

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)

May 28, 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

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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

As previously disclosed, the Board of Directors of Upson International Corp. (the "Corporation") has approved, last March 21, 2024, the proposed amendments to our By-laws, subject to the approval of the Corporation's stockholders.

At the Corporation's 2024 Annual Stockholders' Meeting, stockholders representing at least two-thirds (2/3) of the Corporation's outstanding capital stock have approved the aforementioned amendments.

Date of Approval by Board of Directors	Mar 21, 2024
Date of Approval by Stockholders	May 27, 2024
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
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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 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 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

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Other Relevant Information

The amendment of this disclosure is due to the correction of the disclosure letter, specifically item no. 6 that refers to the amendment of the Articles of Incorporation.

Filed on behalf by:

Name	Darwin Mendoza
Designation	Compliance 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

Month

3 1

Day

Fiscal Year

1 7 - C

FORM TYPE

0 5

Month

2 5

Day

Annual Meeting

Not Applicable

Secondary License Type, If Applicable

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 17-C

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

1. May 27, 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, 9th Avenue cor.
34th 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 Outstanding and Amount of Debt Outstanding
<u>Common Shares</u>	<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

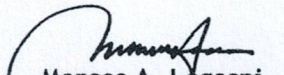
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Upson International Corp.

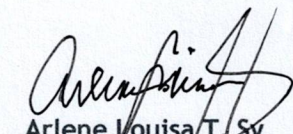
Issuer

May 27, 2024

Date



Marcos A. Legaspi
Chief Finance Officer



Arlene Louisa T. Sy
Chief Executive Officer
and President

May 27, 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 : **Results of 2024 Annual Stockholders' Meeting and
Organizational Meeting of the Board of Directors**

Gentlemen :

Please be informed that during the 2024 Annual Stockholders' Meeting (ASM) of Upson International Corp. (the "Corporation"), the stockholders of the Corporation approved the following:

1. Minutes of the Previous Stockholders' Meeting held on July 12, 2023
2. Annual Report and Audited Financial Statements for the period ended December 31, 2023
3. Ratification of Acts of the Board of Directors and the Management
4. Election of the following Directors for the ensuing year:
 - Lawrence O. Lee
 - Ricardo A. Lee
 - William Lim
 - Arlene Louisa T. Sy
 - Rolando O. Raval, Jr.
 - Marcos A. Legaspi
 - Anthony Thomas C. Roxas, Jr.
 - Jose Vicente C. Bengzon III (Independent)
 - Raul M. Leopando
 - Chun Bing G. Uy (Independent)
5. Appointment of Reyes Tancandong & Co. as External Auditor for the period ending December 31, 2024
6. Amendment of the First, Third, and Eight Articles in the Articles of Incorporation
7. Amendment of the Corporate Name, Articles II and III in the By-laws
8. Delegation of Authority to the Board of Directors to amend or repeal the By-laws or adopt new By-laws

In addition, at the Organizational Meeting of the Corporation's Board of Directors (the "Board") after the ASM, the Board approved the following:

1. Appointment of the following:
 - Lawrence O. Lee as Chairman
 - Arlene Louisa T. Sy as Chief Executive Officer and President
 - Rolando O. Raval, Jr. as Chief Operations Officer

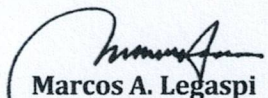
- Marcos A. Legaspi as Chief Finance Officer
- Anthony Thomas C. Roxas, Jr. as Executive Director
- Chun Bing G. Uy as Lead Independent Director
- Dennis F. Uy as Corporate Secretary
- Anita Lim as Treasurer

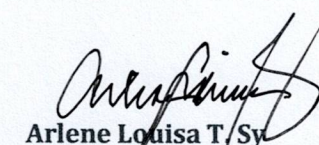
2. Composition of Board Committees:

- Audit Committee
 - Jose Vicente C. Bengzon III as Chairman
 - Marcos A. Legaspi as Member
 - Anthony Thomas C. Roxas, Jr. as Member
 - Raul M. Leopando as Member
 - Chun Bing G. Uy as Member
- Corporate Governance Committee
 - Chun Bing G. Uy as Chairman
 - Jose Vicente C. Bengzon III as Member
 - Raul M. Leopando as Member
- Risk Management Committee
 - Chun Bing G. Uy as Chairman
 - Raul M. Leopando as Member
 - Rolando O. Raval, Jr. as Member
- Nomination Committee
 - Lawrence O. Lee as Chairman
 - Ricardo A. Lee as Member
 - William Lim as Member
 - Arlene Louisa T. Sy as Member
 - Chun Bing G. Uy as Member
- Remuneration Committee
 - Lawrence O. Lee as Chairman
 - Ricardo A. Lee as Member
 - William Lim as Member
 - Arlene Louisa T. Sy as Member
 - Marcos A. Legaspi as Member

We hope you find everything in order.

Thank you.


Marcos A. Legaspi
 Chief Finance Officer


Arlene Louisa T. Sy
 Chief Executive Officer
 and President