

C01593-2014

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)
Apr 2, 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 disclosure by Greenergy Holdings Incorporated (the "Company") dated 17 March 2014, the Company wishes to disclose that it has bound itself to divest its sixty percent (60%) equity interest in Biomass Holdings Inc. in favor of ThomasLloyd Cleantech Infrastructure Fund GMBH (formerly Cleantech Projektgesellschaft MBH) or the latter's designee for the aggregate amount of Php400,522,377.00, with the deeds of sale and assignment to be finalized on or before 30 June 2014. The Company will make the necessary disclosures upon execution of the pertinent deeds of sale and assignment.

Date of Approval by Board of Directors

Mar 26, 2014

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

Date

TBA

Manner

Sale of Shares

Description of the company to be acquired or sold

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

The terms and conditions of the transaction

Number of shares to be acquired or disposed

600,000,000

| | |
|---|-------|
| Percentage to the total outstanding shares of the company subject of the transaction | 60 |
| Price per share | P0.67 |

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|--|
| Nature and amount of consideration given or received |
| Total purchase price in the amount of P400,522,377.00 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

| Name | Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates |
|--|---|
| ThomasLloyd Cleantech Infrastructure Fund GMBH or its designee | 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. |

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|--|
| 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. |

Filed on behalf by:

| | |
|--------------------|-------------------------------|
| Name | Paula Katrina Nora |
| Designation | Assistant Corporate Secretary |