



GREENERGY HOLDINGS INCORPORATED
(formerly MUSX Corporation)
54 National Road, Dampol II-A, Pulilan, Bulacan
Tel No. (02) 8997-5184

RULES AND PROCEDURES FOR THE PUBLIC AUCTION OF DELINQUENT SHARES

These rules and procedures shall serve as guidelines for interested bidders who want to participate in the public auction of delinquent common shares by **GREENERGY HOLDINGS INCORPORATED** (the “Company”) in accordance with the Revised Corporation Code, on 12 May 2023 at 2:00 in the afternoon (“Auction Date”) at the SPCMB Law Offices with address the 49th Floor Alveo Financial Tower, 6794 Ayala Avenue, Legaspi Village, Makati City, Philippines.

I. INVITATION TO BID

The Company intends to conduct a public auction for the sale of a total of 180 million delinquent common shares of the Company divided into six (6) auction lots for the following Minimum Bid Price (“MBP”), inclusive of the amount due on each subscription plus all accrued interest, costs of advertisement and expenses of sale:

Auction Lot	No. of Delinquent Shares	Minimum Bid Price (Php)
1	5,000,000	3,806,226.12
2	9,000,000	6,851,207.01
3	28,000,000	21,314,866.26
4	30,000,000	22,837,356.71
5	58,000,000	44,152,222.98
6	50,000,000	109,985,822.83
	180,000,000	208,947,701.92

Bids received lower than the MBP for each auction lot shall be rejected at the Bid Opening. Bids for each auction lot must consist of all the delinquent common shares for said auction lot. Bidders cannot bid for a lesser number of delinquent common shares.

To avoid the auction of the delinquent common shares, stockholders of said delinquent shares should settle the balance due on the subscription, plus accrued interest, costs of advertisement and expenses of sale at any time prior to the Auction Date.

Filipino and foreign individuals and corporations may participate in the public auction. Bidders may submit a proposal on any one (1) or more of the auction lots. Evaluation will be undertaken on a per auction lot basis.

The Company reserves the right to amend, revise, supplement, modify or clarify these rules and procedure through a supplemental bulletin, a copy of which will be made available on the Company’s website. Any deviation of a bid from these rules and procedures shall render the bid unresponsive, resulting in the disqualification and/or rejection of the bid. The Company reserves the right to reject any bids, or declare a failure of bidding, at its sole discretion without thereby incurring any liability to the affected bidder or bidders.

II. AUCTION COMMITTEE

The public auction will be conducted by the Management Committee of the Company, headed by its Chairman. The Committee, by majority vote, shall have the authority to conduct, address and decide on all matters arising out of or incidental to the public auction, including the implementation and interpretation of these rules and procedures, and the award of the winning bids. All decisions of the Committee shall be final.

The Committee shall have the right to reject any and all bids at its sole discretion, to waive any defects or informality on the bids received, and to accept the bid most advantageous to the Company.

III. AUCTION SCHEDULE

The schedule and process for the public auction are as follows:

Activity	Date
Issuance of the Auction Rules and Procedures	5 May 2023
Bid Submission Deadline	12 May 2023 at 1:00 p.m.
Pre-qualification of Bidders/Opening of Eligibility Component of the Bids	12 May 2023 at 2:00 p.m.
Bid Evaluation/Opening of Financial Component of the Bids and Declaration of Highest-Ranking Bidder / Failure of Bidding	12 May 2023 at 3:00 p.m.
Issuance of Notice of Award	12 May 2023
Full Payment/Remittance of Purchase Price	12 May 2023

The Company may change the auction schedule without prior notice. Bidders will be notified promptly of any change in the schedule through the Company's website.

IV. ELIGIBLE BIDDERS

Any person (natural or juridical) authorized by law to acquire, own or hold shares of stock may be allowed to participate in the public auction.

V. PREPARATION AND CONTENTS OF BID

Bids shall be composed of two (2) separate envelopes containing the First Bid Envelope (Eligibility Component) and the Second Bid Envelope (Financial Component).

First Bid Envelope (Eligibility Component)

The First Bid Envelope shall be marked "Eligibility Component" and shall contain the following:

1. duly accomplished Bidder Information Sheet (Schedule 1);
2. copy of Securities and Exchange Commission ("SEC") Certificate of Registration, or its equivalent, for corporations or partnerships; Department of Trade and Industry Registration Certificate for sole proprietorship;
3. latest General Information Sheet submitted to the SEC;

4. Special Power of Attorney or Secretary's Certificate showing the approval to submit the bid for corporations or partnerships, and proof of authority of the representative;
5. copies of two (2) valid government-issued IDs of the bidder and the representative; and
6. such other requirements as may be required under Schedule 1.

Second Bid Envelope (Financial Component)

The Second Bid Envelope shall be marked "Financial Component" and shall contain the duly accomplished Bid Form (Schedule 2). All bids shall be expressed in Philippine Pesos only.

Documents which are executed outside of the Philippines should be notarized and authenticated at the Philippine Embassy or Consulate nearest to the place of execution, or must bear an Apostille Certificate if the country where the document is signed is a member of the Apostille Convention.

