

12 October 2021

SECURITIES AND EXCHANGE COMMISSION
 Ground Floor, Secretariat Building, PICC Complex
 Roxas Boulevard, Pasay City 1307

Attention: **VICENTE GRACIANO P. FELIZMENO, JR.**
Directors, Markets and Securities Regulation Department

Subject: **Definitive Information Statement (SEC Form 20-IS)**

Gentlemen:

We refer to your electronic mail dated 7 October 2021 to **GREENERGY HOLDINGS INCORPORATED** (the “**Company**”) in relation to the Preliminary Information Statement submitted by the Company on 30 September 2021 directing the Company to comply with the checklist enclosed therein.

In compliance therewith, the Company hereby submits the Definitive Information Statement with the Company’s disposition of the comments of the Securities and Exchange Commission (the “**Commission**”). For ease of reference, the Company compiled its action on the Honorable Commission’s comments in the table below:

GREENERGY HOLDINGS INCORPORATED			
SEC Form 20-IS Preliminary filed on September 30, 2021			
Checklist of Requirements	Page No.	Remarks	The Company’s Comments
ALTERNATIVE MODE FOR DISTRIBUTING AND PROVIDING COPIES OF THE NOTICE OF MEETING, INFORMATION STATEMENT, AND OTHER DOCUMENTS IN CONNECTION WITH THE HOLDING OF ANNUAL STOCKHOLDERS’ MEETING(“ASM”) FOR 2021			This is noted.
THE COMPANY IS ADVISED OF THE NOTICE dated April 20, 2020 RE: ALTERNATIVE MODE FOR DISTRIBUTING and PROVIDING COPIES OF THE NOTICE OF MEETING, INFORMATION STATEMENT, and OTHER DOCUMENTS IN CONNECTION WITH THE HOLDING OF ANNUAL STOCKHOLDERS’ MEETING(“ASM”) FOR 2020			This is noted.
		Submit proof of payment of PIS	Official Receipt No. 2046639 dated 6 October 2021 for the filing fee was submitted by the Company to the MSRD thru electronic mail last 6 October 2021. The same is being resubmitted for the Honorable Commission’s immediate reference as Annex “G” of the Definitive Information Statement (“DIS”).

Part I.			
B. Control and Compensation Information			
ITEM 4. VOTING SECURITIES & PRINCIPAL HOLDERS			
As to each class entitled to vote, state the number of shares outstanding & the number of votes to which each class is entitled	3	Update Information to September 30, 2021.	The information is updated to 30 September 2021.
Furnish information required by Part IV paragraph (C) of "Annex C"			
(1) Security Ownership of Certain Record and Beneficial Owners of more than 5%:		(1) Update Information to September 30, 2021. (2) Identify the person who will vote the shareholdings of Earthright Holdings, Inc. in the forthcoming Annual Stockholders' Meeting held on November 5, 2021.	The information is updated to 30 September 2021.
(1) Title of class (2) Name, address of record owner and relationship with issuer (3) Name of Beneficial Owner and Relationship Held with Record Owner (4) Citizenship (5) No. of Shares (6) Percent Held	4 to 5		The shareholdings of Earthright Holdings, Inc. shall be voted by Mr. Antonio L. Tiu or any duly authorized representative of Earthright Holdings, Inc. This information is stated in page 3 of the DIS.
(2) Security Ownership of Management			
(1) Title of class (2) Name of Beneficial Owner and Relationship Held with Record Owner (3) Amount and Nature of beneficial ownership (4) Citizenship (5) Percent	5	Update Information to September 30, 2021.	The information is updated to 30 September 2021.
ITEM 5. DIRECTORS & EXECUTIVE OFFICERS			
If action is with respect to election of directors			
<i>Information required by Part IV paragraphs (A), (D)(1) and (D)(3) of "Annex C"</i>			
(A)(1) Identify Directors, including Independent Directors and Executive Officers		The company is advised SEC Memo. Circular No. 4, Series of 2017 re: Term Limit of Independent Directors.	This is noted. The present independent directors have served only for 4 years and 5 months, which is well within the limit of 9 years under SEC Memo. Circular No. 4, Series of 2017.

			This information is in the table presented Item 5. Directors and Executive Officers of the DIS. Please see pages 4 to 5 of the DIS.
Part III.			
MANAGEMENT REPORT			
Market Price of and Dividends required by Part V of Annex C			
(1) Market Information			
(b) If the information called for by paragraph (A) of this Part is being presented, the document shall also <u>include the price information as of the latest practicable trading date</u> , and in the case of securities to be issued in connection with an acquisition, business combination or other reorganization, as of the trading date immediately prior to the public announcement of such transaction.	25 to 26	Comply with the highlighted portion re: include the price information as of the latest practicable trading date	The last traded price of the Company's common shares at the PSE on 11 October 2021 is Php 2.24. This information is stated in page 25 of the DIS.
(2) Holders			
(a) (i) Approximate Number of Holders of Each Class of Common Security as of the latest practicable date but in no event more than 90 days prior to filing of report.	26	Update Information to September 30, 2021 (common and preferred shares)	The information is updated to 30 September 2021.
(ii) Names of the Top Twenty (20) Shareholders of Each Class			
<i>Sec 49 RCC, required Disclosure</i>			
a) A description of the voting and vote tabulation procedures used in the previous meeting;		Not complied with	This information is now included under Item 16. Please see pages 28 to 30.
b) A description of the voting and vote tabulation procedures used in previous meeting; or members to ask questions and a record of the questions asked and answers given;			
c) The matters discussed and resolutions reached;			
d) A record of the voting results for each agenda item;			
e) A list of the directors or trustees, officers and stockholders or members who attended the meeting;			
f) Material information on the current stockholders, and their voting rights;			
g) Appraisals and performance report for the board and the criteria and procedure for assessment; and			
h) Directors disclosures on self-dealing and related party transactions.			

We trust you will find the foregoing in order.

Very truly yours,



MARICRIS CONNIE B. PUA
Assistant Corporate Secretary