation, Investors' Rights, New Manual on Corporate Governance (pages 13-14), available at http://www.joh.ph/pdf/New%20Manual%20on%20Corporate%20Governance.pdf	

<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>COMPLIANT</p>	<p>Provide information on all classes of shares, including their voting rights if any.</p> <p>There is only one class of share, as of 31 December 2017, that is, common. All holders of common shares have equal voting, subscription and transfer rights. See Jollville Holdings Corporation, Articles of Incorporation, available at http://www.joh.ph/about.asp</p>	
<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>COMPLIANT</p>	<p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p> <p>The Board adopts a voting procedure where voting may be by poll, by show of hands or viva voce.</p>	

<p>4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>COMPLIANT</p>	<p>Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.</p> <p>All shareholders, including minority shareholders, have the right to elect, remove, and replace directors. They also have the right to vote on certain corporate acts, as provided under the Corporation Code. For election of directors, the adoption of cumulative voting allows minority shareholders to cumulate their votes to better secure Board seats.</p>	
<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>COMPLIANT</p>	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p>See <u>Jolliville Holding Corporation's B-Laws</u>, available at http://www.joh.ph/pdf/Amended_By_Laws_03132009.pdf</p> <p>As of date, there has been no call for a shareholders' meeting initiated by a stockholder.</p>	

<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to the policies on treatment of minority shareholders</p> <p>See Jolliville Holdings Corporation, Investors' Rights, New Manual on Corporate Governance (pages 13-14), available at http://www.joh.ph/pdf/New%20Manual%20on%20Corporate%20Governance.pdf</p>	
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7. Company has a transparent and specific dividend policy.	COMPLIANT	<p>Provide information on or link/reference to the company's dividend Policy.</p> <p>See Jollville Holdings Corporation, Investors' Rights, New Manual on Corporate Governance (pages 13-14), available at http://www.joh.ph/pdf/New%20Manual%20on%20Corporate%20Governance.pdf</p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</p> <p>For the year 2017, the Company did not declare any dividends.</p>	
Optional: Recommendation 13.1 1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.		Identify the independent party that counted/validated the votes of the ASM, if any.	
Recommendation 13.2			

<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>	<p>COMPLIANT</p>	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</p> <p>Date of Annual Stockholders' Meeting: 21 June 2017</p> <p>Date of sending out notice: 19 May 2017 (15 business days)</p> <p>Date of sending Agenda: 19 May 2017 (15 business days)</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Shareholders' approval of remuneration or any changes therein were not included in the agenda as it has not been discussed during the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p>	
<p>SEC Form – I-ACGR * Updated 21Dec2017</p>		<p>See Jollville Holdings Corporation, Definitive Information Statement (Page 2), available at http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-20DEFINITIVE%202018.pdf</p>	

Supplemental to Recommendation 13.2

1. Company's Notice of Annual Stockholders' Meeting contains the following information:		Provide link or reference to the company's notice of Annual Shareholders' Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)		See Jollville Holdings Corporation, Definitive Information Statement (Item 5, Page 5), available at http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-1S%20DEFINITIVE%202018.pdf	
b. Auditors seeking appointment/re-appointment		See Jollville Holdings Corporation, Definitive Information Statement (Item 7, Page 14), available at http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-1S%20DEFINITIVE%202018.pdf	
c. Proxy documents		See Jollville Holdings Corporation, Definitive Information Statement (Page 3), available at http://www.joh.ph/pdf/JOH%20SEC%20FORM%2020-1S%20DEFINITIVE%202018.pdf	

Optional: Recommendation 13.2

1. Company provides rationale for the agenda items for the annual stockholders meeting	NON-COMPLIANT	Provide link or reference to the rationale for the agenda items	The Company endeavors to provide rationale for the agenda items for the annual stockholders meeting.
Recommendation 13.3			

<p>1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.</p>	<p>COMPLIANT</p>	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p>The shareholders were given time, during the ASM and special meeting, to raise questions which were duly minuted. However, none were raised.</p> <p>See Jolliville Holdings Corporation, Minutes of All General or Special Stockholders' Meeting, available at http://www.joh.ph/pdf/Minutes%20of%20Meeting%20June%2014%202016.pdf</p> <p>In addition, the results of the annual or special stockholders' meeting of stockholders are disclosed to the public via the PSE Edge right after the meeting and is available</p>	
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<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p>		<p>Provide link to minutes of meeting in the company website.</p> <p>See Jolliville Holdings Corporation, Minutes of All General or Special Stockholders' Meeting, available at http://www.joh.ph/pdf/Minutes%20of%20Meeting%20June%2014%202016.pdf</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>The voting on resolutions was done viva voce.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p> <p>The shareholders were given time, during the ASM and special meeting, to raise questions which were duly minuted. However, none were raised</p>	
<p>SEC Form - I-ACGR * Updated 21Dec2017</p>			

Supplement to Recommendation 13.3

1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	COMPLIANT	Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting Representatives of the external auditor and the stock transfer agent were present during the meeting.	
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Recommendation 13.4

1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes Conflicts are usually resolved through mediation between the parties. A mediator will be selected by the parties to facilitate communication and negotiation and to assist them in reaching a voluntary agreement regarding the issue involved. Shareholders are also free to contact the Company's IRO to seek redress.	
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2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT	Provide link/reference to where it is found in the Manual on Corporate Governance	Please refer to page 4 of the Manual on Corporate Governance adopted by the Board on 29 May 2018,
		<p>The Board is tasked to maintain an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its stockholders and the Corporation and third parties.</p> <p>See Jollville Holdings Corporation, Duties and Functions of the Board, New Manual on Corporate Governance, available at http://www.joh.ph/pdf/New%20Manual%20on%20Corporate%20Governance.pdf</p>	

