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Upson International Corp. UPSON

PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

Form/Report Type	General Information Sheet
Report Period/Report Date	Jun 25, 2024

Description of the Disclosure

Please refer to the attached 2024 General Information Sheet of Upson International Corp.

Filed on behalf by:

Name	Arlene Louisa Sy
Designation	Chief Executive Officer

GENERAL INFORMATION SHEET (GIS)FOR THE YEAR 2024**STOCK CORPORATION****GENERAL INSTRUCTIONS:**

1. FOR USER CORPORATION: THIS GIS SHOULD BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS FROM THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING. **DO NOT LEAVE ANY ITEM BLANK.** WRITE "N.A." IF THE INFORMATION REQUIRED IS NOT APPLICABLE TO THE CORPORATION OR "NONE" IF THE INFORMATION IS NON-EXISTENT. IF THE ANNUAL STOCKHOLDERS' MEETING IS HELD ON A DATE OTHER THAN THAT STATED IN THE BY-LAWS, THE GIS SHALL BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS AFTER THE ELECTION OF THE DIRECTORS, TRUSTEES AND OFFICERS OF THE CORPORATION AT THE ANNUAL MEMBERS' MEETING.
2. IF NO MEETING IS HELD, THE CORPORATION SHALL SUBMIT THE GIS NOT LATER THAN JANUARY 30 OF THE FOLLOWING YEAR. HOWEVER, SHOULD AN ANNUAL STOCKHOLDERS' MEETING BE HELD THEREAFTER, A NEW GIS SHALL BE SUBMITTED/FILED.
3. THIS GIS SHALL BE ACCOMPLISHED IN ENGLISH AND CERTIFIED AND SWORN TO BY THE **CORPORATE SECRETARY** OF THE CORPORATION.
4. THE SEC SHOULD BE TIMELY APPRISED OF RELEVANT CHANGES IN THE SUBMITTED INFORMATION AS THEY ARISE. FOR CHANGES RESULTING FROM ACTIONS THAT AROSE BETWEEN THE ANNUAL MEETINGS, THE CORPORATION SHALL SUBMIT AMENDED GIS CONTAINING THE NEW INFORMATION TOGETHER WITH A COVER LETTER SIGNED THE CORPORATE SECRETARY OF THE CORPORATION. THE AMENDED GIS AND COVER LETTER SHALL BE SUBMITTED WITHIN SEVEN (7) DAYS AFTER SUCH CHANGE OCCURED OR BECAME EFFECTIVE.
5. SUBMIT FOUR (4) COPIES OF THE GIS TO THE RECEIVING SECTION AT THE SEC MAIN OFFICE, OR TO SEC SATELLITE OFFICES OR EXTENSION OFFICES. ALL COPIES SHALL UNIFORMLY BE ON A4 OR LETTER-SIZED PAPER. THE PAGES OF ALL COPIES SHALL USE ONLY ONE SIDE
6. **ONLY THE GIS ACCOMPLISHED IN ACCORDANCE WITH THESE INSTRUCTIONS SHALL BE CONSIDERED AS HAVING BEEN FILED.**
7. THIS GIS MAY BE USED AS EVIDENCE AGAINST THE CORPORATION AND ITS RESPONSIBLE DIRECTORS/OFFICERS FOR ANY VIOLATION OF EXISTING LAWS, RULES AND REGULATIONS

