

C03605-2014

## 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)  
Jul 1, 2014
2. SEC Identification Number  
AS092-000589
3. BIR Tax Identification No.  
001-817-292
4. Exact name of issuer as specified in its charter  
Greenergy Holdings Incorporated
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
54 National Road, Dampol II-A, Pulilan, Bulacan  
Postal Code  
3005
8. Issuer's telephone number, including area code  
(02) 579-4490, (02)661-6945
9. Former name or former address, if changed since last report  
Not applicable
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 shares	186,327,856,500

11. Indicate the item numbers reported herein  
Item 2

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.



## Greenergy Holdings Incorporated

### GREEN

**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

Disposition of Equity Interest in Biomass Holdings Inc.

#### Background/Description of the Disclosure

Further to the Company's disclosure last 30 June 2014, the Company wishes to inform the investing public that the following deeds were executed today between the Company and ThomasLloyd Cleantech Infrastructure Fund GMBH ("CTF", formerly Cleantech Projektgesellschaft MBH) in relation to the divestment by the Company of its 600,000,000 common shares equivalent to 60% equity interest in Biomass Holdings Inc. ("BHI"):

1. Deed of Absolute Sale covering the 300,000,000 fully paid common shares of the Company in BHI for the total purchase price of P300,000,000.00; and
2. Deed of Assignment of Subscription covering the 300,000,000 partially paid common shares of the Company in BHI for the total purchase price of P100,522,380.00. CTF shall assume payment of the balance of the subscription to BHI.

<b>Date of Approval by Board of Directors</b>	Mar 26, 2014
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#### Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

Generate cash inflow to fund the future investments and acquisitions of the Company

#### Details of the acquisition or disposition

<b>Date</b>	Jul 1, 2014
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#### Manner

Sale of Shares

#### Description of the company to be acquired or sold

BHI is the joint venture company of Greenergy and CTF that holds their investment in San Carlos Biopower Inc.

**The terms and conditions of the transaction**

<b>Number of shares to be acquired or disposed</b>	600,000,000
<b>Percentage to the total outstanding shares of the company subject of the transaction</b>	60
<b>Price per share</b>	P0.67

**Nature and amount of consideration given or received**

Total purchase price in the amount of P400,522,380.00 shall be paid in cash.

**Principle followed in determining the amount of consideration**

Arm's Length Principle

**Terms of payment**

Full payment of the total purchase price on or before 30 June 2014

**Conditions precedent to closing of the transaction, if any**

Full payment of the total purchase price

**Any other salient terms**

None.

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

<b>Name</b>	<b>Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates</b>
ThomasLloyd Cleantech Infrastructure Fund GMBH	ThomasLloyd Cleantech Infrastructure Fund GMBH (formerly Cleantech Projektgesellschaft MBH) holds at least 10% of the total issued and outstanding shares of the Company as of 31 March 2014.

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

Generate cash inflow to fund the future investments and acquisitions of the Company.

**Other Relevant Information**

Out of the 600 million common shares subscribed by the Company, 300 million common shares were fully paid and 300 million common shares were partially paid.

This disclosure is made to inform the investing public of the execution by the Company and CTF of the definitive agreements as specified in the Background/Description of the Disclosure above.

**Filed on behalf by:**

<b>Name</b>	Paula Katrina Nora
<b>Designation</b>	Assistant Corporate Secretary