

## ASSIGNMENT OF SHARES AND SUBSCRIPTION AGREEMENT

This Assignment of Shares and Subscription Agreement (the "Agreement") is entered into by and between:

1. **STENIEL MANUFACTURING CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of Philippines, with address at Gateway Business Park, Brgy. Javalera, General Trias, Cavite, represented herein by its Treasurer, **ELIZA C. MACURAY** (the "Assignee")

- and -

2. **GREENKRAFT CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of Philippines, with address at W. NG Bldg., MacArthur Highway cor. Rovimar St., Brgy. Baligo, Angeles City, Pampanga, represented herein by its President, **NIXON Y. LIM** (the "Assignor")

### RECITALS

- A. The Assignor is an incumbent shareholder of Steniel Mindanao Packaging Corporation ("**SMPC**") holding Eighty-Nine Million, Seven Hundred Sixty-Seven Thousand, Nine Hundred Fifty (89,767,950) Common shares at One Peso (Php1.00) par value, registered in its name and the names of its nominee stockholders as indicated in **Schedule 1**.
- B. The Assignor desires to subscribe to a total of Eighty-Nine Million, Seven Hundred Sixty-Seven Thousand, Nine Hundred Fifty (89,767,950) Common Shares of the Assignee (the "**Subscribed Shares**") at the issue price per share of One Peso (Php1.00) or an aggregate subscription price of Eighty-Nine Million, Seven Hundred Sixty-Seven Thousand, Nine Hundred Fifty Pesos (Php89,767,950.00) (the "**Subscription Price**"), to be taken out of the increase in capital of the Assignee.
- C. The Assignor has offered to pay the Subscription Price through the exchange of its shares in SMPC for equity in the Assignee, and the Assignee has accepted the same offer.

NOW, THEREFORE, for and in consideration of the foregoing, the parties agree as follows:

1. For and in consideration of the subscription to, and issuance of, the Subscribed Shares, the Assignor hereby transfers, conveys and assigns to the Assignee all of its interests in and to its shares in SMPC, including all the rights and obligations appurtenant thereto or arising therefrom.

2. The Assignee hereby confirms the subscription of the Assignor to the Subscribed Shares.
3. The Assignor and the Assignee hereby agree that the total value of the SMPC shares to be exchanged for equity in the Assignee, or the amount of Eighty-Nine Million, Seven Hundred Sixty-Seven Thousand, Nine Hundred Fifty Pesos (Php89,767,950.00) shall be applied in full payment of the aforementioned subscription as of the date hereof.
4. All taxes, costs, fees and expenses to be incurred in connection with the implementation of this Agreement shall be for the exclusive account of the Assignee.
5. This Agreement may be executed in more than one counterpart and each such a counterpart when executed in identical form shall be construed as one integral document.

**IN WITNESS WHEREOF**, the Parties hereto have caused this Agreement to be duly executed by their respective duly authorized signatories on the date and at the place first above written.

*(Signature page follows)*

**STENIEL MANUFACTURING CORPORATION**

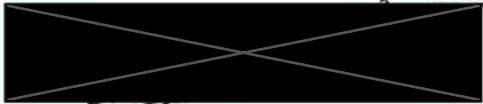
By:



Name: Eliza C. Macuray  
Designation: Treasurer

**GREENKRAFT CORPORATION**

By:



Name: Nixon Y. Lim  
Designation: President

**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES)  
PASIG CITY, METRO MANILA ) S.S.

BEFORE ME, a Notary Public for and in the above jurisdiction this  
JUL 31 2019, personally appeared:

*Name*

*Identification*

Eliza C. Macuray

Nixon Y. Lim

all known to me and to me known to be the same persons who executed the foregoing document and acknowledged that the same is of their free will and voluntary act and deed.

This Assignment of Shares and Subscription Agreement consists of four (4) pages, including the page whereon the Acknowledgment is written.

WITNESS MY HAND AND SEAL on the day, year, and place above written.



Doc No.: 284 ;  
Page No.: 658 ;  
Book No.: II ;  
Series of 2019.