===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME: UPSON INTERNATIONAL CORP.		DATE REGISTERED: 04-19-1995	
BUSINESS/TRADE NAME: 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		FISCAL YEAR END: December 31	
SEC REGISTRATION NUMBER: AS95003836		CORPORATE TAX IDENTIFICATION 004-780-008-000	
DATE OF ANNUAL MEETING PER BY-LAWS: May 25		WEBSITE/URL ADDRESS: www.upson.com.ph	
ACTUAL DATE OF ANNUAL MEETING: May 27, 2024		E-MAIL ADDRESS: upson@upson.com.ph	
COMPLETE PRINCIPAL OFFICE ADDRESS: Unit 2308, 23F Capital House Tower 1, 9th Ave. cor. 34th St., Bonifacio Global City, Taguig City		FAX NUMBER: 53027700	
COMPLETE BUSINESS ADDRESS: 747 Romualdez Street, Ermita, Manila			
OFFICIAL E-MAIL ADDRESS d_uy@octagon.com.ph	ALTERNATE E-MAIL ADDRESS janice@octagon.com.ph	OFFICIAL MOBILE NUMBER 09209609377	ALTERNATE MOBILE NUMBER 09994544592
NAME OF EXTERNAL AUDITOR & ITS SIGNING PARTNER: Reyes Tacandong & Co. / Darryll Reese Q. Salangad		SEC ACCREDITATION NUMBER (if applicable): 1788-A	TELEPHONE NUMBER(S): 8526-7152
PRIMARY PURPOSE/ACTIVITY/INDUSTRY PRESENTLY ENGAGED IN: Trading of Computer Hardware, Electronics, Telecommunications, etc.		INDUSTRY CLASSIFICATION: N.A	GEOGRAPHICAL CODE: N.A

===== INTERCOMPANY AFFILIATIONS =====

PARENT COMPANY	SEC REGISTRATION NO.	ADDRESS
N.A	N.A	N.A
SUBSIDIARY/AFFILIATE	SEC REGISTRATION NO.	ADDRESS
Upson Realty and Development Corp. (Affiliate)	AS095010318	747 Romualdez Street, Ermita, Manila

NOTE: USE ADDITIONAL SHEET IF NECESSARY

GENERAL INFORMATION SHEET

STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

Corporate Name:

UPSON INTERNATIONAL CORP.

A. Is the Corporation a covered person under the Anti Money Laundering Act (AMLA), as amended? (Rep. Acts. 9160/9164/10167/10365)

Yes

No

Please check the appropriate box:

1.

- ☐ a. Banks
☐ b. Offshore Banking Units
☐ c. Quasi-Banks
☐ d. Trust Entities
☐ e. Non-Stock Savings and Loan Associations
☐ f. Pawnshops
☐ g. Foreign Exchange Dealers
☐ h. Money Changers
☐ i. Remittance Agents
☐ j. Electronic Money Issuers
☐ k. Financial Institutions which Under Special Laws are subject to Bangko Sentral ng Pilipinas' (BSP) supervision and/or regulation, including their subsidiaries and affiliates.

4. ☐

Jewelry dealers in precious metals, who, as a business, trade in precious metals

5. ☐

Jewelry dealers in precious stones, who, as a business, trade in precious stone

6.

Company service providers which, as a business, provide any of the following services to third parties:

- ☐ a. acting as a formation agent of juridical persons
☐ b. acting as (or arranging for another person to act as) a director or corporate secretary of a company, a partner of a partnership, or a similar position in relation to other juridical persons
☐ c. providing a registered office, business address or accommodation, correspondence or administrative address for a company, a partnership or any other legal person or arrangement
☐ d. acting as (or arranging for another person to act as) a nominee shareholder for another person

7.

Persons who provide any of the following services:

- ☐ a. managing of client money, securities or other assets
☐ b. management of bank, savings or securities accounts
☐ c. organization of contributions for the creation, operation or management of companies
☐ d. creation, operation or management of juridical persons or arrangements, and buying and selling business entities

8.

None of the above

Describe nature of business:

Trading of Computer Hardware, Electronics, Telecommunications, etc.

3.