Recommendation 13.5

1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	Disclose the contact details of the officer/office responsible for investor relations, such as: 1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address To establish and maintain an investor relations program that will keep stockholders informed of the important developments in the Company and assure them that the Company values their investment, JOH established an Investor Relations Office and appointed an IRO, in the name of Ms. Ortud I. Yoo. Her contact details are as follow: Telephone No.: (632)373-3038 Fax No.: (632) 373-8491 Email address: ortud_ting@joh.ph	
2. IRO is present at every shareholder's meeting.	COMPLIANT	Indicate if the IRO was present during the ASM. JOH's IRO is present at every shareholders' meeting.	
Supplemental Recommendations to Principle 13			

1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	COMPLIANT	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	COMPLIANT	There are no anti-takeover measures or similar devices that was proposed or implemented during the year. Indicate the company's public float. The public float of the Corporation as of 31 March 2018 is 34.24%.	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting		Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.		Disclose the process and procedure for secure electronic voting in absentia, if any.	

Duties to Stakeholders

Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders: Information regarding the Company's shareholders is disclosed both to the SEC and PSE.	
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Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	Identify policies and programs for the protection and fair treatment of company's stakeholders See Jolliville Holdings Corporation, Investors' Rights, New Manual on Corporate Governance (pages 13-14), available at http://www.joh.ph/pdf/New%20Manual%20on%20Corporate%20Governance.pdf	
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Recommendation 14.3

<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>COMPLIANT</p>	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Stakeholders of the Company may contact Ms. Ortrud T. Yao, the Company's IRO.</p> <p>Her contact details are as follow: Telephone No.: (632)373-3038 Fax No.: (632) 373-8491 Email address: ortrud.ying@joh.ph</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p>See Jolliville Holdings Corporation, Whistle-Blowing Policy, available at: http://www.joh.ph/company_policy_s.asp</p>	
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Supplement to Recommendation 14.3

1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	COMPLIANT	Provide information on the alternative dispute resolution system established by the company. Conflicts are usually resolved through mediation between the parties. A mediator will be selected by the parties to facilitate communication and negotiation and to assist them in reaching a voluntary agreement regarding the issue involved.	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	COMPLIANT	Disclose any requests for exemption by the company and the reason for the request. The Company did not file any request for exemption for the period 2017.	
2. Company respects intellectual property rights.	COMPLIANT	Provide specific instances, if any. The Company's trademarks and device are both registered with the Intellectual Property Office since Year 2002.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare		Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	

2. Company discloses its policies and practices that address supplier/contractor selection procedures		Identify policies, programs, and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	
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Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation. Employee suggestions are solicited regularly by Management and addressed in periodic meetings. Employees are also encouraged to speak freely about problems – and provide ideas about how to solve them	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	NON-COMPLIANT	Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.	The Company takes into consideration both Company and individual employee performance in determining bonus and incentives.
2. Company has policies and practices on health, safety and welfare of its employees.	COMPLIANT	Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any. The Company aims to provide quality and timely health and welfare services to its employees in order to avoid interruption on their jobs and to prevent conditions (physical, mental or social) that will preclude them from giving their full attention to their work.	

3. Company has policies and practices on training and development of its employees.	COMPLIANT	Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended. The Company also provides training programs and seminars to employees that could further improve and enhance their personality and knowledge in their respective fields.	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	Identify or provide link/reference to the company's policies, programs and practices on anti-corruption Compliance with applicable laws, rules and regulations must never be compromised. Moreover, all directors, officers and employees of the company are prohibited from giving anything of value to government officials in exchange for favorable treatment.	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	Identify how the board disseminated the policy and program to employees across the organization. Policies are disseminated through an onboarding seminar (for new employees), regular trainings and through Memoranda.	

Supplement to Recommendation 15.2

<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>		<p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</p> <p>Acceptance of gifts and other favors from customers, suppliers, and other third parties, which might compromise one's ability to make objective decisions or which might affect the performance of one's duty, is strictly prohibited</p> <p>Include any finding of violations of the company policy.</p> <p>There were none in 2017.</p>	
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Recommendation 15.3

1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	COMPLIANT	Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees. Access the company's whistle blowing policy here: http://www.joh.ph/company_policies.asp	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	NON-COMPLIANT	Provide contact details to report any illegal or unethical behavior.	The compliance officer may be contacted for any report.
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.	

Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

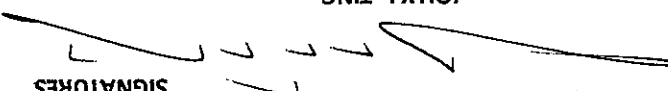
<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>COMPLIANT</p>	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p>The Company maintains a harmonious relationship with our local host communities through many environmental, health and awareness programs that we participate in.</p> <p>The Company plays and active role in community projects held jointly with the LikasDiwa Foundation and the local government. Activities include tree planting, mangrove preservation, book donations and other educational programs, sponsorships on various health and sports programs and awareness campaigns on fire prevention and water conservation.</p> <p>Please refer to the Corporation's CSR Initiatives. http://www.joh.ph/social_responsibility.asp</p>	
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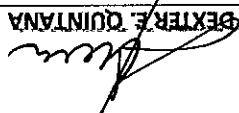
Optional: Principle 16

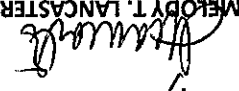
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>		<p>Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p>	
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>		<p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p>	

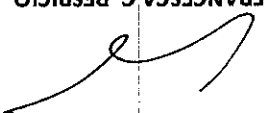
Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of PASIG CITY 22 MAY 2018

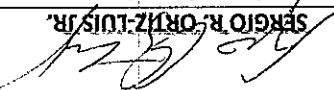
SIGNATURES


JOLLY L. TING
 Chairman of the Board/Chief Executive Officer


DEXTER E. QUINTANA
 Independent Director


MELODY T. LANCASTER
 Compliance Officer


ANNA FRANCESCA C. RESPICIO
 Corporate Secretary


SERGIO R. ORTIZ-LUIS JR.
 Independent Director

SUBSCRIBED AND SWORN to before me this 22 MAY 2018 day of May 2018, affiants exhibiting to me their competent evidence of identity, Passports, SSS, Senior, Driver's License, as follow:

NAME	Passport/SSS/Senior/ Driver's License	Date/Place of Issue	Expiration
JOLLY L. TING	Passport EC0912212	DFA-NCR	April 22, 2019
ANNA FRANCESCA C. RESPICIO	Passport P0286448A	DFA NCR East	September 15, 2021
MELODY T. LANCASTER	Driver's Lic. X01-13-003108	LTO Q.C.	February 23, 2019
SERGIO R. ORTIZ-LUIS JR.	Passport EC6362062	Jan. 11, 2016 / DFA Manila	January 10, 2021
DEXTER E. QUINTANA	Senior Citizen 50251	July 11, 2011/OSCA Mkt.	None

NOTARY PUBLIC

PAULA CARISSA V. KINTANAR
 Notary Public for Cities of Pasig and San Juan
 and in the Municipality of Pateros
 Appointment No. 184 (2017-2018)
 Commission Expires on December 31, 2018
 2704 East Tower, PCE Centre, Exchange Road,
 Ortigas Center, 1605 Pasig City
 PTR No. 2705649 / 01.09.2018 / Mandaluyong
 IBP No. 020585 / 01.03.2018 / RSM
 Roll of Attorneys No. 66236
 Admitted to the Bar on 22 June 2016

Doc No. 498
 Page No. 181
 Book No. 114
 Series of 2018.



JOLLIVILLE HOLDINGS CORPORATION

ANNEX "A"

December 7, 2017

Philippine Stock Exchange
Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Mr. Jose Valeriano B. Zuño III**
OIC-Head, Disclosure Department

Re: Jolliville Holdings Corporation
Attendance in Corporate Governance Training

Gentlemen:

In compliance with SEC Memorandum Circular No. 20, Series of 2013, please be advised that the Corporation's Directors and Officers enumerated below have attended the required seminar on corporate governance held on 29 November 2017 entitled "Seminar on Corporate Governance" conducted by the Risks, Opportunities, Assessment and Management (ROAM), Inc., a duly accredited training provider of the Commission.

Name of Directors/Key Officers	Position/Designation
1. Jolly L. Ting	Chairman/CEO
2. Nanette T. Ongcarranceja	President/COO
3. Melody T. Lancaster	SVP/Compliance Officer
4. Ortrud T. Yao	Asst. Secretary/Treasurer/CFO
5. Dexter E. Quintana	Independent Director

Enclosed herewith are copies of the Certificates of Attendance.

Thank you for your kind attention.

Very truly yours,

ORTRUD T. YAO
Asst. Corporate Secretary/
Treasurer/CFO



Risks, Opportunities, Assessment and
Management (ROAM), Inc.

awards this

CERTIFICATE OF COMPLETION

to

Jolly L. Ting

for having completed the seminar on

CORPORATE GOVERNANCE

held on 29 November 2017 at
RCBC Plaza, Ayala Avenue, Makati City


Benjamin I. Espiritu, Ph.D.
President



Risks, Opportunities, Assessment and
Management (ROAM), Inc.

awards this

CERTIFICATE OF COMPLETION

to

Nanette T. Ongcarranceja

for having completed the seminar on

CORPORATE GOVERNANCE

held on 29 November 2017 at
RCBC Plaza, Ayala Avenue, Makati City


Benjamin I. Espiritu, Ph.D.
President



Risks, Opportunities, Assessment and
Management (ROAM), Inc.

awards this

CERTIFICATE OF COMPLETION

to

Melody T. Lancaster

for having completed the seminar on

CORPORATE GOVERNANCE

held on 29 November 2017 at
RCBC Plaza, Ayala Avenue, Makati City

Benjamin I. Espiritu, Ph.D.
President



Risks, Opportunities, Assessment and
Management (ROAM), Inc.

awards this

CERTIFICATE OF COMPLETION

to

Ortrud T. Yao

for having completed the seminar on

CORPORATE GOVERNANCE

held on 29 November 2017 at
RCBC Plaza, Ayala Avenue, Makati City


Benjamin I. Espiritu, Ph.D.
President



Risks, Opportunities, Assessment and
Management (ROAM), Inc.

awards this

CERTIFICATE OF COMPLETION

to

Dexter E. Quintana

for having completed the seminar on

CORPORATE GOVERNANCE

held on 29 November 2017 at
RCBC Plaza, Ayala Avenue, Makati City


Benjamin I. Espiritu, Ph.D.
President

COVER SHEET

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COMPANY INFORMATION

N/A

DECEMBER 31

N/A

2 : All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

**JOLLIVILLE HOLDINGS
CORPORATION**

**MANUAL ON
CORPORATE GOVERNANCE**

MANUAL ON CORPORATE GOVERNANCE OF JOLLVILLE HOLDINGS CORPORATION

The Board of Directors and Management of JOLLVILLE HOLDINGS CORPORATION (the "Company") hereby commit themselves to the principles and best practices contained in this Manual and acknowledge that the same may guide the attainment of our corporate goals.