**VINA MARIE S. VILLARROYA**

Appointment No. 226 (2018-2019)

Notary Public for Pasig City

Until December 31, 2019

Attorney's Roll No. 68536

33rd Floor, The Orient Square

F. Ortigas, Jr. Road, Ortigas Center, Pasig City

PTR No. 5212718; 1.04.19; Pasig City

IBP No. 097515; 01.03.19; RSM

MCLE Compliance No. VI-0012267; 4.14.22

Schedule 1

Greenkraft Corporation	B-006	3,083,947
Greenkraft Corporation	B-010	86,684,000
Nixon Y. Lim	B-007	1
Edmond Y. Lim	B-008	1
Esteban Ku	B-009	1
<b>Total</b>		<b>89,767,950</b>

## ASSIGNMENT OF SHARES AND SUBSCRIPTION AGREEMENT

This **Assignment of Shares and Subscription Agreement** (the "**Agreement**") is entered into by and between:

1. **STENIEL MANUFACTURING CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of Philippines, with address at Gateway Business Park, Brgy. Javalera, General Trias, Cavite, represented herein by its Treasurer, **ELIZA C. MACURAY** (the "**Assignee**")

- and -

2. **CORBOX CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of Philippines, with address at Purok Gemelina, Tayud, Liloan, Cebu, represented herein by its President, **NIXON Y. LIM** (the "**Assignor**")

### RECITALS

- A. The Assignor is an incumbent shareholder of Steniel Mindanao Packaging Corporation ("**SMPC**") holding Eighty Million, Seven Hundred Seventy-Five Thousand (80,775,000) Common shares at One Peso (Php1.00) par value, covered by Stock Certificate Nos. B-002 and B-011.
- B. The Assignor desires to subscribe to a total of Eighty Million, Seven Hundred Seventy-Five Thousand (80,775,000) Common Shares of the Assignee (the "**Subscribed Shares**") at the issue price per share of One Peso (Php1.00) or an aggregate subscription price of Eighty Million, Seven Hundred Seventy-Five Thousand Pesos (Php80,775,000.00) (the "**Subscription Price**"), to be taken out of the increase in capital of the Assignee.
- C. The Assignor has offered to pay the Subscription Price through the exchange of its shares in SMPC for equity in the Assignee, and the Assignee has accepted the same offer.

NOW, THEREFORE, for and in consideration of the foregoing, the parties agree as follows:

1. For and in consideration of the subscription to, and issuance of, the Subscribed Shares, the Assignor hereby transfers, conveys and assigns to the Assignee all of its interests in and to its shares in SMPC, including all the rights and obligations appurtenant thereto or arising therefrom.
2. The Assignee hereby confirms the subscription of the Assignor to the Subscribed Shares.

3. The Assignor and the Assignee hereby agree that the total value of the SMPC shares to be exchanged for equity in the Assignee, or the amount of Eighty Million, Seven Hundred Seventy-Five Thousand Pesos (Php80,775,000.00) shall be applied in full payment of the afore-mentioned subscription as of the date hereof.
4. All taxes, costs, fees and expenses to be incurred in connection with the implementation of this Agreement shall be for the exclusive account of the Assignee.
5. This Agreement may be executed in more than one counterpart and each such a counterpart when executed in identical form shall be construed as one integral document.

**IN WITNESS WHEREOF**, the Parties hereto have caused this Agreement to be duly executed by their respective duly authorized signatories on the date and at the place first above written.

*(Signature page follows)*

**STENIEL MANUFACTURING CORPORATION**

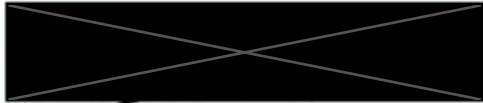
By:



Name: Eliza C. Macurdy  
Designation: Treasurer

**CORBOX CORPORATION**

By:



Name: Nixon Y. Lim  
Designation: President



**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES)  
PASIG CITY, METRO MANILA ) S.S.

BEFORE ME, a Notary Public for and in the above jurisdiction this  
JUL 31 2019, personally appeared:

*Name*

*Identification*

Eliza C. Macuray

Nixon Y. Lim

all known to me and to me known to be the same persons who executed the foregoing document and acknowledged that the same is of their free will and voluntary act and deed.

This Assignment of Shares and Subscription Agreement consists of four (4) pages, including the page whereon the Acknowledgment is written.

