

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)

Mar 21, 2024

2. SEC Identification Number

AS95003836

3. BIR Tax Identification No.

004-780-008-000

4. Exact name of issuer as specified in its charter

Upson International Corp.

5. Province, country or other jurisdiction of incorporation

Metro Manila, Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

Unit 2308, 23/F Capital House Tower 1, 9th Avenue corner 34th Street, Bonifacio Global  
City, Taguig City  
Postal Code  
1635

8. Issuer's telephone number, including area code

+632 8526 7152

9. Former name or former address, if changed since last report

-

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding	
Common Shares	3,125,001,300	

11. Indicate the item numbers reported herein

Please refer to the attached Letter to the SEC and the PSE.

*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 4-4 - Amendments to By-Laws

*References: SRC Rule 17 (SEC Form 17-C) and  
Section 4.4 of the Revised Disclosure Rules*

#### Subject of the Disclosure

Amendments to By-Laws

#### Background/Description of the Disclosure

Please be informed that the Board of Directors of Upson International Corp. (the "Corporation") has approved the proposed amendments to our By-laws, subject to the approval of the Corporation's stockholders.

Date of Approval by Board of Directors	Mar 21, 2024
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	-
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

#### Amendment(s)

Article and Section Nos.	From	To
Corporate Name	UPSON'INTERNATIONAL CORP. DOING BUSINESS UNDER THE NAME AND STYLE OF; OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE: AND UNISO xxx	UPSON INTERNATIONAL CORP. DOING BUSINESS UNDER THE NAME AND STYLE OF; OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; UNISO; GADGET KING; LAMP LIGHT; MABUHAY APPLIANCES; OCTAGON CITY; OCTAGON ELECTRONICS; AND OCTAGON PREMIUM xxx

Article II, Section 1	Regular Meetings – The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office on May 25 of each year, if a legal holiday, then on the day following. xxx	Regular Meetings – The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held on the last Wednesday of May of each year, if a legal holiday, then on the day following. xxx
Article II, Section 7	Manner of Voting - At all meetings of stockholders, a stockholders may vote in person or by proxy executed in writing by the in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary. All proxies must be in the hands of the the secretary before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary. prior to a scheduled meeting or by their personal presence at the meeting. xxx	Manner of Voting - At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary. All proxies must be in the hands of the secretary before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting. xxx
Article II, Section 8	Please refer to the attached.	Please refer to the attached.
Article III, Section 1	Powers of the Board – Unless otherwise provided by law. the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers: xxx	Powers of the Board – Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers: xxx
Article III, Section 7	Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting. Meetings may be attended by the directors either in person or through video or teleconference or such other means other means as may subsequently be permitted by applicable law or regulation. xxx	Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting. Meetings may be attended by the directors either in person or through video or teleconference or such other means as may subsequently be permitted by applicable law or regulation. xxx

#### Rationale for the amendment(s)

Corporate Name: To align with the proposed amendment to the Articles of Incorporation to include additional trade name for future use.

Article II, Section 1: To give the Corporation and its shareholders more flexibility in determining the date of and holding the Annual Shareholders' Meeting.

Article II, Sections 7 and 8, and Article III, Sections 1 and 7: To correct minor typographical errors, and avoid confusion.

#### The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

-

**Other Relevant Information**

-

**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 C O R 3 4 T H S 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 3 1  
Month Day  
Fiscal Year

1 7 - C  
FORM TYPE

0 5 2 5  
Month Day  
Annual Meeting

Not Applicable  
Secondary License Type, If Applicable

Dept. Requiring this Doc.

Not Applicable  
Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

## To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER

1. March 21, 2024  
Date of Report (Date of earliest event reported)
2. SEC Identification Number AS95003836    3. BIR Tax Identification No. 004-780-008-000
4. 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  
Exact name of issuer as specified in its charter
5. Metro Manila, Philippines     (SEC Use Only)  
Province, country or other jurisdiction of    Industry Classification Code:  
incorporation
7. Unit 2308, 23/F Capital House Tower 1, 9<sup>th</sup> Avenue cor.  
34<sup>th</sup> Street, Bonifacio Global City, Taguig City    1635  
Address of principal office    Postal Code
8. (+63 2) 8526 7152  
Issuer's telephone number, including area code
9. Not applicable  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA  

Title of Each Class	Number of Shares of Common Stock
<u>Common Shares</u>	Outstanding and Amount of Debt Outstanding
	<u>3,125,001,300</u>

11. Indicate the item numbers reported herein:

Please refer to the attached Letter to the Securities and Exchange Commission and the Philippine Stock Exchange, Inc.