PART I. OBJECTIVE

In accordance with the memorandum circular of the Securities and Exchange Commission, the Board of Directors of JOLLVILLE HOLDINGS CORPORATION has approved and adopted this new Manual on Corporate Governance ("Manual") on May 29, 2017. This Manual shall institutionalize the principles of good corporate governance in the entire organization.

The Board of Directors and Management, employees and shareholders, believe that corporate governance is a necessary component of what constitutes sound strategic business management and will therefore undertake every effort necessary to create awareness within the organization as soon as possible.

PART II. COMPLIANCE SYSTEM

The Compliance System shall insure that the corporate principles and best practices shall at all times be maintained for the attainment of the corporate goals and objectives. To this end, the corporate governance principles and guidelines contained in this Manual must be adhered to by all concerned, starting with the Board of Directors, to the Board Committees, the Corporate Officers and the Auditors, to be monitored by the Compliance Officer.

A. Compliance Officer

1. To insure adherence to corporate principles and best practices, the Board shall designate a Compliance Officer (CO) who shall hold the position of a Senior Vice President or its equivalent. The CO shall report directly to the Chairman of the Board. The CO shall not be a member of the Board of Directors.
2. The CO shall perform the following duties:
 - 2.1 Monitor compliance with the provisions and requirements of this Manual, as well as rules and regulations of pertinent regulatory agencies.
 - 2.2 Appear before the Securities and Exchange Commission upon summon on similar matters that need to be clarified by the same.
 - 2.3 Determine violation/s of the Manual and of rules and regulations of government regulatory agencies, report said violations to the Board, and recommend penalty for

violation, as well as measure to prevent future violations, for further review and approval of the Board.

- 2.4 Issue a certification every January 30th of the year on the extent of the Corporation's compliance with this Manual for the completed year, explaining the reason/s of the latter's deviation from the same.
 - 2.5 Identify, monitor and control compliance risks.
 - 2.6 Attend a training seminar on corporate governance at least once a year.
3. The appointment of the compliance officer shall be immediately disclosed to the Securities and Exchange Commission on SEC Form 17-C.

B. Board of Directors

Compliance with the principles of good corporate governance shall start with the Board of Directors. It shall be the Board's responsibility to foster the long-term success of the Corporation and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Corporation, its shareholders and other stakeholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.

1. Composition of the Board.

- 1.1 The Board of Directors shall be composed of seven (7) members, with one (1) of the members to act as Chairperson, and at least three (3) of the members shall be independent directors. The position of Chairman and Chief Executive Officer shall be held by separate individuals.

An independent director should serve for a maximum cumulative term of nine (9) years, but may still qualify as a non-independent director after the nine (9) years. Should the Corporation wish to engage an independent director who has served for nine (9) years, the Board of Directors should provide meritorious justification and seek shareholders' approval during the annual shareholders' meeting.

- 1.2 A majority of the Board of Directors shall be non-executive directors.

2. The Board shall have a formal and transparent board nomination and election policy.
3. General Responsibility

A director's office is one of trust and confidence. He shall act in a manner characterized by transparency, accountability and fairness.

4. Specific Duties and Functions of the Board.

The Board shall ensure a high standard of best practice for the Corporation and its stockholders and other stakeholders. In addition to the duties and functions provided in the rules and regulations as well as the Corporation's By-laws, the Board shall:

- 4.1 Install a process of selection to ensure a mix of competent directors and officers who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies.
- 4.2 Determine the Corporation's purpose, its vision and mission, and strategies to carry out its objectives.
- 4.3 Establish a Board Charter, which states the roles, responsibilities, and accountabilities in carrying out its fiduciary duties.
- 4.4 Ensure that the Corporation complies with all relevant laws, regulations, and codes of best business practices.
- 4.5 Identify the Corporation's major and other stakeholders and formulate a clear policy on communicating or relating with them through an effective investor relations program.
- 4.6 Adopt a system of internal checks and balances. The Board shall also conduct a regular review of the effectiveness of the system to ensure the integrity of the decision-making and reporting processes and to maintain its adequacy and effectiveness.
- 4.7 Identify key risk areas and key performance indicators and monitor these factors with due diligence, including the establishment of a sound Enterprise Risk Management framework to monitor, assess, and manage key business risks.
- 4.8 Formulate and implement policies and procedures that would ensure the integrity and transparency of related party transactions.
- 4.9 Properly discharge Board functions by meeting regularly. Independent views during Board meetings shall be given due consideration and all such meetings shall be duly minuted.
- 4.10 Keep Board authority within the powers of the institution as prescribed in the Articles of Incorporation and By-Laws, and in existing laws, rules and regulations.
- 4.11 Constitute an Audit Committee, Nomination Committee, Compensation and Remuneration Committee, Corporate Governance Committee, and such other committees it deems necessary to assist the Board in the performance of its duties and responsibilities.
- 4.12 Establish and maintain an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its stockholders and the Corporation and third parties.
- 4.13 Appoint a Compliance Officer with the rank of Senior Vice President or equivalent who shall report directly to the Chairman of the Board.
- 4.14 Periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets, and Management's overall performance.
- 4.15 Adopt an effective program for succession planning for directors, key officers, and management to ensure growth and a continued increase in shareholders' value.