WITNESS MY HAND AND SEAL on the day, year, and place above written.

Doc No.: 286 ;  
Page No.: 059 ;  
Book No: II ;  
Series of 2019<sup>✓</sup>

~~VINA MARIE S. VILLARROYA~~  
Appointment No. 226 (2018-2019)  
Notary Public for Pasig City  
Until December 31, 2019  
Attorney's Roll No. 68536  
33rd Floor, The Orient Square  
F. Ortigas, Jr. Road, Ortigas Center, Pasig City  
PTR No. 5212718; 1.04.19; Pasig City  
IBP No. 007515; 01.03.19; RSM  
MCLE Compliance No. VI-0012287; 4.14.22

## ASSIGNMENT OF SHARES AND SUBSCRIPTION AGREEMENT

This Assignment of Shares and Subscription Agreement (the "Agreement") is entered into by and between:

1. **STENIEL MANUFACTURING CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of Philippines, with address at Gateway Business Park, Brgy. Javalera, General Trias, Cavite, represented herein by its Treasurer, **ELIZA C. MACURAY** (the "Assignee")

- and -

2. **GOLDEN BALES CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of Philippines, with address at Km. 14, After Panacan Sub-Station, Panacan, Davao City, represented herein by its President, **NIXON Y. LIM** (the "Assignor")

### RECITALS

- A. The Assignor is an incumbent shareholder of Steniel Mindanao Packaging Corporation ("**SMPC**") holding Eighty Million, Seven Hundred Seventy-Five Thousand (80,775,000) Common shares at One Peso (Php1.00) par value, covered by Stock Certificate Nos. B-003 and B-012.
- B. The Assignor desires to subscribe to a total of Eighty Million, Seven Hundred Seventy-Five Thousand (80,775,000) Common Shares of the Assignee (the "**Subscribed Shares**") at the issue price per share of One Peso (Php1.00) or an aggregate subscription price of Eighty Million, Seven Hundred Seventy-Five Thousand Pesos (Php80,775,000.00) (the "**Subscription Price**"), to be taken out of the increase in capital of the Assignee.
- C. The Assignor has offered to pay the Subscription Price through the exchange of its shares in SMPC for equity in the Assignee, and the Assignee has accepted the same offer.

NOW, THEREFORE, for and in consideration of the foregoing, the parties agree as follows:

1. For and in consideration of the subscription to, and issuance of, the Subscribed Shares, the Assignor hereby transfers, conveys and assigns to the Assignee all of its interests in and to its shares in SMPC, including all the rights and obligations appurtenant thereto or arising therefrom.
2. The Assignee hereby confirms the subscription of the Assignor to the Subscribed Shares.

3. The Assignor and the Assignee hereby agree that the total value of the SMPC shares to be exchanged for equity in the Assignee, or the amount of Eighty Million, Seven Hundred Seventy-Five Thousand Pesos (Php80,775,000.00) shall be applied in full payment of the afore-mentioned subscription as of the date hereof.
4. All taxes, costs, fees and expenses to be incurred in connection with the implementation of this Agreement shall be for the exclusive account of the Assignee.
5. This Agreement may be executed in more than one counterpart and each such a counterpart when executed in identical form shall be construed as one integral document.

**IN WITNESS WHEREOF**, the Parties hereto have caused this Agreement to be duly executed by their respective duly authorized signatories on the date and at the place first above written.

*(Signature page follows)*

STENIEL MANUFACTURING CORPORATION

By:



Name: Eliza C. Macuray  
Designation: Treasurer

GOLDEN BALES CORPORATION

By:



Name: Nixon Y. Lim  
Designation: President

**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES)  
PASIG CITY, METRO MANILA ) S.S.

BEFORE ME, a Notary Public for and in the above jurisdiction this  
JUL 31 2019, personally appeared:

*Name*

*Identification*

Eliza C. Macuray

Nixon Y. Lim

all known to me and to me known to be the same persons who executed the foregoing document and acknowledged that the same is of their free will and voluntary act and deed.

This Assignment of Shares and Subscription Agreement consists of four (4) pages, including the page whereon the Acknowledgment is written.