- ☐ a. Securities Dealers
☐ b. Securities Brokers
☐ c. Securities Salesman
☐ d. Investment Houses
☐ e. Investment Agents and Consultants
☐ f. Trading Advisors
☐ g. Other entities managing Securities or rendering similar services
☐ h. Mutual Funds or Open-end Investment Companies
☐ i. Close-end Investment Companies
☐ j. Common Trust Funds or Issuers and other similar entities
☐ k. Transfer Companies and other similar entities
☐ l. Other entities administering or otherwise dealing in currency, commodities or financial derivatives based there on
☐ m. Entities administering or otherwise dealing in valuable objects
☐ n. Entities administering or otherwise dealing in cash Substitutes and other similar monetary instruments or property supervised and/or regulated by the Securities and Exchange Commission (SEC)

B. Has the Corporation complied with the requirements on Customer Due Diligence (CDD) or Know Your Customer (KYC), record-keeping, and submission of reports under the AMLA, as amended, since the last filing of its GIS?

Yes

No

GENERAL INFORMATION SHEET
STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME: UPSON INTERNATIONAL CORP.

CAPITAL STRUCTURE*

AUTHORIZED CAPITAL STOCK

	TYPE OF SHARES *	NUMBER OF SHARES	PAR/STATED VALUE	AMOUNT (Php) (No. of shares X Par/Stated Value)
	Common	6,250,000,000	0.20	1,250,000,000.00
TOTAL		6,250,000,000	TOTAL P	1,250,000,000.00

SUBSCRIBED CAPITAL

FILIPINO	NO. OF STOCK HOLDERS	TYPE OF SHARES **	NUMBER OF SHARES	NUMBER OF SHARES IN THE HANDS OF THE PUBLIC ***	PAR/STATED VALUE	AMOUNT (Php)****	% OF OWNERSHIP
	9	Common	2,577,524,300	131,944,000	0.20	515,504,860.00	82.48%
TOTAL			2,577,524,300	131,944,000	TOTAL P	515,504,860.00	82.48%

FOREIGN (INDICATE BY NATIONALITY)	NO. OF STOCK HOLDERS	TYPE OF SHARES **	NUMBER OF SHARES	NUMBER OF SHARES IN THE HANDS OF THE PUBLIC ***	PAR/STATED VALUE	AMOUNT (Php)****	% OF OWNERSHIP
	1	Common	547,477,000	547,477,000	0.20	109,495,400.00	17.52%

Percentage of Foreign Equity:	17.52%	TOTAL	547,477,000	547,477,000	TOTAL P	109,495,400.00	17.52%
TOTAL SHARES			3,125,001,300	TOTAL SUBSCRIBED	P	625,000,260.00	100%

PAID-UP CAPITAL

FILIPINO	NO. OF STOCK HOLDERS	TYPE OF SHARES **	NUMBER OF SHARES	PAR/STATED VALUE	AMOUNT (Php)****	% OF OWNERSHIP
	9	Common	2,577,524,300	0.20	515,504,860.00	82.48%
TOTAL			2,577,524,300	TOTAL P	515,504,860.00	82.48%

FOREIGN (INDICATE BY NATIONALITY)	NO. OF STOCK HOLDERS	TYPE OF SHARES **	NUMBER OF SHARES	PAR/STATED VALUE	AMOUNT (Php)****	% OF OWNERSHIP
	1	Common	547,477,000	0.20	109,495,400.00	17.52%
TOTAL			547,477,000	TOTAL P	109,495,400.00	17.52%
				TOTAL PAID-UP P	625,000,260.00	100%

