

CR01935-2023

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 18-A

### REPORT BY OWNER OF MORE THAN FIVE PERCENT

Check the appropriate box:

☒ Initial Filing

☐ Amendment

Item/s amended by the Filing

-

1. Exact Name of Registrant as Specified in its Charter

Upson International Corp.

a. Address of Principal Offices

Unit 2308, 23/F Capital House Tower 1, 9th Avenue corner 34th Street, Bonifacio

Global City, Taguig City

Postal Code

1635

b. SEC Identification Number

AS95003836

c. Industry Classification Code(SEC Use Only)

d. BIR Tax Identification No.

004-780-008-000

2. Name of Reporting Person

Virdura Holdings, Inc.

a. Address of Principal Offices

58B Midland Park Manor 2, Greenhills, Ortigas Avenue, San Juan City

Postal Code

1502

b. Telephone Number of Reporting Person

+632 8526 7152

c. Citizenship or Place of Organization of Reporting Person

Filipino

Name, Address and Telephone Number of person authorized to receive notices and communications if reporting person is a partnership, corporation or other legal entity

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*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*

## Upson International Corp. UPSON

### **PSE Disclosure Form 17-8 - Report by Owner of More Than Five Percent** ***References: SRC Rule 18*** ***and Section 17.5 of the Revised Disclosure Rules***

#### **Description of the Disclosure**

Please refer to the attached SEC Form 18-A of Virdura Holdings, Inc.

#### **Filed on behalf by:**

<b>Name</b>	Arlene Louisa Sy
<b>Designation</b>	Chief Executive Officer

# COVER SHEET

A S 9 5 0 0 3 8 3 6

S.E.C. Registration Number

U P S O N I N T E R N A T I O N A L C O R P .  
D O I N G B U S I N E S S U N D E R T H E N A M E  
A N D S T Y L E O F O C T A G O N C O M P U T E R  
S U P E R S T O R E ; M I C R O V A L L E Y  
C O M P U T E R S U P E R S T O R E ; G A D G E T  
W O R L D ; O C T A G O N M O B I L E ; U N I S O ;  
G A D G E T K I N G ; A N D L A M P L I G H T

(Company's Full Name)

U N I T 2 3 0 8 , 2 3 / F C A P I T A L H O U S E  
T O W E R 1 , 9 T H A V E N U E C O R . 3 4 T H  
S T R E E T , B O N I F A C I O G L O B A L C I T Y ,  
T A G U I G C I T Y

(Principal Address: No. Street City / Town / Province)

Dennis F. Uy

Contact Person

8526-7152

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

18-A

FORM TYPE

0 5

Month

2 5

Day

Annual Meeting

Not applicable

Secondary License Type, If Applicable

M S R D

Dept. Requiring this Doc.

Not applicable

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 18-A

REPORT BY OWNER OF MORE THAN FIVE PERCENT

Check the appropriate box:



Initial Filing



Amendment

Item/s amended by the Filing .....

1. Exact Name of Registrant as Specified in its Charter: **Upson International Corp.**

a. **Unit 2308, 23/F Capital House Tower 1, 9<sup>th</sup> Avenue**  
**corner 34<sup>th</sup> Street, Bonifacio Global City, Taguig City**  
Address of Principal Offices



Postal Code

b. SEC Identification Number **AS95003836**

c.

(SEC Use Only)

Industry Classification Code

d. BIR Tax Identification Number **004-780-008-000**

2. **Virdura Holdings, Inc.**

Name of Reporting Person

a. **58B Midland Park Manor 2, Greenhills, Ortigas Avenue, San Juan City**  
Address of Reporting Person

**1502**

Postal Code

b. **+632 8526 7152**  
Telephone Number of Reporting Person

c. **Filipino**  
Citizenship or Place of Organization of Reporting Person

.....  
.....  
.....  
Name, Address and Telephone Number of person authorized to receive notices and communications if reporting person is a partnership, corporation or other legal entity



### Item 1. Security and Issuer

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities.

**Common Shares / Unit 2308, 23/F Capital House Tower 1, 9<sup>th</sup> Avenue corner 34<sup>th</sup> Street, Bonifacio Global City, Taguig City**

### Item 2. Identity and Background

If the person filing this Form or any person enumerated in subparagraph (d)(1) of the General Instructions to this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement or any person enumerated in (d)(1) of the General Instructions is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

(a) Name; **Virdura Holdings, Inc.**

(b) Residence or business address; **58B Midland Park Manor 2, Greenhills, Ortigas Avenue, San Juan City 1502**

(a) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted; **Not applicable**

(d) Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case; **No**

(e) Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; **No** and

(f) Citizenship. **Filipino**

### Item 3. Purpose of Transaction - Investment

State the purpose or purposes of the acquisition of securities of the issuer. Describe any plans or proposals which the reporting persons may have which relate to or would result in:

(a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;



- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the issuer;
- (f) Any other material change in the issuer's business or corporate structure;
- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- (h) Causing a class of securities of the issuer to be delisted from a securities exchange;
- (i) Any action similar to any of those enumerated above.

#### **Item 4. Interest in Securities of the Issuer**

- (a) State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group. **As of April 3, 2023, Virdura Holdings, Inc. has 312,500,000 UPSON shares or 10.00% of UPSON's issued and outstanding shares.**
- (b) For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared. **Virdura Holdings, Inc. has the sole power to vote for all its shareholdings.**
- (c) Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected. **None**
- (d) If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified. **None**
- (e) If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced. **Not applicable**



**Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

**None**

**Item 6. Material to be Filed as Exhibits**

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to: **None**

(a) the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and

(b) the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the City of ..... on ....., 20.....

By: .....  
(Signature)

.....  
William Lim  
Chairman/President

The original report shall be signed by each person on whose behalf the report is filed or his authorized representative. If the report is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the report. The name and title of each person who signs the report shall be typed or printed beneath his signature.



APR 05 2023

SUBSCRIBED AND SWORN to before me this ..... day of ..... 20..... affiant(s)  
exhibiting to me his TIN

DOC NO. 311  
PAGE NO. 63  
BOOK NO. I  
SERIES OF 23

.....  
Notary Public **ATTY. JOHN EDWARD TRINIDAD ANG**  
Notary Public for City of Manila- Until 12-31-2024  
Notarial Commission No. 2023-091  
ROLL NO. 68731 MCLE COMPLIANCE NO VII-0011675  
IBP NO. 293899-01/10/2023- Pasig City  
P.T.R. NO. 0822023-Jan 3, 2023 Manila  
2nd Floor Midland Plaza Hotel, Adriatico St., Ermita, Mla.