- 4.16 Establish an effective performance management framework to ensure that performance of Management and personnel is at par with standards set by the Board of Directors and Management.
 - 4.17 Conduct self-assessments of the Board's performance annually, and on every third year, the said assessment should be supported by an external facilitator.
 - 4.18 Appoint an independent party to evaluate the fairness of the transaction prices of its acquisition or disposition of assets.
 - 4.19 Establish policies, programs, and procedures to encourage employees to actively participate in the realization of corporate goals and governance.
 - 4.20 Adopt an anti-corruption policy and disseminate the same across the organization.
 - 4.21 Establish a framework for whistleblowing which will allow employees to freely communicate their concerns about illegal practices.
 - 4.22 Develop policies for the promotion of a mutually beneficial relationship between the Corporation's business and the society wherein it operates.
5. Duties and Responsibilities of a Director.

A director shall have the following duties and responsibilities:

- 5.1 Conduct fair business transactions with the Corporation and to ensure that personal interest does not bias Board decisions;
- 5.2 Devote time and attention necessary to properly discharge his duties and responsibilities;
- 5.3 Except for justifiable cause such as illness, death in the family, or injury, an independent director shall always attend Board meetings. Unless otherwise provided in the By-Laws, the absence of an independent director shall not affect the quorum requirement.
- 5.4 Act judiciously;
- 5.5 Exercise independent judgment;
- 5.6 Have a working knowledge of the statutory and regulatory requirements affecting the Corporation, including the contents of its Articles of Incorporation and By-Laws, the requirements of the Commission, and where applicable, the requirements of other regulatory agencies.
- 5.7 Observe confidentiality;
- 5.8 Ensure the continuing soundness, effectiveness, and adequacy of the Corporation's control environment; and
- 5.9 Notify the Board of Directors prior to accepting a directorship in another Corporation.

C. Board Committees

To aid in complying with the principles of good corporate governance, the Board shall constitute Committees which shall have their own respective Committee Charters stating their purposes, memberships, structures, operations, reporting processes, resources, and other relevant information, as well as the standards for evaluation of the Committees.

1. Nomination Committee

The Board shall create a Nomination Committee which shall have at least three (3) voting (one of whom must be independent) and one (1) non-voting Director in the person of the HR Director/Manager.

1.1 It shall pre-screen and shortlist all candidates nominated to become a member of the board of directors in accordance with the following qualifications and disqualifications:

1.1.1 Qualifications

- a. Holder of at least one (1) share of stock of the Corporation.
- b. He shall be at least a college graduate or have sufficient experience in managing the business to substitute for such formal education.
- c. He shall be at least twenty one (21) years old.
- d. He shall have proven to possess integrity and probity.
- e. He shall be assiduous in the performance of duties.
- f. Possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the Board of Directors.
- g. Have the ability to promote a smooth interaction between board members.

1.1.2 Disqualifications

- a. Any person finally convicted judicially of an offense involving moral turpitude or fraudulent act or transgressions;
- b. Any person finally found by the Commission or a court or other administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of, any provision of the Securities Regulation Code, the Corporation Code, or any other law administered by the Commission or *Bangko Sentral ng Pilipinas* (BSP), or any rule, regulation or order of the SEC or BSP;
- c. Any person judicially declared to be insolvent;

- d. Any person earlier elected as independent director who becomes an officer, employee or consultant of the same corporation;
- e. Any person finally found guilty by a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct listed in the foregoing paragraphs; and
- f. Conviction by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code, committed within five (5) years prior to the date of his election or appointment.

1.1.3 Any of the following shall be a ground for the temporary disqualification of a director:

- a. Refusal to comply with the disclosure requirements of the Securities Regulation Code and its Implementing Rules and Regulations. This disqualification shall be in effect as long as his refusal persists.
- b. Absence or non-participation for whatever reason/s for more than fifty percent (50%) of all meetings, both regular and special, of the Board of directors during his incumbency, or any twelve (12) month period during said incumbency. This disqualification applies for purposes of the succeeding election.
- c. Dismissal/termination from directorship in another listed corporation for cause. This disqualification shall be in effect until he has cleared himself of any involvement in the alleged irregularity.
- d. Under preventive suspension by the Corporation.
- e. If the beneficial equity ownership of an independent director in the corporation or its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock. The disqualification shall be lifted if said director complies with the limit.
- f. Conviction that has not yet become final referred to in the grounds for the disqualification of directors.

1.2 Determine the nomination and election process for the Corporation's directors.

1.3 In consultation with the executive or management committee/s, re-define the role, duties and responsibilities of the Chief Executive Officer by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance at all times.

