

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 5, 2025
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 SEC Form 17-C.

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 4-30 - Material Information/Transactions

**References: SRC Rule 17 (SEC Form 17-C) and
Sections 4.1 and 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

Exemptive Relief from the Requirements under Revised SRC Rule 68 Part II (5) (C) on the Submission of Interim Financial Statement in the 2025 Information Statements

Background/Description of the Disclosure

Pursuant to the directive of the Securities and Exchange Commission ("SEC"), we write to inform the Exchange that we received today the letter of the Market and Securities Regulation Department of the SEC ("SEC MSRD") dated May 2, 2025 advising Upson International Corp. (the "Company") that the SEC MSRD has granted the requests of the Company for exemptive relief from the requirement under Rule 68 of the Revised Securities Regulation Code ("Revised SRC Rule 68") that the interim financial statements of the Company for the first quarter of 2025 (the "2025 Q1 Reports") be attached to the Definitive Information Statement (the "DIS") for its 2025 Annual Stockholders' Meeting scheduled on May 26, 2025 and the release of the DIS without the 2025 Q1 Reports.

The SEC MSRD found merit in the justification of the Company that the 2025 Q1 Reports would not yet be available by the time of the filing of the DIS and the mandated dissemination of the DIS by May 5, 2025 since the 2025 Q1 Reports are still scheduled to be reviewed by the Board Audit Committee and presented to the Board of Directors at their regular meetings scheduled on May 8, 2025. The SEC MSRD also recognized that the deadline for the filing of the 2025 Q1 Reports is on May 15, 2025 and the Company was obliged to apply for exemption to ensure that it would not violate applicable laws and rules and it would be able to distribute the DIS within the period required by its By-laws, the Implementing Rules and Regulations of the Securities Regulation Code, and its Manual of Corporate Governance. The Company was however advised that a request for a similar exemptive relief for any future annual stockholders' meeting will no longer be granted and was reminded to comply with the requirements of Revised SRC Rule 68.

The Company has an undertaking to upload the 2025 Q1 Reports both on the Company's website and the PSE Edge portal not later than May 15, 2025.

Other Relevant Information

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Filed on behalf by:

Name	Arlene Louisa Sy
Designation	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 6

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

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SEC FORM 17-C

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

1. May 5, 2025
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
<u>Common Shares</u>	Outstanding and Amount of Debt Outstanding
	<u>3,125,001,300</u>
11. Indicate the item numbers reported herein:

Item 9 (Other Events).

Pursuant to the directive of the Securities and Exchange Commission ("SEC"), we write to inform the Exchange that we received today the letter of the Market and Securities Regulation Department of the SEC ("SEC MSRD") dated May 2, 2025 advising Upson International Corp. (the "Company") that the SEC MSRD has granted the requests of the Company for exemptive relief from the requirement under Rule 68 of the Revised Securities Regulation Code ("Revised SRC Rule 68") that the interim financial statements of the Company for the first quarter of 2025 (the "2025 Q1 Reports") be attached to the Definitive Information Statement (the "DIS") for its 2025 Annual Stockholders' Meeting scheduled on May 26, 2025 and the release of the DIS without the 2025 Q1 Reports.

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SIGNATURES

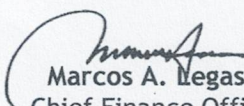
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

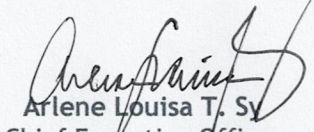
Upson International Corp.

Issuer

May 5, 2025

Date


Marcos A. Legaspi
Chief Finance Officer


Arlene Louisa T. Sy
Chief Executive Officer
and President