WITNESS MY HAND AND SEAL on the day, year, and place above written.

Doc No.: 255 ;  
Page No.: 058 ;  
Book No.: II ;  
Series of 2019.



  
**VINA MARIE S. WILLARROYA**  
Appointment No. 226 (2018-2019)  
Notary Public for Pasig City  
Until December 31, 2019  
Attorney's Roll No. 68536  
33rd Floor, The Orient Square  
F. Ortigas, Jr. Road, Ortigas Center, Pasig City  
PTR No. 5212718; 1.04.19; Pasig City  
IBP No. 097515; 01.03.19; RSM  
MCLE Compliance No. VI-0012267; 4.14.22

## ASSIGNMENT OF SHARES AND SUBSCRIPTION AGREEMENT

This Assignment of Shares and Subscription Agreement (the "Agreement") is entered into by and between:

1. **STENIEL MANUFACTURING CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of Philippines, with address at Gateway Business Park, Brgy. Javalera, General Trias, Cavite, represented herein by its Treasurer, **ELIZA C. MACURAY** (the "Assignee")

- and -

2. **REX CHUA**, Filipino, of legal age, with address at   
 (the "Assignor")

### RECITALS

- A. The Assignor is an incumbent shareholder of Steniel Mindanao Packaging Corporation ("SMPC") holding Eight Million, Nine Hundred Sixty-Six Thousand, Twenty-Five (8,966,025) Common shares at One Peso (Php1.00) par value, covered by Stock Certificate No. B-005 and B-014.
- B. The Assignor desires to subscribe to a total of Eight Million, Nine Hundred Sixty-Six Thousand, Twenty-Five (8,966,025) Common Shares of the Assignee (the "Subscribed Shares") at the issue price per share of One Peso (Php1.00) or an aggregate subscription price of Eight Million, Nine Hundred Sixty-Six Thousand, Twenty-Five Pesos (Php8,966,025.00) (the "Subscription Price"), to be taken out of the increase in capital of the Assignee.
- C. The Assignor has offered to pay the Subscription Price through the exchange of his shares in SMPC for equity in the Assignee, and the Assignee has accepted the same offer.

NOW, THEREFORE, for and in consideration of the foregoing, the parties agree as follows:

1. For and in consideration of the subscription to, and issuance of, the Subscribed Shares, the Assignor hereby transfers, conveys and assigns to the Assignee all of his interests in and to his shares in SMPC, including all the rights and obligations appurtenant thereto or arising therefrom.
2. The Assignee hereby confirms the subscription of the Assignor to the Subscribed Shares.
3. The Assignor and the Assignee hereby agree that the total value of the SMPC shares to be exchanged for equity in the Assignee, or the amount of Eight Million, Nine Hundred Sixty-Six Thousand, Twenty-Five Pesos

(Php8,966,025.00) shall be applied in full payment of the afore-mentioned subscription as of the date hereof.

4. All taxes, costs, fees and expenses to be incurred in connection with the implementation of this Agreement shall be for the exclusive account of the Assignee.
5. This Agreement may be executed in more than one counterpart and each such a counterpart when executed in identical form shall be construed as one integral document.

**IN WITNESS WHEREOF**, the Parties hereto have caused this Agreement to be duly executed by their respective duly authorized signatories on the date and at the place first above written.

*(Signature page follows)*

STENIEL MANUFACTURING CORPORATION

By:



Name: Eliza C. Maturay  
Designation: Treasurer



Rex Chua



**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES)  
PASIG CITY, METRO MANILA ) S.S.

BEFORE ME, a Notary Public for and in the above jurisdiction this  
— AUG 14 2019 —, personally appeared:

*Name*

*Identification*

Eliza C. Macuray

Rex Chua

all known to me and to me known to be the same persons who executed the foregoing document and acknowledged that the same is of their free will and voluntary act and deed.

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WITNESS MY HAND AND SEAL on the day, year, and place above written.

Doc No.: 297 ;  
Page No.: 061 ;  
Book No.: 11 ;  
Series of 2019.