NOTE: USE ADDITIONAL SHEET IF NECESSARY

* As of December 31, 2023

** Common, Preferred or other classification

*** Other than Directors, Officers, Shareholders owning 10% of outstanding shares

**** Based on par value

GENERAL INFORMATION SHEET

STOCK CORPORATION

PLEASE PRINT LEGIBLY

CORPORATE NAME: UPSON INTERNATIONAL CORP.								
DIRECTORS / OFFICERS								
NAME/CURRENT RESIDENTIAL ADDRESS	NATIONALITY	INC'R	BOARD	GENDER	STOCK HOLDER	OFFICER	EXEC. COMM.	TAX IDENTIFICATION NUMBER
1. LAWRENCE O. LEE	Filipino	N	C	M	Y	N/A	N/C and C/C	
2. RICARDO A. LEE	Filipino	Y	M	M	Y	N/A	N/M and C/M	
3. WILLIAM LIM	Filipino	Y	M	M	Y	N/A	N/M and C/M	
4. ANITA LIM	Filipino	N		F	Y	Treasurer	N/A	
5. Arlene Louisa T. Sy	Filipino	N	M	F	Y	CEO and President	N/M and C/M	
6. Anthony Thomas C. Roxas, Jr.	Filipino	N	M	M	Y	Executive Director	A/M	
7. Rolando O. Raval, Jr.	Filipino	N	M	M	Y	Chief Operations Officer	N/A	
8. Marcos A. Legaspi	Filipino	N	M	M	Y	Chief Finance Officer	A/M and C/M	
9. Raul M. Leopando	Filipino	N	M	M	Y	N/A	A/M	
10. Chun Bing G. Uy	Filipino	N	I	M	Y	N/A	A/M and N/M	
11. Jose Vicente C. Bengzon, III	Filipino	N	I	M	Y	N/A	A/C	
12. DENNIS F. UY	Filipino	N		M	Y	Corporate Secretary	N/A	
13. Nothing as follows								
14.								
15.								

INSTRUCTION:

FOR SEX COLUMN, PUT "F" FOR FEMALE, "M" FOR MALE.

FOR BOARD COLUMN, PUT "C" FOR CHAIRMAN, "M" FOR MEMBER, "I" FOR INDEPENDENT DIRECTOR.

FOR INC'R COLUMN, PUT "Y" IF AN INCORPORATOR, "N" IF NOT.

FOR STOCKHOLDER COLUMN, PUT "Y" IF A STOCKHOLDER, "N" IF NOT.

FOR OFFICER COLUMN, INDICATE PARTICULAR POSITION IF AN OFFICER, FROM VP UP INCLUDING THE POSITION OF THE TREASURER, SECRETARY, COMPLIANCE OFFICER AND/OR ASSOCIATED PERSON.

FOR EXECUTIVE COMMITTEE, INDICATE "C" IF MEMBER OF THE COMPENSATION COMMITTEE; "A" FOR AUDIT COMMITTEE; "N" FOR NOMINATION AND ELECTION COMMITTEE. ADDITIONALLY WRITE "C" AFTER SLASH IF CHAIRMAN AND "M" IF MEMBER.

Please note that the Corporation established its Remuneration Committee and Nomination Committee, in lieu of the Compensation Committee and Nomination and Election Committee, respectively. Nonetheless, the Corporation will refer the Remuneration Committee as "C" and the Nomination Committee as "N" for the EXEC. COMM. column.

GENERAL INFORMATION SHEET
STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME: UPSON INTERNATIONAL CORP.

TOTAL NUMBER OF STOCKHOLDERS: 10 (CERTIFICATED) **NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH:** 10 (CERTIFICATED)