1.4 The Nomination Committee shall adopt guidelines to determine the number of directorships that members of the Board can hold concurrently, the optimum number of which shall depend on the capacity of a director to perform his duties diligently as well as the following guidelines:

- 1.4.1 The nature of the business of the Corporations which he is a director;
 - 1.4.2 Age of the director;
 - 1.4.3 Number of present directorships/active memberships and officerships in other corporations or organizations which shall not be more than five (5) publicly listed companies; and
 - 1.4.4 Possible conflict of interest.
- 1.5 The Chief Executive Officer and other executive directors shall be covered by a lower indicative limit for membership in other Boards. The same low limit shall apply to independent or non-executive directors who serve as full-time executives in other corporations. In any case, the capacity of directors to serve with diligence shall not be compromised.

2. Compensation and Remuneration Committee

- 2.1 The Compensation or Remuneration Committee shall be composed of at least three (3) members, one of whom shall be an independent director.
- 2.2 Duties and Responsibilities
- 2.2.1 Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of directors and corporate officers, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Corporation's culture, strategy and control environment.
 - 2.2.2 Designate amount of remuneration, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the company successfully.
 - 2.2.3 Develop a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers, which among others compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once hired.
 - 2.2.4 Disallow any director to decide his or her own remuneration.
 - 2.2.5 Provide in the Corporation's annual reports, information and proxy statements a clear, concise and understandable disclosure of all fixed and variable compensation that may be paid, directly or indirectly, to its directors and top four (4) management officers during the preceding fiscal year.
 - 2.2.6 Review (if any) of the existing Human Resources Development or Personnel Handbook, to strengthen provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of

personnel concerned with all statutory requirements that must be periodically met in their respective posts.

In the absence of such Personnel Handbook, the Committee shall cause the development of such, covering the same parameters of governance stated above.

3. Corporate Governance Committee

3.1 The Corporate Governance Committee shall be composed of three (3) independent directors

3.2 The Corporate Governance Committee shall have the following duties and functions;

- 3.2.1 Oversee the implementation of the Corporate Governance Framework and periodically review the said framework to ensure it remains appropriate;
- 3.2.2 Oversee periodic performance evaluation of the Board of Directors and its committees;
- 3.2.3 Ensure that results of Board of Director evaluations are shared, discussed, and that concrete action plans are developed and implemented to address areas for improvement;
- 3.2.4 Recommend continuing education/training programs for directors, assignment of tasks/projects to board committees, and succession plans for the board members and senior officers;
- 3.2.5 Adopt corporate governance policies that ensures that these are reviewed and updated regularly, and consistently implemented; and
- 3.2.6 Propose and plan relevant trainings for the members of the Board of Directors.

4. Audit Committee

4.1 The audit committee shall be composed of at least three (3) members of the Board, one (1) of whom shall be an independent director and another with audit experience. Each member shall have adequate understanding at least or competence at most of the company's financial management systems and environment. The chair of the Audit Committee shall be an independent director. A member of the committee should have audit experience.

4.2 Duties and Responsibilities

- 4.2.1 Check all financial reports against its compliance with both the internal financial management handbook and pertinent accounting standards, including financial reporting requirements of the Securities and Exchange Commission.
- 4.2.2 Perform oversight financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management.

- 4.2.3 Pre-approve all audit plans, scope and frequency one (1) month before the conduct of external audit.
- 4.2.4 Perform direct interface functions with the internal and external auditors and
 - a. Ensure that the external and internal auditors act independently from each other, and that both are given unrestricted access to all records, properties, and personnel to enable them to perform their respective audit functions.
 - b. Discuss with the external auditor, prior to the start of its audit, the nature, scope, and expenses of said audit.
 - c. Ensure that the work of the internal auditor shall be free from interference of outside parties.
 - d. Approve and recommend the appointment, reappointment, removal, and fees of the external auditor, to be approved by the Board of Directors and ratified by the shareholders.
 - e. Assess the integrity and independence of the external auditor, as well as its suitability and effectiveness on an annual basis.
- 4.2.5 Review the reports submitted by the internal and external auditors.
- 4.2.6 Hold separate periodic meetings with non-executive directors and heads of the internal audit, compliance, and risk functions, without any executive directors present to preserve checks and balance.
- 4.2.7 Review the quarterly, half-year and annual financial statements before their submission to the Board, with particular focus on the following matters:
 - a. Any change/s in accounting policies and practices
 - b. Major judgmental areas
 - c. Significant adjustments resulting from the audit
 - d. Going concern assumptions
 - e. Compliance with accounting standards
 - f. Compliance with tax, legal and regulatory requirements
- 4.2.8 Elevate to international standards the accounting and auditing processes, practices and methodologies, and develop the following in relation to this reform:
 - a. A definitive timetable within which the accounting system of the Corporation will be 100% International Accounting Standard (IAS) compliant.
 - b. An accountability statement that will specifically identify officers and/or personnel directly responsible for the accomplishment of such task.
- 4.2.9 Develop a transparent financial management system that will ensure the integrity of internal control activities throughout the company through a step-by-step

rules, procedures, and policies handbook for the benefit of all stockholders and other stakeholders, in accordance with the following guidelines:

- a. The extent of responsibility in the preparation of the financial statements, with the corresponding delineation of responsibilities that pertain to the external auditor, should be clearly explained.
- b. An effective system of internal control that will ensure the integrity of the financial reports and protection of the assets of the Corporation should be maintained.
- c. Based on approved audit plans, the internal audit examination should evaluate the adequacy and effectiveness of control that covers the Corporation's governance, operations, and information systems and compliance with contracts and rules and regulations.

