



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 Articles III, IV (term of existence), VI & VIII thereof)

copy annexed, adopted on November 15, 2021 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 2nd day of March, Twenty Twenty Two.

  
DANIEL P. GABUYO

Assistant Director

SO Order 1188 Series of 2018



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 LAMP LIGHT)**

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 LAMP LIGHT)** (the "Corporation"), do hereby certify that the accompanying copy of the Amended Articles of Incorporation of the Corporation, embodying the underscored amendments to the Third, Fourth, Sixth and ~~Eight~~ Articles, are 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 November 15, 2021 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 FEB 16 2022 in

**MANILA**



**RICARDO ALAS LEE**

Chairman



**LAWRENCE ONG LEE**

Director

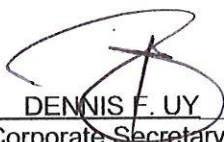


**ANITA LIM**

Director

Director  
TIN

Director  
TIN




**DENNIS F. UY**

Corporate Secretary

SUBSCRIBED AND SWORN to before me this FEB 16 2022 in  
Manila, Philippines, affiants exhibiting to me the following:

Name	Passport No.	Place and Date Issued
LAWRENCE ONG LEE		
ANITA LIM		
DENNIS UY		

Doc. No. 139  
Book No. 28  
Page No. 86  
Series of 2022.

  
**ATTY. CLIFF RICHARD E. GENESELA**  
Notary Public for City of Manila  
Notarial Commission No. 2020-111 Issued on 12-10-2020 Until 12-31-2021 Manila  
(Under Supreme Court B.M. No. 3799 extended from Jan. 1 to June 30, 2022)  
IBP No. 156316 Issued on Oct. 25, 2021 Until Dec. 31, 2022 Pasig City / Roll No. 99006  
PTR No. 9897471 Issued on Jan. 3, 2022 Until Dec. 31, 2022 Manila  
MCLE No. VI-Q022302 Valid From April 4, 2019 Until April 14, 2022  
Office Add. Mezzanin San Luis Bldg. 1006 Orosa St., Ermita, Manila

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 of 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.



FILE

THIRD: That the place where the principal office of the 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>
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Ricardo Lee		
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William Lin		
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Ruby Molina Wong		
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Wilson Tancin		
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Chen Sang Ong		
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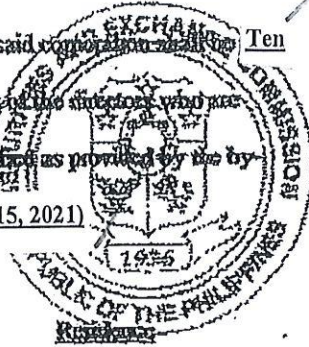
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SIXTH: That the number of directors of said corporation shall be Ten

(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 are as follows: (As amended on November 15, 2021)



<u>Name</u>	<u>Nationality</u>	<u>Residence</u>
Ricardo Lee		
William Lim		
Ruby Melissa Wong		
Wilcox Tanaka		
Chau Sang Ong		

Date: 19-5-2014 Time: 9:32:59 AM

www.soc.gov.ph

User Name: ANALIA201

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 One Billion Two Hundred Fifty Million (1,250,000,000) shares with par value of One (₱1.00) Peso per share (as Amended on November 15, 2021)

EIGHT: That the amount of said capital stock which has been actually subscribed in One Million Two Hundred Fifty Thousand Pesos (P1,250,000,000), 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)



20705-0000-50702

NINTH: That the following persons have paid the amount of capital stock for which they have subscribed the amount of ₱62,500.00 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. Chun Sang Ong /	62,500.00 /
	<u>Php 312,500.00 /</u>

Date: 19-5-2014 Time: 9:33:1 AM

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Amalia Rev. 2h

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. Chun Sang Ong	62,500.00
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	<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 hereunto set our hands, this 8th day of February, 1995 at Manila Philippines.

1. Ricardo Lee

William Lim

2. William Lim

3. Ruby Molina Wong

4. Wilson Taneda

5. Chun Sang Ong

Ricardo Lee  
William Lim

Ruby Molina Wong  
Wilson Taneda  
Chun Sang Ong



Signed in the presence of:

ACKNOWLEDGEMENT

Republic of the Philippines) S.S.

~~MANILA~~)

BEFORE ME, a Notary Public in and for ~~MANILA~~ Philippines,  
this 7 APR day of \_\_\_\_\_, 19\_\_\_\_ personally appeared:

Name

Res. Cert. No.

Date & Placed Issued

Ricardo Lee  
William Lim  
Ruby Molina Wong  
Wilson Taneda  
Chun Sang Ong

