



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. AS95003836

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

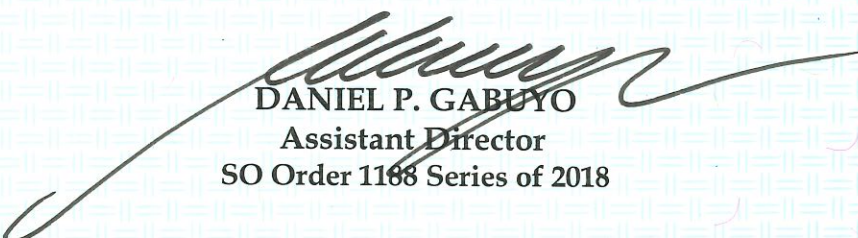
UPSON INTERNATIONAL CORP.

doing business under the name and style of OCTAGON COMPUTER
SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD;
OCTAGON MOBILE; UNISO; GADGET KING AND LAMP LIGHT
(Amending Article VII Reclassification of Shares thereof)

copy annexed, adopted on February 02, 2022 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 12th day of April, Twenty Twenty Two.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

RM/qba

Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit
Compliance Monitoring Division

**CERTIFICATE OF AMENDMENT
OF THE AMENDED ARTICLES OF INCORPORATION OF
UPSON INTERNATIONAL CORP.**

**(doing business under the name and style of OCTAGON COMPUTER SUPERSTORE;
MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE;
UNISO; GADGET KING AND LAMPLIGHT)**

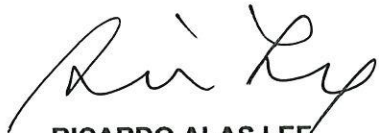


KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, being the Corporate Secretary and at least a majority of the members of the Board of Directors of **UPSON INTERNATIONAL CORP. (doing business under the name and style of OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; UNISO; GADGET KING AND LAMPLIGHT)** (the "Corporation"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to the Seventh Article, is true and correct and were approved by the affirmative vote of at least a majority of the members of the Board of Directors at their meeting held on February 2, 2022 at their principal address, and by the vote of stockholders owning or representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation at their meeting held on the same day and at the same place.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, we have hereunto signed this Directors' Certificate of Amendment of the Amended Articles of Incorporation this MAR 09 2022 in MANILA



RICARDO ALAS LEE

Chairman



LAWRENCE ONG LEE

Director



ANITA LIM

Director

Director

TIN

Director
TIN

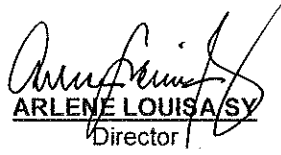


DENNIS F. UY

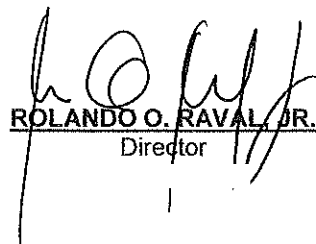
Corporate Secretary



MARCOS A. LEGASPI
Director



ARLENE LOUISA SY
Director



ROLANDO O. RAVAL JR.
Director

SUBSCRIBED AND SWORN to before me this

09 MAR 2022

in

Philippines, affiants exhibiting to me the following:

Name

LAWRENCE ONG LEE
ANITA LIM
DENNIS UY
MARCOS A. LEGASPI
ARLENE LOUISA SY
ROLANDO O. RAVAL
RICARDO ALAS LEE

Doc. No. 301 ;
Book No. 61 ;
Page No. LXXIV
Series of 2022..

ATTY. LEONARDO A. SARMIENTO III
Notary Public for the City of Manila
Notarial Commission No. 2020-049
Until June 30, 2022
517 Lakandula St. Tondo, Manila
Roll of Attorney No. 55618
PTR OR No. 0154919/ 01-04-2022/ Mla
IBP OR No. 094682/ 01-04-2022/ Mla
MCLE No. VI-0022748/ 04-02-19

AMENDED ARTICLES OF INCORPORATION
OF
UPSON INTERNATIONAL CORP. DOING BUSINESS UNDER THE NAME AND
STYLE OF OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER
SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; UNISO; GADGET KING
AND LAMP LIGHT

Formerly: Upson International Corp. Doing Business Under the name and style of
Octagon Computer Superstore; Microvalley Computer Superstore; Gadget World;
Octagon Mobile; and Uniso.

