

# 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 27, 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 4-24 - Results of Annual or Special Stockholders' Meeting

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

#### Subject of the Disclosure

Results of 2024 Annual Stockholders' Meeting

#### Background/Description of the Disclosure

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 (as Independent)  
Raul M. Leopando  
Chun Bing G. Uy (as Independent)
5. Appointment of Reyes Tacandong & Co. as External Auditor for the period ending December 31, 2024
6. Amendment of the First, Second, 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

#### List of elected directors for the ensuing year with their corresponding shareholdings in the Issuer

Name of Person	Shareholdings in the Listed Company		Nature of Indirect Ownership
	Direct	Indirect	
Lawrence O. Lee	383,332,935	545,065,000	through a broker and a corporation
Arlene Louisa T. Sy	-	1,100	through a broker
Rolando O. Raval, Jr.	-	1,100	through a broker
Marcos A. Legaspi	-	13,100	through a broker
Anthony Thomas C. Roxas, Jr.	-	496,100	through a broker and immediate family sharing the same household

Jose Vicente C. Bengzon III (as Independent)	-	100	through a broker	
Ricardo A. Lee	445,834,335	312,501,000	through a broker and a corporation	
Raul M. Leopando	-	100	through a broker	
William Lim	356,665,665	312,501,000	through a broker and a corporation	
Chun Bing G. Uy (as Independent)	-	100	through a broker	

<b>External auditor</b>	Reyes Tacandong & Co.
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<b>List of other material resolutions, transactions and corporate actions approved by the stockholders</b>
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<b>Other Relevant Information</b>
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**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

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, 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 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

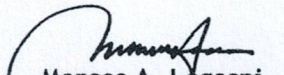
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Upson International Corp.

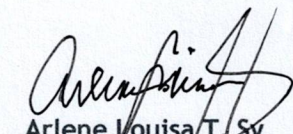
Issuer

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:

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  - Lawrence O. Lee
  - Marcos A. Legaspi
  - Ricardo A. Lee
  - Anthony Thomas C. Roxas, Jr.
  - William Lim
  - Jose Vicente C. Bengzon III (Independent)
  - Arlene Louisa T. Sy
  - Raul M. Leopando
  - Rolando O. Raval, Jr.
  - Chun Bing G. Uy (Independent)
5. Appointment of Reyes Tancandong & Co. as External Auditor for the period ending December 31, 2024
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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



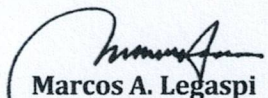
- Marcos A. Legaspi as Chief Finance Officer
- Anthony Thomas C. Roxas, Jr. as Executive Director
- Chun Bing G. Uy as Lead Independent Director
- Dennis F. Uy as Corporate Secretary
- Anita Lim as Treasurer

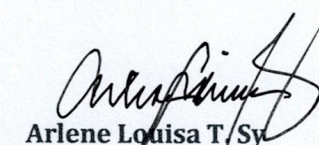
2. Composition of Board Committees:

- 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