D. The Corporate Secretary

1. The Corporate Secretary is an officer of the company, separate from the Compliance Officer, and perfection in performance and no surprises are expected of him. Likewise, his loyalty to the mission, vision and specific business objectives of the corporate entity come with his duties.
2. The Corporate Secretary shall be a resident and citizen of the Philippines.
3. The Corporate Secretary should not be a member of the Board of Directors.
4. Considering his varied functions and duties, he must possess administrative and interpersonal skills, and if he is not the general counsel, then he must be aware of the laws, rules and regulations necessary in the performance of his duties and responsibilities. He must also have some financial and accounting skills.

5. Duties and Responsibilities

- 5.1 Gather and analyze, as well as keep and preserve, all documents, records and other information essential to the conduct of his duties and responsibilities to the Corporation.
- 5.2 As to agenda, get a complete schedule thereof at least for the current year and put the Board on notice before every meeting. The Corporate Secretary shall ensure that the Board members have the material with accurate information on matters that require their approval.
- 5.3 Assist the Board in making business judgment in good faith and in the performance of their responsibilities and obligations.
- 5.4 Ensure that Board procedures and rules and regulations are strictly followed.
- 5.5 Except when prevented by justifiable causes such as an accident, illness, or death in the immediate family, attend all Board meetings and maintain record of the same.

- 5.6 Submit to the Commission every January 30th of the year, a certificate on the attendance in meetings of the Board of directors.
- 5.7 Work fairly and objectively with the Board, Management, stockholders and other stakeholders.
- 5.7.1 Attend a training seminar on corporate governance at least once a year.

E. External Auditor

- 1. An external auditor shall enable an environment of good corporate governance as reflected in the financial records and reports of the company, an external auditor shall be selected and appointed by the stockholders upon recommendation of the Audit Committee.
- 2. The reason/s for the resignation, dismissal or cessation from service and the date thereof of an external auditor shall be reported in the company's annual and current reports. Said report shall include a discussion of any disagreement with said former external auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.
- 3. The external auditor of the company shall not at the same time provide the services of an internal auditor to the same client. The Corporation shall ensure that other non-audit work shall not be in conflict with the functions of the external auditor.
- 4. The company's external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier.
- 5. If an external auditor believes that the statements made in the company's annual report, information statement or proxy statement filed during his engagement is incorrect or incomplete, he shall present his views in said reports.

F. Internal Auditor

- 1. The Corporation shall have in place an independent internal audit function which shall be performed by an Internal Auditor or a group of Internal Auditors, through which its Board, senior management, and stockholders shall be provided with reasonable assurance that its key organizational and procedural controls are effective, appropriate, and complied with.
- 2. The Internal Auditor shall report to the Audit Committee. He shall submit an annual report on the activities, responsibilities, and performance relative to the audit plans and strategies approved by the Audit Committee. The annual report shall include significant risk exposures, control issues} and other matters necessary or requested by the Board or Management.
- 3. The minimum internal control mechanisms for management's operational responsibility shall center on the Chief Executive Officer being ultimately accountable for the corporation's organizational and procedural controls.
- 4. The scope and particulars of a system of effective organizational and procedural controls shall be based on the following factors: the nature and complexity of business and the business culture;

the volume, size and complexity of transactions; the degree of risk; the degree of centralization and delegation of authority; the extent and effectiveness of information technology; and the extent of regulatory compliance.

**PART III.
REPORTORIAL OR DISCLOSURE SYSTEM OF
COMPANY'S CORPORATE GOVERNANCE POLICIES**

- A. The reports or disclosures required under this Manual shall be prepared and submitted to the Commission by the responsible Committee or officer through the Corporation's Compliance Officer;
- B. All material information, i.e., anything that could potentially affect share price or adversely affect its viability or the interest of its stockholders and other stakeholders, shall be publicly disclosed. Such information shall include earnings results, acquisition or disposal of assets, board changes, related party transactions, shareholdings of directors and changes to ownership.
- C. Other information that shall always be disclosed includes remuneration (including stock options) of all directors and senior management corporate strategy, important non-financial information, and off balance sheet transactions.
- D. All disclosed information shall be released via the approved stock exchange procedure for company announcements, media, analysts' briefings, as well as through the annual report.
- E. The Board shall commit at all times to fully disclose material information dealings. It shall cause the filing of all required information through the appropriate Exchange mechanisms for listed companies and submissions to the Commission for the interest of its stockholders and other stakeholders. Directors and officers shall disclose to the Company any dealings with the Company's shares within three (3) business days.

**PART IV.
SHAREHOLDERS' BENEFIT**

The company recognizes that the most cogent proof of good corporate governance is that which is visible to the eyes of its investors. Therefore the following provisions are issued for the guidance of all internal and external parties concerned, as governance covenant between the company and all its investors:

A. Investors' Rights and Protection

1. Rights of Investors/Minority Interests

The Board shall be committed to respect the following rights of the stockholders:

1.1 Voting Right

- 1.1.1 Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code.

1.1.2 Cumulative voting shall be used in the election of directors.

1.1.3 A director shall not be removed without cause if it will deny minority shareholders representation in the Board.

1.2 Pre-emptive Right

All stockholders shall have pre-emptive rights, unless the same is denied in the articles of incorporation or an amendment thereto. They shall have the right to subscribe to the capital stock of the Corporation. The Articles of Incorporation shall lay down the specific rights and powers of shareholders with respect to the particular shares they hold, all of which shall be protected by law so long as they shall not be in conflict with the Corporation Code.