  
**VINA MARIE S. VILLARROYA**  
Appointment No. 228 (2018-2019)  
Notary Public for Pasig City  
Until December 31, 2019  
Attorney's Roll No. 68536  
33rd Floor, The Orient Square  
F. Ortigas, Jr. Road, Ortigas Center, Pasig City  
PTR No. 5212718; 1.04.19; Pasig City  
IBP No. 097515; 01.03.18; KSM  
MCLE Compliance No. VI-0012287; 4.14.22

**ASSIGNMENT OF SHARES AND  
SUBSCRIPTION AGREEMENT**

This Assignment of Shares and Subscription Agreement (the "Agreement") is entered into by and between:

1. **STENIEL MANUFACTURING CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Republic of Philippines, with address at Gateway Business Park, Brgy. Javalera, General Trias, Cavite, represented herein by its Treasurer, **ELIZA C. MACURAY** (the "Assignee")

- and -

2. **CLEMENT CHUA**, Filipino, of legal age, with address at   
 (the "Assignor")

**RECITALS**

- A. The Assignor is an incumbent shareholder of Steriel Mindanao Packaging Corporation ("SMPC") holding Eight Million, Nine Hundred Sixty-Six Thousand, Twenty-Five (8,966,025) Common shares at One Peso (Php1.00) par value, covered by Stock Certificate Nos. B-004 and B-013.
- B. The Assignor desires to subscribe to a total of Eight Million, Nine Hundred Sixty-Six Thousand, Twenty-Five (8,966,025) Common Shares of the Assignee (the "Subscribed Shares") at the issue price per share of One Peso (Php1.00) or an aggregate subscription price of Eight Million, Nine Hundred Sixty-Six Thousand, Twenty-Five Pesos (Php8,966,025.00) (the "Subscription Price"), to be taken out of the increase in capital of the Assignee.
- C. The Assignor has offered to pay the Subscription Price through the exchange of his shares in SMPC for equity in the Assignee, and the Assignee has accepted the same offer.

NOW, THEREFORE, for and in consideration of the foregoing, the parties agree as follows:

1. For and in consideration of the subscription to, and issuance of, the Subscribed Shares, the Assignor hereby transfers, conveys and assigns to the Assignee all of his interests in and to his shares in SMPC, including all the rights and obligations appurtenant thereto or arising therefrom.
2. The Assignee hereby confirms the subscription of the Assignor to the Subscribed Shares.
3. The Assignor and the Assignee hereby agree that the total value of the SMPC shares to be exchanged for equity in the Assignee, or the amount of Eight Million, Nine Hundred Sixty-Six Thousand, Twenty-Five Pesos

(Php8,966,025.00) shall be applied in full payment of the afore-mentioned subscription as of the date hereof.

4. All taxes, costs, fees and expenses to be incurred in connection with the implementation of this Agreement shall be for the exclusive account of the Assignee.
5. This Agreement may be executed in more than one counterpart and each such a counterpart when executed in identical form shall be construed as one integral document.

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*(Signature page follows)*

**STENIEL MANUFACTURING CORPORATION**

By:



Name: Eliza C. Macapay  
Designation: Treasurer



Clement Chua

**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES)  
PASIG CITY, METRO MANILA ) S.S.

BEFORE ME, a Notary Public for and in the above jurisdiction this  
    AUG 14 2019    , personally appeared:

*Name*

*Identification*

Eliza C. Macuray


Clement Chua

all known to me and to me known to be the same persons who executed the foregoing document and acknowledged that the same is of their free will and voluntary act and deed.

This Assignment of Shares and Subscription Agreement consists of four (4) pages, including the page whereon the Acknowledgment is written.

WITNESS MY HAND AND SEAL on the day, year, and place above written.

Doc No.: 127 ;  
Page No.: 027 ;  
Book No: D ;  
Series of 2019.

  
**MIGUEL R. SEVILLA**  
Appointment No. 193 (2019-2020)  
Notary Public for Pasig City, San Juan and Pateros  
Until December 31, 2020  
Attorney's Roll No. 70991  
33<sup>rd</sup> Floor, The Orient Square  
F. Ortigas, Jr. Road, Ortigas Center, Pasig City  
PTR Receipt No. 5212710; 1.04.19; Pasig City  
IBP Receipt No. 058393; 1.3.19; Q.C.  
MCLE Compliance VI-0026054; 41.14.22