

DEED OF ABSOLUTE SALE OF SHARES

This Deed of Absolute Sale of Shares (**Deed**) is entered into this OCT 01 2021 at Pasig City, by and between:

- (1) **ES CONSULTANCY GROUP, INC.**, a company duly organized and existing under the laws of the Republic of the Philippines, with office address at Unit 1506 15th Floor The Centerpoint Building, Julia Vargas Avenue cor. Garnet Road, Ortigas Center, Pasig City (**Seller**); and
- (2) **CHELSEA LOGISTICS AND INFRASTRUCTURE HOLDINGS CORP.**, a company duly organized and existing under the laws of the Republic of the Philippines, with office address at Stella Hizon Reyes, Road, Bo. Pampanga, Davao City 8000 (**Buyer**).

RECITALS:

- (A) Seller owns 43,081 Redeemable Preferred B shares and 200 Common shares (the **Subject Shares**) of KGLI-NM Holdings, Inc. (the **Company**), a company duly organized and existing under the laws of the Republic of the Philippines, with office address at Unit 1103 11th Floor Pearl of the Orient Condominium, Roxas Blvd., Ermita, Manila.
- (B) Seller has agreed to sell, and the Buyer has agreed to purchase, the Subject Shares.

NOW, THEREFORE, the parties agree as follows:


- (1) For and in consideration of the aggregate sum of Eight Hundred Seventy-Four Million Nine Hundred Forty-Seven Thousand One hundred Thirty Five and 04/100 Pesos (Php874,947,135.04), or a purchase price of Twenty Thousand Three Hundred Nine and 30/100 Pesos (Php 20,309.30) per Preferred B share and Ten Pesos (Php 10.00) per common share, the Seller hereby sells, assigns, transfers and conveys to the Buyer, and Buyer hereby purchases and acquires from Seller, the Subject Shares, free and clear of all liens, charges, claims, equities and encumbrances of any kind or description.
- (3) Any and all taxes payable and expenses arising from the sale and transfer of the Subject Shares to the Buyer under this Deed shall be for the account of the Buyer.
- (4) This Deed is governed by and shall be construed in accordance with the laws of the Republic of the Philippines.
- (5) This Deed may be executed in any number of counterparts, each of which shall constitute an original, and all of which when taken together shall constitute a single agreement.

IN WITNESS WHEREOF, the Seller has caused its duly authorized representative to execute this instrument as of the date first above written.

The Seller:

ES CONSULTANCY GROUP, INC.

By:



Elmer B. Serrano
Chairman and President

The Buyer:

CHELSEA LOGISTICS AND INFRASTRUCTURE HOLDINGS CORP.

By:



Chryss Alfonsus V. Damuy
Authorized Representative

Signed in the presence of:

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
Pasig City) S.S.

BEFORE ME, a Notary Public, for and in Pasig City, this OCT 01 2021, 2021, personally appeared the following:

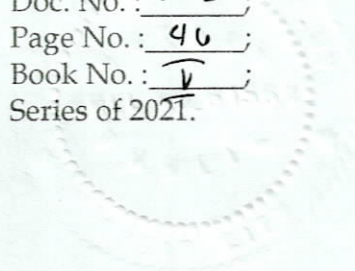
Name Valid I.D. Date/Place Issued

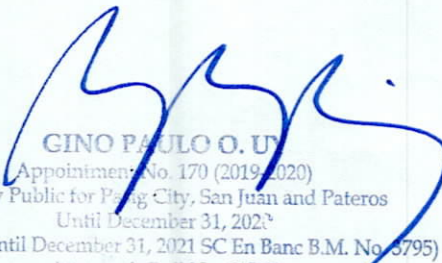


known to me to be the same persons who executed this Deed of Absolute Sale of Shares and they acknowledged to me that the same is their free and voluntary act and deed, as well as the corporations they represent.

WITNESS MY HAND AND SEAL on the date and place first above stated.

Doc. No. : 223 ;
Page No. : 46 ;
Book No. : V ;
Series of 2021.




GINO PAULO O. UY
Appointment No. 170 (2019-2020)
Notary Public for Pasig City, San Juan and Pateros
Until December 31, 2020
(Extended until December 31, 2021 SC En Banc B.M. No. 3795)
Attorney's Roll No. 61567
33rd Floor, The Orient Square
F. Ortigas, Jr. Road, Ortigas Center, Pasig City
PTR Receipt No. 7233525; 01.05.21; Pasig City
ISP Receipt No. 137810; 01.05.21; RSM
MCLE Compliance VI-0011985; 04.14.22