1.3 Power of Inspection

All shareholders shall be allowed to inspect corporate books and records including minutes of Board meetings and stock registries in accordance with the Corporation Code and shall be furnished with annual reports, including financial statements, without cost or restrictions.

1.4 Right to Information

1.4.1 The Shareholders shall be provided, upon request, with periodic reports which disclose personal and professional information about the directors and officers and certain other matters such as their holdings of the company's shares, dealings with the company, relationships among directors and key officers, and the aggregate compensation of directors and officers.

1.4.2 The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.

1.4.3 The minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which the management shall include such information and, if not included, then the minority shareholders shall be allowed to propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes".

1.4.4 An Investor Relations Officer (IRO) shall be appointed to ensure constant engagement between the Board of Directors and its shareholders. The IRO shall be present at every shareholders' meeting. The IRO shall receive feedback, complaints, and queries with regard to activities and policies of the Corporation.

1.5 Right to Dividends

1.5.1 Shareholders shall have the right to receive dividends subject to the discretion of the Board.

- 1.5.2 The company shall be compelled to declare dividends when its retained earnings shall be in excess of 100% of its paid-in capital stock, except: a) when justified by definite corporate expansion projects or programs approved by the Board or b) when the corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or c) when it can be clearly shown that such retention is necessary under special circumstances obtaining in the Corporation, such as when there is a need for special reserve for probable contingencies.

1.6 Appraisal Right

The shareholders shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code of the Philippines, under any of the following circumstances:

- 1.6.1 In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- 1.6.2 In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; and
- 1.6.3 In case of merger or consolidation.
2. It shall be the duty of the directors to promote shareholder rights, remove impediments to the exercise of shareholders' rights and allow possibilities to seek redress for violation of their rights. They shall encourage the exercise of shareholders' voting rights and the solution of collective action problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to shareholders participating in meetings and/or voting in person. The directors shall pave the way for the electronic filing and distribution of shareholder information necessary to make informed decisions subject to legal constraints.
3. Notices of Annual and Special Shareholders' Meetings should be given at least twenty-eight (28) days prior to the meeting along with sufficient and relevant information to further encourage shareholder participation.
4. Vote Results of Shareholders' Meetings should be made publicly available by the next working day.

**PART V.
MONITORING AND ASSESSMENT**

- A. Each Committee shall report regularly to the Board of Directors.

- B. The Compliance Officer shall establish an evaluation system to determine and measure compliance with this Manual. Any violation thereof shall subject the responsible officer or employee to the penalties provided under Part 8 of this Manual.
- C. The establishment of such evaluation system, including the features thereof, shall be disclosed in the company's annual report (SEC Form 17-A) or in such form of report that is applicable to the Corporation. The adoption of such performance evaluation system must be covered by a Board approval.
- D. This Manual shall be subject to quarterly review unless the same frequency is amended by the Board.
- E. All business processes and practices being performed within any department or business unit of JOLLIVILLE HOLDINGS CORPORATION that are not consistent with any portion of this manual shall be revoked unless upgraded to the compliant extent.

PART VI. COMMUNICATION PROCESS

- A. This Manual shall be available for inspection by any stockholder of the Corporation at reasonable hours on business days.
- B. All directors, executives, division and department heads are tasked to ensure the thorough dissemination of this Manual to all employees and related third parties, and to likewise enjoin compliance in the process.
- C. An adequate number of printed copies of this Manual must be reproduced under the supervision of HRD, with a minimum of at least one (1) hard copy of the Manual per department.
- D. The following shall also be disclosed and made available on the Company website:
 - a. Board Charter;
 - b. Manual on Corporate Governance;
 - c. Minutes of Shareholders' Meetings within five (5) business days; and
 - d. Committee Charters.

PART VII. TRAINING PROCESS

- A. If necessary, funds shall be allocated by the CFO or its equivalent officer for the purpose of conducting an orientation program or workshop to operationalize this Manual.
- B. A director shall, before assuming as such, be required to attend a seminar on corporate governance which shall be conducted by a duly recognized private or government institute.

PART VIII. PENALTIES FOR NON-COMPLIANCE WITH THE MANUAL

- A. To strictly observe and implement the provisions of this manual, the following penalties shall be imposed, after notice and hearing, on the company's directors, officers, staff, subsidiaries and affiliates and their respective directors, officers and staff in case of violation of any of the provision of this Manual:
 - 1. In case of first violation, the subject person shall be reprimanded.
 - 2. Suspension from office shall be imposed in case of **second violation**. The duration of the suspension shall depend on the gravity of the violation.
 - 3. For third violation, the maximum penalty of removal from office shall be imposed.
- B. The commission of a third violation of this manual by any member of the board of the company or its subsidiaries and affiliates shall be a sufficient cause for removal from directorship.
- C. The Compliance Officer shall be responsible for determining violation/s through notice and hearing and shall recommend to the Chairman of the Board the imposable penalty for such violation, for further review and approval of the Board.



JOLLIVILLE HOLDINGS CORPORATION

May 31, 2017

PHILIPPINE STOCK EXCHANGE
Philippine Stock Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Mr. Jose Valeriano B. Zuño III**
OIC-Head, Disclosure Department

Re : Jolliville Holdings Corporation –
New Manual on Corporate Governance

Gentlemen:

Please find enclosed the new Manual on Corporate Governance of Jolliville Holdings Corporation which was approved by its Board of Directors in its meeting held on May 29, 2017.

Thank you for your kind attention.

Very truly yours,

NANETTE T. ONGCARRANCEJA
President