TOTAL ASSETS BASED ON LATEST AUDITED FINANCIAL STATEMENTS: P 6,226,703,035.00

STOCKHOLDER'S INFORMATION*

NAME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS	SHARES SUBSCRIBED				AMOUNT PAID (PhP)**	TAX IDENTIFICATION NUMBER
	TYPE	NUMBER	AMOUNT (PhP)**	% OF OWNER-SHIP		
1. PCD Nominee Corporation - Non Filipino Information not available	Common	525,630,000	105,126,000.00			Information not available
	TOTAL	525,630,000	105,126,000.00	16.82%	105,126,000.00	
2. JENDRES HOLDINGS, INC. Domestic Corporation 1504 B Gotesco Regency Twin Towers Condominium, 1129 Natividad Lopez, Ermita, Manila	Common	537,500,000	107,500,000.00			602-769-841-000
	TOTAL	537,500,000	107,500,000.00	17.20%	107,500,000.00	
3. RICARDO A. LEE Filipino	Common	445,834,335	89,166,867.00			
	TOTAL	445,834,335	89,166,867.00	14.27%	89,166,867.00	
4. LAWRENCE O. LEE Filipino	Common	383,332,935	76,666,587.00			
	TOTAL	383,332,935	76,666,587.00	12.27%	76,666,587.00	
5. WILLIAM LIM Filipino	Common	356,665,665	71,333,133.00			
	TOTAL	356,665,665	71,333,133.00	11.41%	71,333,133.00	
6. UNITRUST INVESTMENTS CORPORATION Domestic Corporation 2202 Gotesco Tower B Condominium Concepcion, Ermita, Manila	Common	312,500,000	62,500,000.00			603-305-358-000
	TOTAL	312,500,000	62,500,000.00	10.00%	62,500,000.00	
7. VIRDURA HOLDINGS, INC. Domestic Corporation 58B Midland Park Manor 2, Greenhills Ortigas Avenue, San Juan City	Common	312,500,000	62,500,000.00			602-812-308-000
	TOTAL	312,500,000	62,500,000.00	10.00%	62,500,000.00	
TOTAL AMOUNT OF SUBSCRIBED CAPITAL			574,792,587.00	91.97%	574,792,587.00	
TOTAL AMOUNT OF PAID-UP CAPITAL						

* As of April 30, 2024

** Based on par value

INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS

Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.

GENERAL INFORMATION SHEET
STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME: UPSON INTERNATIONAL CORP.						
TOTAL NUMBER OF STOCKHOLDERS:		10 (CERTIFICATED)		NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH: 10 (CERTIFICATED)		
TOTAL ASSETS BASED ON LATEST AUDITED FS:		6,226,703,035.00				
STOCKHOLDER'S INFORMATION*						
NAME, NATIONALITY AND CURRENT RESIDENTIAL ADDRESS	SHARES SUBSCRIBED				AMOUNT PAID (PhP)**	TAX IDENTIFICATION NUMBER
	TYPE	NUMBER	AMOUNT (PhP)**	% OF OWNER- SHIP		
8. PCD Nominee Corporataion - Filipino*** Information not available	Common	161,861,700	32,372,340.00			Information not available
	TOTAL	161,861,700	32,372,340.00	5.18%	32,372,340.00	
9. ANITA LIM Filipino	Common	89,166,665	17,833,333.00			
	TOTAL	89,166,665	17,833,333.00	2.85%	17,833,333.00	
10. MYRA P. VILLANUEVA Information not available	Common	10,000	2,000.00			Information not available
	TOTAL	10,000	2,000.00	0.00%	2,000.00	
11. Nothing as follows						
	TOTAL					
12.						
	TOTAL					
13.						
	TOTAL					
14.						
	TOTAL					
TOTAL AMOUNT OF SUBSCRIBED CAPITAL			50,207,673.00	8.03%		
TOTAL AMOUNT OF PAID-UP CAPITAL					50,207,673.00	
* As of April 30, 2024						
** Based on par value						
*** PCD Nominee Corporation Filipino - This includes the indirect shareholdings of: Arlene Louisa Sy, Rolando Raval, Jr., Marcos Legaspi, Anthony Thomas Roxas, Jr., Jose Vicente Bengzon III, Chun Bing Uy and Raul Leopando.						
INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS						
Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach separate sheet, if necessary.						

GENERAL INFORMATION SHEET

STOCK CORPORATION

PLEASE PRINT LEGIBLY

CORPORATE NAME:

UPSON INTERNATIONAL CORP.

