

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Feb 23, 2018
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. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
4th Floor 20 Lansbergh Place, 170 Tomas Morato Avenue cor. Scout Castor St., Quezon City
Postal Code
1103
8. Issuer's telephone number, including area code
(632) 373-3038
9. Former name or former address, if changed since last report
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10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock, Php1.00 Par Value	281,500,000

11. Indicate the item numbers reported herein
Item 9 - Other Events

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Jolliville Holdings Corporation

JOH

PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation

References: SRC Rule 17 (SEC Form 17-C) and

Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Sale of Water Business by Philippine H2O Ventures Corp. ("H2O") to Tabuk Water Corp. ("TWC" or "Tabuk").

Background/Description of the Disclosure

H2O and Tabuk entered into a Share Purchase Agreement wherein the former will sell all of its shareholdings in Calapan Waterworks Corporation (CWWC) to Tabuk for the consideration of PHP442,000,000. Both H2O and Tabuk are subsidiaries of the Company.

The Sale of Water business involves the sale by H2O of all its shares and interests in Calapan Waterworks Corporation ("CWWC") consisting of 137,045,398 common shares representing 99.75% of the issued and outstanding capital stock of CWWC. The shares and interests of H2O in CWWC represent all of H2O's existing business, non-cash assets and liabilities. CWWC is the owner and operator of the local waterworks system of Calapan City, Oriental Mindoro and is engaged in the business of developing and utilizing water resources to harness, produce and supply water for domestic, municipal, agricultural, industrial, commercial and/or recreational purposes.

Date of Approval by Board of Directors

Feb 21, 2018

Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The sale of Water Business by H2O will be made pursuant to the condition in the Memorandum of Agreement dated 21 December 2017 entered into by and between the Company and Udenna Development Corp. (UDEVCO).

Details of the acquisition or disposition

Date	TBA
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Manner

TWC will purchase all of H2O's shares and interests in CWWC.

Description of the company to be acquired or sold

Calapan Waterworks Corporation ("CWWC" or "Calapan Water"), a subsidiary of H2O, owns, operates, and manages the water works system of Calapan City, Oriental Mindoro. Calapan Water has been H2O's wholly-owned subsidiary since 31 March 2009.

CWWC was formally registered with the SEC on 23 May 1991 under the corporate name "Calapan Water Works System and Development Corporation" with SEC Registration No. AS091-191028 to engage in the business of developing and utilizing water resources.

Currently, Calapan Water has an authorized capital stock of Two Hundred Million Pesos (PHP200,000,000.00) divided into two hundred million (200,000,000) common shares, with par value of One Peso (PHP1.00) per share.

The terms and conditions of the transaction

Number of shares to be acquired or disposed	137,045,398
Percentage to the total outstanding shares of the company subject of the transaction	99.75
Price per share	PHP3.23 per CWWC share

Nature and amount of consideration given or received

The consideration and price to be paid by Tabuk Water for the shares shall be the aggregate amount of PHP442,000,000 payable in full on closing date.

Principle followed in determining the amount of consideration

Market Value

Terms of payment

Payable in full on closing date.

Conditions precedent to closing of the transaction, if any

The Closing of the Sale of Water Business shall be conditioned upon, among others, the approval by at least 2/3 of the shareholders of H2O, and the confirmation by UDEVCO and JOH that the closing of the H2O Sale will proceed.

Any other salient terms

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Identity of the person(s) from whom the shares were acquired or to whom they were sold

Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
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Tabuk Water Corp. (Buyer)	Tabuk is a wholly owned subsidiary of JOH.	
Philippine H2O Ventures Corp (Seller)	H2O is a subsidiary of JOH.	

Effect(s) on the business, financial condition and operations of the Issuer, if any

Upon closing of the transaction, the cash balance of the Company will be reduced 99.75% of CWWC will be owned by TWC, a wholly owned subsidiary of JOH.

Other Relevant Information

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Filed on behalf by:

Name	Ortrud Yao
Designation	Chief Finance Officer/ Treasurer/ Asst. Corporate Secretary