Interlineations, erasures, overwriting, alterations or modifications in the bid and documents accompanying the same shall not be allowed and shall invalidate the bid. However, the Auction Committee has the sole discretion to allow the correction of innocuous or clerical errors.

All bids, documents, specifications, and related information shall be prepared and submitted in the English language.

VI. SEALING AND MARKING OF BIDS

Each bidder shall submit one original copy of each of the Eligibility Component, Financial Component for each of the auction lots it intends to bid for. Bidders shall enclose their original Eligibility Component in one sealed envelope marked "Eligibility Component", and the original of their Financial Component in another sealed envelope marked "Financial Component". The envelopes containing the Eligibility and Financial Components shall then be enclosed in one single envelope.

All envelopes shall:

1. bear the description of the auction lot being bid by the bidder;
2. bear the name and address of the bidder; and
3. be addressed to the Company with the following details:

**THE AUCTION COMMITTEE
GREENERGY HOLDINGS INCORPORATED
c/o SPCMB LAW OFFICES
49th Floor Alveo Financial Tower, 6794 Ayala Avenue
Legaspi Village, Makati City, Philippines**

VII. OPENING AND EVALUATION OF THE BIDS

The Company shall open the First Bid Envelopes (Eligibility Component) of bidders in public, on 12 May 2023 at 2:00 pm, at SPCMB Law Offices with address at the 49th Floor Alveo Financial Tower, 6794 Ayala Avenue, Legaspi Village, Makati City, Philippines, to determine each bidder's compliance with the prescribed eligibility documents.

Only bids whose eligibility components have complied with the requirements as set forth in Sections V and VI of these rules and procedures shall qualify for the opening and evaluation of the Second Bid Envelope (Financial Component).

On the same date, at 3:00 pm, the Company shall open the Second Bid Envelope (Financial Component) of each qualified bidders. Only bids that are determined to contain all the bid requirements shall be considered for evaluation and comparison. The bids which are at least equal to or higher than the MBP shall be ranked from highest to lowest to identify the order of bids.

The Company shall declare the bidder who submits the highest bid as the Highest-Ranking Bidder. In case of a tie for the highest bid, the Company may decide to declare a failure of bidding and to opt to conduct a second public bidding. Alternatively, the Company may use a non-discretionary and non-discriminatory measure based on sheer luck or chance, which is "DRAW LOTS," based on the following procedures:

1. In alphabetical order, the bidders shall pick one (1) rolled paper.
2. The bidder who would pick the paper with a "YES" remark shall be declared as the final bidder having the highest bid.

In case the Highest-Ranking Bidder will not be able to perform his/its obligations, the bidder which submitted the second highest bid shall then assume the status of the Highest-Ranking Bidder. In case there are two (2) or more second highest bidders, the procedure on Draw Lots above shall be followed.

If none of the bids meet the MBP, or if there are no bidders, the Auction Committee shall declare a failure of bidding. All decisions of the Auction Committee shall be final and unappealable.

The delinquent common shares are sold on an "as is, where is" basis. As such, the Company makes no warranty as to any possible claims that may be made by any party with respect to delinquent common shares nor to any legal impediment to the transfer and/or registration of ownership of the shares to the winning bidder.

The winning bidder agrees to hold the Company free and harmless from and against any and all claims, loss, suits, liability, actions, damages, costs and expenses arising out of or otherwise with respect to the processing and transfer of the delinquent common shares.

VIII. PAYMENT

Winning bidders shall, upon award, immediately pay the bid price. Payment shall be made in cash, manager's check, or cashier's check payable to "Greenenergy Holdings Incorporated" for the exact amount of the winning bid. All payments shall only be considered as paid once the amount has been verified to have been credited to the account of the Company.

The Company reserves the right to revoke any award/sale if the bidder fails to pay the bid price. For the avoidance of doubt, a check issued without sufficient funds in or credit with the drawee bank shall be considered as non-payment of the bid price.

IX. FAILURE OF BIDDING

In the following cases, the Company reserves the right to declare a failure of bidding and hold another bidding:

1. There is no bidder for the delinquent shares.
2. The highest bid is for an amount insufficient to pay the full amount of the balance on the subscription together with accrued interest, costs of advertisement, and expenses of sale, for the smallest number of shares or fraction of a share.
3. No submitted Eligibility Component which is compliant with the requirements in Sections V and VI of these rules and procedures.
4. No qualified bidder submitted a Financial Component which is compliant with the requirements in Sections V and VI of these rules and procedures.
5. Other grounds provided in these rules and procedures.

X. LISTING OF SHARES

After full payment and recording of the winning bidders as the new owners of the shares in the books of the Company, the Company will apply with the Philippine Stock Exchange (“PSE”) for the listing of the shares awarded to the winning bidders within the prescribed period in compliance with PSE Memorandum Circular No. 2023-0012. The winning bidders shall cooperate with the Company in the submission of all the requirements in relation to the application for listing of the shares with the PSE.

GREENERGY HOLDINGS INCORPORATED

Issued on 5 May 2023.