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, citizens and residents of the Republic of the Philippines,
have this day voluntarily associated ourselves together for the purpose of forming a
corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be:

**UPSON INTERNATIONAL CORP.
DOING BUSINESS UNDER THE NAME AND STYLE OF OCTAGON COMPUTER
SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD;
OCTAGON MOBILE; UNISO; GADGET KING AND LAMP LIGHT (As amended on
December 5, 2018)**

SECOND: That the purposes for which the said corporation is formed are:

PRIMARY PURPOSE

To engage in, conduct, and carry on the business of buying, selling, distributing,
marketing at wholesale and retail in so far as may be permitted by law, all kinds of goods,
commodities, wares, and merchandise of every kind and description such as but not limited to
computer hardware equipment, telecommunication equipment, electronics, lighting materials,
supplies and equipment and other similar products, to enter into all kinds of contracts for the
export, import, purchase, acquisition, sale at wholesale and retail and other disposition for its
own account as principal or in representative capacity as manufacturer's representative,
merchandise broker, indenter, commission merchant, factors or agents, upon consignment of
all kind of goods, wares, merchandise or products whether natural or artificial and to perform
after sales services such as warranties, repairs and other services related thereto. (As
amended on December 5, 2018)

SECONDARY PURPOSES

1. To purchase, acquire, own, lease, sell and convey real properties such as lands, buildings, factories and warehouses and machineries, equipment and other personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidences of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation.

2. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lieu upon the properties of the corporation or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;

3. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as it shall see fit to accept;

4. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly or through other corporations or otherwise.

5. To enter into any lawful arrangement for sharing profits, union of interest, unitization or farmout agreement, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

6. To acquire or obtain from any government or authority, national, provincial, municipal or otherwise, or any corporation, company or partnership or person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;

7. To establish and operate one or more branch offices of agencies and to carry on any of all of its operations and business without any restrictions as to place or amount including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in and with real and personal property anywhere within the Philippines;

8. To conduct and transact any and all lawful business, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or without the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

THIRD: That the place where the principal office of said corporation is to be established or located is at Unit 2308, 23/F Capital House Tower 1, 9th Avenue cor. 34th Street, Bonifacio Global City, Taguig City (as amended on November 15, 2021)

FOURTH: That the said corporation shall have perpetual existence as allowed by the Revised Corporation Code (as amended on November 15, 2021)

FIFTH: That the names, nationalities and residences of the incorporators of said corporation are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Ricardo Lee		
William Lim		
Ruby Molina Wong		
Wilson Tanada		
Chen Sang Ong		

SIXTH: That the number of directors of said corporation shall be Ten
(10) and that the names, nationalities and residences of the directors who are
to serve until their successors are elected and qualified as provided by the by-laws
laws are as follows: (As amended on November 15, 2021)

<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Ricardo Lee		
William Lim		
Emyr Medina Wong		
Wilson Tanaka		
Chen Sang Ong		

SEVENTH: That the authorized capital stock of said corporation is One Billion Two Hundred and Fifty Million Pesos (PhP1,250,000,000.00) divided into Six Billion Two Hundred Fifty Million (6,250,000,000) shares with par value of Twenty Centavos (₱0.20) per share (As Amended on February 2, 2022).

EIGHT: That the amount of said capital stock which has been actually subscribed in One Million Two Hundred Fifty Thousand Pesos (P12,50,000,000), and the following persons have subscribed for the number of shares and the amount of capital stock indicated opposite their respective names:

Name	Citizenship	No. of Shares	Amount Subscribed
Ricardo Lee		2,500	P 250,000,000
William Lim		2,500	250,000,000
Ruby Molina Wong		2,500	250,000,000
Wilson Taneda		2,500	250,000,000
Chun Sang Ong		<u>2,500</u>	<u>250,000,000</u>
		12,500	P 1,250,000.00

The stockholders of the corporation shall have no pre-emptive right to subscribe to any issue or disposition of shares of any class of the corporation.

In connection with the initial public offering and listing of the corporation's shares (the "Subject Shares") on the Philippines Stock Exchange, Inc. the corporation shall cause its existing non-public stockholders and their related parties to comply with the lock-up requirement of the Philippine Stock Exchange. (As amended on November 15, 2021)

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed, the amount set out after their respective names;

<u>Name</u>	<u>Amount Paid</u>
1. Ricardo Lee	Php 62,500.00
2. William Lim	62,500.00
3. Ruby Molina Wong	62,500.00
4. Wilson Taneda	62,500.00
5. Chan Sang Ong	62,500.00

	<u>Php 312,500.00</u>

TENTH: That no issuance or transfer of shares of stock of the corporation which would reduce the stock ownership of Filipino citizens to less than the percentage of the outstanding capital stock required by law to be owned by Filipino citizens, shall be allowed or permitted to be recorded in the books of the corporation. This restriction shall be printed or indicated in all the certificates of stock to be issued by the corporation.