1. INVESTMENT OF CORPORATE FUNDS IN ANOTHER CORPORATION		AMOUNT (PhP)	DATE OF BOARD RESOLUTION
1.1 STOCKS N/A		N.A.	N.A.
1.2 BONDS/COMMERCIAL PAPER (Issued by Private Corporations) N/A		N.A.	N.A.
1.3 LOANS/ CREDITS/ ADVANCES N/A		N.A.	N.A.
1.4 GOVERNMENT TREASURY BILLS N/A		N.A.	N.A.
1.5 OTHERS N/A		N.A.	N.A.
2. INVESTMENT OF CORPORATE FUNDS IN ACTIVITIES UNDER ITS SECONDARY PURPOSES (PLEASE SPECIFY:) NONE		DATE OF BOARD RESOLUTION	DATE OF STOCKHOLDERS RATIFICATION
N.A.		N.A.	N.A.
3. TREASURY SHARES N/A		NO. OF SHARES	% AS TO THE TOTAL NO. OF SHARES ISSUED
		N.A.	N.A.
4. UNRESTRICTED/UNAPPROPRIATED RETAINED EARNINGS AS OF END OF LAST FISCAL YEAR Php 779,373,301.00			
5. DIVIDENDS DECLARED DURING THE IMMEDIATELY PRECEDING YEAR:			
TYPE OF DIVIDEND		AMOUNT (PhP)	DATE DECLARED
5.1 CASH		138,000,057.00	July 12, 2023
5.2 STOCK		NONE	NONE
5.3 PROPERTY		NONE	NONE
TOTAL		138,000,057.00	
6. ADDITIONAL SHARES ISSUED DURING THE PERIOD:			
DATE	NO. OF SHARES	AMOUNT*	
03-Apr-23	625,001,000	1,500,002,400.00	
Total	625,001,000	1,500,002,400.00	
SECONDARY LICENSE/REGISTRATION WITH SEC AND OTHER GOV'T AGENCY:			
NAME OF AGENCY:	SEC	BSP	IC
TYPE OF LICENSE/REGN.	N.A.	N.A.	N.A.
DATE ISSUED:	N.A.	N.A.	N.A.
DATE STARTED OPERATIONS:	N.A.	N.A.	N.A.
TOTAL ANNUAL COMPENSATION OF DIRECTORS DURING THE PRECEDING FISCAL YEAR (in PhP)	TOTAL NO. OF OFFICERS	TOTAL NO. OF RANK & FILE EMPLOYEES	TOTAL MANPOWER COMPLEMENT
3,000,000.00	179	616	795

* Based on listing offer price.

NOTE: USE ADDITIONAL SHEET IF NECESSARY

I, Dennis F. Uy, Corporate Secretary of Upson International Corp. declare under penalty of perjury that all matters set forth in this GIS have been made in good faith, duly verified by me and to the best of my knowledge and belief are true and correct.

I hereby attest that all the information in this GIS are being submitted in compliance with the rules and regulations of the Securities and Exchange Commission (SEC) the collection, processing, storage and sharing of said information being necessary to carry out the functions of public authority for the performance of the constitutionally and statutorily mandated functions of the SEC as a regulatory agency.

I further attest that I have been authorized by the Board of Directors/Trustees to file this GIS with the SEC.

I understand that the Commission may place the corporation under delinquent status for failure to submit the reportorial requirements three (3) times, consecutively or intermittently, within a period of five (5) years (Section 177, RA No. 11232).

Done this JUN 20 2024 day of June, 2024 in _____.



Dennis F. Uy

(Signature over printed name)

MANILA

SUBSCRIBED AND SWORN TO before me in _____ on JUN 20 2024 by affiant who personally appeared before me and exhibited to me his/her competent evidence of identity consisting of _____ issued at _____ on _____.



NOTARY PUBLIC

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ATTY. JOHN EDWARD TRINIDAD ANG
Notary Public for City of Manila- Until 12-31-2024
Notarial Commission No. 2024-091
2nd Floor Midland Plaza Hotel, Adriatico St., Ermita, Mla.
IBP NO. 393541-01/03/2024 Pasig City
P.T.R. NO. 1535522-Jan 3, 2024 Manila
ROLL NO. 68731 .MCLE COMPLIANCE NO. VII-0011675