## SIGNATURES

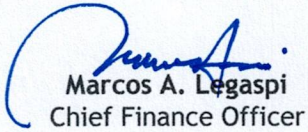
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Upson International Corp.

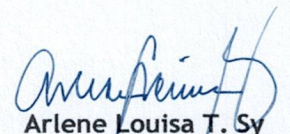
Issuer

March 21, 2024

Date



Marcos A. Legaspi  
Chief Finance Officer



Arlene Louisa T. Sy  
Chief Executive Officer  
and President



March 21, 2024

**Securities and Exchange Commission**

7907 Makati Avenue, Salcedo Village,  
Bel-Air, Makati City, 1209

Attention : **Dir. Oliver O. Leonardo**  
Markets and Securities Regulation Department

**Philippine Stock Exchange, Inc.**

PSE Tower, 5th Avenue cor. 28th Street,  
Bonifacio Global City, Taguig City 1634

Attention : **Ms. France Alexandra D. Tom Wong**  
Disclosure Department

Subject : **2024 Annual Stockholders' Meeting**

Gentlemen :

Please be informed that during its meeting held today, our Board of Directors (the "Board") has approved the following details for our 2024 Annual Stockholders' Meeting:

1. Schedule – May 27, 2024, 3:00 P.M.
2. Venue – To be conducted virtually, and will be presided at our Principal Office at Unit 2308, 23/F Capital House Tower 1, 9th Avenue corner 34th Street, Bonifacio Global City, Taguig City
3. Record Date – May 7, 2024
4. Agenda
  - a. Call to Order
  - b. Certification of Notice and Quorum
  - c. Approval of the Minutes of Previous Meeting held on July 12, 2023
  - d. Annual Report and Audited Financial Statements for the period ended December 31, 2023
  - e. Ratification of Acts of the Board of Directors and the Management
  - f. Election of Directors, including Independent Directors, for the ensuing year
  - g. Appointment of External Auditor
  - h. Amendment of the Articles of Incorporation
  - i. Amendment of the By-laws
  - j. Delegation of Authority to the Board of Directors to amend or repeal the By-laws or adopt new By-laws
  - k. Other Matters
  - l. Adjournment

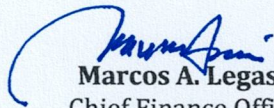


In relation to the aforementioned Agenda, please also be informed that the Board has approved the amendment of our Articles of Incorporation and By-laws for stockholders' approval. As reference, we are enclosing herewith the summary of the proposed amendments to our Articles of Incorporation and By-laws.

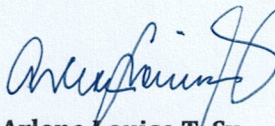
We hope you find everything in order.

Thank you.

Very truly yours,



**Marcos A. Legaspi**  
Chief Finance Officer



**Arlene Louisa T. Sy**  
Chief Executive Officer  
and President



Summary of Proposed Amendments:

A. to the Articles of Incorporation

	From	To
First Article	<p>That the name of the said corporation shall be:</p> <p>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</p> <p>xxx</p>	<p>That the name of the said corporation shall be:</p> <p>UPSON INTERNATIONAL CORP. DOING BUSINESS UNDER THE NAME AND STYLE OF OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE; UNISO; GADGET KING; <del>AND</del> LAMP LIGHT; <u>MABUHAY APPLIANCES; OCTAGON CITY; OCTAGON ELECTRONICS; AND OCTAGON PREMIUM</u></p> <p>xxx</p>
Third Article	<p>That the place where the principal office of the corporation 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</p> <p>xxx</p>	<p>That the place where the principal office of the corporation to be established or located is at <u>Unit 2308, 23/F Capital House Tower 1, 9th Avenue cor. 34th Street, Bonifacio Global City, Taguig City</u><del>Upson Building, 1076 Romualdez Street corner Zobel Street, Ermita, Manila City</del></p> <p>xxx</p>
Eight Article	<p>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:</p> <p>xxx</p>	<p>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:</p> <p>xxx</p>