ELEVENTH: That Chun Sang Ong has been elected by the subscribers as Treasurer of the corporation to act as such until his/her successor is duly elected and shall have qualified in accordance with the by-laws; and that, as such Treasurer, he/she has been authorized to receive for the corporation, and to issue in its name receipts for, all subscriptions paid in by the subscribers.

IN WITNESS WHEREOF, we have here to set our hands, this 8th day of February, 1995 at Manila Philippines.

1. Ricardo Lee (Sgd)
2. William Lim (Sgd)
3. Ruby Molina Wong (Sgd)
4. Wilson Taneda (Sgd)
5. Chun Sang Ong (Sgd)

Signed in the presence of:

_____(SGD)_____

_____(SGD)_____

ACKNOWLEDGMENT

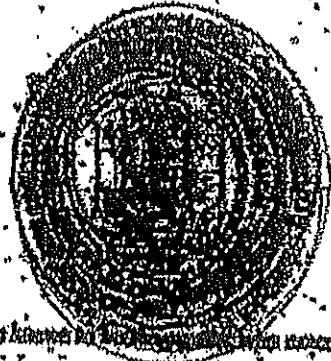
Republic of the Philippines)
MANILA) S.S.

BEFORE ME, a Notary Public in and for MANILA, Philippines, this MANILA day
of 17 April 19 ____ personally appeared:

<u>Name</u>	<u>Res Cert No.</u>	<u>Date & Placed Issued</u>
Ricardo Lee		
William Lim		
Ruby Molina Wong		
Wilson Taneda		
Chun Sang Ong		

2745-0036-012

2745-0036-012



all known to me and to my knowledge, I have executed the foregoing
Articles of Incorporation and they acknowledged at me that the same is their free
and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed
my notarial seal at the date and at the place first above written.

(Sgd.) - NOTARY PUBLIC
ATTY. JOSE S. TAYO
UNJIL, DEPT. OF JUSTICE
TAN. 6173-731-6
PTR 001286
C. 12/05

Doc. No. 324
Page No. 65
Book No. 12
Series of 1234

Date: 18-12-2006 Time: 1:12:13 AM
Date: 2-10-2012 Time: 9:49:6 PM

www.sec.gov.ph Date: 6-8-2013 User Name: 1000000000 AN
www.sec.gov.ph Date: 19-5-2014 User Name: 9000000000 AN

www.sec.gov.ph
www.sec.gov.ph

User Name: PROTON2013
User Name: ANALLIA2014

UPSON INTERNATIONAL CORP. (doing business under the name and style of OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; UNISO; GADGET KING AND LAMP LIGHT)

List of Stockholders Before and After the Stock Split


A. List of Stockholders Before the Stock Split

Name	Nationality	No. of Shares Subscribed	Amount Subscribed (Php)	Amount Paid (Php)
Ricardo Alas Lee		89,166,865	89,166,865.00	89,166,865.00
Lawrence Ong Lee		89,166,664	89,166,664.00	89,166,664.00
William Lim		71,333,133	71,333,133.00	71,333,133.00
Virdura Holdings, Inc.		62,500,000	62,500,000.00	62,500,000.00
Jendres Holdings, Inc.		107,500,000	107,500,000.00	107,500,000.00
Unitrust Investments Corporation		62,500,000	62,500,000.00	62,500,000.00
Anita Lim		17,833,333	17,833,333.00	17,833,333.00
Dennis Fuerte Uy		1	1.00	1.00
Marcos A. Legaspi		1	1.00	1.00
Arlene Louisa Sy		1	1.00	1.00
Rolando A. Raval, Jr.		1	1.00	1.00
Mark Liao Que		1	1.00	1.00
TOTAL		<u>500,000,000</u>	<u>500,000,000.00</u>	<u>500,000,000.00</u>

