

**MEMORANDUM OF AGREEMENT**

This Memorandum of Agreement ("MOA") is entered in this \_\_\_\_\_ at \_\_\_\_\_

by and between:

**GF MATERIAL TECHNOLOGY CO., LTD ("GF")**, a South Korean corporation duly organized and existing under and by virtue of the laws of the Republic of Korea, with office address at 77-36, Tekeunobaelli-ro, jillye -myeon, Gimhae-si, Gyeongsangnam-do South Korea;

-and-

**777 KORPHIL HOLDINGS CORP. ("777KP")**, a domestic corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at Metrowalk Commercial Complex, Brgy Ugong, Meralco Avenue Ortigas, Pasing City.

*The GF and 777KP are hereinafter collectively referred to as "Parties" and individually referred to as "Party"*