B. to the By-laws

	From	To
Corporate Name	UPSON'INTERNATIONAL CORP. DOING BUSINESS UDER THE NAME AND STYLE OF; OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE: AND UNISO  xxx	UPSON'INTERNATIONAL CORP. DOING BUSINESS <u>UNDER</u> THE NAME AND STYLE OF; OCTAGON COMPUTER SUPERSTORE; MICROVALLEY COMPUTER SUPERSTORE; GADGET WORLD; OCTAGON MOBILE;; <u>AND</u> UNISO; <u>GADGET KING; LAMP LIGHT;</u> <u>MABUHAY APPLIANCES; OCTAGON</u> <u>CITY; OCTAGON ELECTRONICS; AND</u> <u>OCTAGON PREMIUM</u>  xxx
Article II, Section 1	Regular Meetings - The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office on May 25 of each year, if a legal holiday, then on the day following.  xxx	Regular Meetings - The regular meetings of stockholders, for the purpose of electing directors and for the transaction of such business as may properly come before the meeting, shall be held <u>at the principal office on the</u> <u>last Wednesday of May 25</u> of each year, if a legal holiday, then on the day following.  xxx
Article II, Section 7	Manner of Voting - At all mettings of stockholders, a stockholders may vote in person or by proxy executed in writing by the in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary.  All proxies must be in the hands of the the secretary before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary. prior to a scheduled meeting or by their personal presence at the meeting.  xxx	Manner of Voting - At all <del>meetings</del> of stockholders <del>se</del> , a stockholders <del>s</del> may vote in person or by proxy executed in writing by the <u>stockholder</u> in the proxy, it shall be valid only for the meeting at which it has been presented to the secretary.  All proxies must be in the hands of the <del>the</del> secretary before the time set for the meeting. Such proxies filed with the Secretary may be revoked by the stockholders either in an instrument in writing duly presented and recorded with the Secretary, prior to a scheduled meeting or by their personal presence at the meeting.  xxx
Article II, Section 8	Closing of Transfer Books of Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, or of making a	Closing of Transfer Books of Fixing of Record Date - For the purpose of determining the stockholders entitled to notice of, or to vote at, any meeting of stockholders or any adjournment thereof or to receive payment of any dividend, or of making a determination



	<p>determination of stockholdres for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a started period, but not to exceed, in any case, twenty (20) days. If the stock and transfer books be closed for the purpose of determining stockholdres entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least ten (10) working days immediately preceeding such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date shall in no case be more than twenty (20) days prior to the date, on which the particular action requiring such determination of stockholders is to be taken, except in instance where applicable rules and regulations provided otherwise.</p> <p style="text-align: center;">xxx</p>	<p>of stockholdfers for any other proper purpose, the Board of Directors may provide that the stock and transfer books be closed for a started period, but not to exceed, in any case, twenty (20) days. If the stock and transfer books be closed for the purpose of determining stockholdfers entitled to notice of, or to vote at, a meeting of stockholders, such books shall be closed for at least ten (10) working days immediately preceeding such meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date shall in no case be more than twenty (20) days prior to the date, on which the particular action requiring such determination of stockholders is to be taken, except in instance where applicable rules and regulations provided otherwise.</p> <p style="text-align: center;">xxx</p>
Article III, Section 1	<p>Powers of the Board – Unless otherwise provided by law. the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers:</p> <p style="text-align: center;">xxx</p>	<p>Powers of the Board – Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such general powers and such other powers as may be granted by law, the Board of Directors shall have the following express powers:</p> <p style="text-align: center;">xxx</p>
Article III, Section 7	<p>Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting. Meetings may be attended by the directors either in person or through video or teleconference or such other means other means as may subsequently be</p>	<p>Conduct of the Meetings - Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary, shall act as secretary of every meeting, if not present, the Chairman of the meeting, shall appoint a secretary of the meeting. Meetings may be attended by the directors either in person or through video or teleconference or such other means <del>other means</del> as may</p>



	permitted by applicable law or regulation.  xxx	subsequently be permitted by applicable law or regulation.  xxx
--	---	---