B. List of Stockholders After the Stock Split

Name	Nationality	No. of Shares Subscribed	Amount Subscribed (Php)	Amount Paid (Php)
Ricardo Alas Lee		445,834,325	89,166,865.00	89,166,865.00
Lawrence Ong Lee		445,833,320	89,166,664.00	89,166,664.00
William Lim		356,665,665	71,333,133.00	71,333,133.00
Virdura Holdings, Inc.		312,500,000	62,500,000.00	62,500,000.00
Jendres Holdings, Inc.		537,500,000	107,500,000.00	107,500,000.00
Unitrust Investments Corporation		312,500,000	62,500,000.00	62,500,000.00
Anita Lim		89,166,665	17,833,333.00	17,833,333.00
Dennis Fuerte Uy		5	1.00	1.00
Marcos A. Legaspi		5	1.00	1.00
Arlene Louisa Sy		5	1.00	1.00
Rolando A. Raval, Jr.		5	1.00	1.00
Mark Liao Que		5	1.00	1.00
TOTAL		<u>2,500,000,000</u>	<u>500,000,000.00</u>	<u>500,000,000.00</u>

Certified Correct:


Dennis F. Uy
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAR 09 2022 at
ORANTIL affiant exhibiting to me his/her Passport No. _____ issued on
at _____

Doc. No: 391
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Book No: CIV
Series of 2022.

ATTY. JOHN EDWARD TRINIDAD ANG
Notary Public for the City of Manila - Extended until June 30, 2022
Notarial Commission No. 2020-033
2/F Midland Plaza Hotel, Adriatico st., Ermita, Mla.
IBP No. 166318- Oct. 25, 2021-Pasig City
PTR No. 0097534/Jan. 3, 2022 at Manila
Roll No. 68731 MCLE Compliance No. Vi0017186-Jan.24, 2019

REPUBLIC OF THE PHILIPPINES)
MANILA) S.S.

SECRETARY'S CERTIFICATE

I, DENNIS F. UY, Filipino, of legal age, with address at 747 Romualdez Street, Ermita, Manila, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly appointed and incumbent Corporate Secretary of **UPSON INTERNATIONAL CORP. (doing business under the name and style of OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; UNISO; GADGET KING AND LAMP LIGHT)** (the "Corporation"), a corporation duly registered with the Securities and Exchange Commission and existing under and by virtue of the laws of the Republic of the Philippines, with principal address at Unit 2308, 23/F Capital House Tower I, 9th Avenue cor. 34th Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines.
2. To the best of my knowledge, no action or proceeding has been filed or is ~~pending~~, before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected or appointed directors or officers or vice versa.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, I have hereunto affixed my signature this MAR 09 2022 at

MANILA

DENNIS F. UY

Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAR 09 2022 at MANILA,
affiant exhibiting to me his/her Passport No. _____ issued on _____ at _____

Doc. No: 392

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Book No: CIV

Series of 2022..

ATTY. JOHN EDWARD TRINIDAD ANG

Notary Public for the City of Manila - Extended until June 30, 2022

Notarial Commission No. 2020-033

2/F Midland Plaza Hotel, Adriatico st., Ermita, Mla.

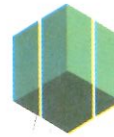
IBP No. 166318- Oct. 25, 2021 Pasig City

PTR No. 0097534 Jan. 3, 2022 at Manila

Roll No. 68731 MCLE Compliance No. V0017186-Jan.24, 2019



OFFICIAL RECEIPT
Republic of the Philippines
DEPARTMENT OF FINANCE
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307



Accountable Form No. 51
Revised 2006

ORIGINAL

DATE

April 11, 2022

No. **2118570**

PAYOR

UPSON INTERNATIONAL CORP.
TAGUIG

NATURE OF COLLECTION	ACCOUNT CODE	RESPONSIBILITY CENTER	AMOUNT
Reclassification / Declassification / Conversion of shares/Change par Value	4020102000(606)	CRMD	2,000.00
Documentary Stamp Tax	4010401000(4010401)		30.00
Legal Research Fee (AOR22)	2020103000(2020103)		20.00
TOTAL			PHP 2,050.00
AMOUNT IN WORDS TWO THOUSAND FIFTY PESOS AND 00/100			

Received	<input checked="" type="checkbox"/> Cash	Received the Amount Stated Above
	<input type="checkbox"/> Treasury Warrant	
	<input type="checkbox"/> Check	
	<input type="checkbox"/> Money Order	
Treasury Warrant, Check, Money Order Number		MARY JANE S. DOMINGUEZ COLLECTING OFFICER
Date of Treasury Warrant, Check, Money Order		O.R. No. 2118570

NOTE: Write the number and date of this receipt on the back of treasury warrant, check or money order received.