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Upson International Corp.

UPSON

**PSE Disclosure Form 17-7 - Statement of Changes in Beneficial
Ownership of Securities**
***References: SRC Rule 23 and
Section 17.5 of the Revised Disclosure Rules***

Name of Reporting Person	Lawrence O. Lee
Relationship of Reporting Person to Issuer	Chairman

Description of the Disclosure

Please refer to the attached SEC Form 23-B.

Filed on behalf by:

Name	Arlene Louisa Sy
Designation	Chief Executive Officer

COVER SHEET

AS95003836
S.E.C. Registration Number

UPSON INTERNATIONAL CORP.
DOING BUSINESS UNDER THE NAME
AND STYLE OF OCTAGON COMPUTER
SUPERSTORE; MICROVALLEY COMPU
TER SUPERSTORE; GADGET WORLD;
OCTAGON MOBILE; UNISO; GADGET
KING AND LAMP LIGHT
(Company's Full Name)

UNIT 2308 23F CAPITAL HOUSE
TOWER 1 9TH AVE COR 34TH ST
BONIFACIO GLOBAL CITY TAGUIG
CITY
(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

23-B
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
Metro Manila, Philippines

FORM 23-B

REVISED

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES
Filed pursuant to Section 23 of the Securities Regulation Code

☐ Check box if no longer subject to filing requirement

1. Name and Address of Reporting Person Lee Lawrence O (Last) (First) (Middle) (Street) (City) (Province) (Postal Code)			2. Issuer Name and Trading Symbol Upson International Corp. (UPSON)		7. Relationship of Reporting Person to Issuer (Check all applicable) ☒ Director ☐ Officer (give title below) ☒ 10% Owner ☒ Other (specify below) Chairman		
3. Tax Identification Number 			5. Statement for Month/Year Oct-25				
4. Citizenship Filipino			6. If Amendment, Date of Original (Month/Year) Not applicable				

Table 1 - Equity Securities Beneficially Owned

1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D)			3. Amount of Securities Owned at End of Month		4. Ownership Form: Direct (D) or Indirect (I) *	6. Nature of Indirect Beneficial Ownership
					%	Number of Shares		
Common Shares	Beginning	Amount	(A) or (D)	Price				
					12.51	390,897,935	I	Held through a broker
					17.20	537,500,000	I	Held by a corporation controlled by the Reporting Person
	Oct/15/2025	50,000,000	D	PhP0.70			I	Held through a broker
	Oct/15/2025	73,333,308	D	PhP0.70			I	Held through a broker
	Oct/15/2025	68,490,866	D	PhP0.70			I	Held through a broker
	Oct/15/2025	62,818,532	D	PhP0.70			I	Held through a broker
	Oct/15/2025	3,000,000	D	PhP0.70			I	Held through a broker
	Ending				4.26	133,255,229	I	Held through a broker
					17.20	537,500,000	I	Held by a corporation controlled by the Reporting Person

(Print or Type Responses)

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
- (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
 - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
- (A) held by members of a person's immediate family sharing the same household;
 - (B) held by a partnership in which such person is a general partner;
 - (C) held by a corporation of which such person is a controlling shareholder; or
 - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Yr)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)		6. Title and Amount of Underlying Securities		7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security; Direct (D) or Indirect (I) "	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Not applicable												

Explanation of Responses:

Date

Note: File three (3) copies of this form, one of which must be manually signed.
Attach additional sheets if space provided is insufficient.

**DISCLOSURE REQUIREMENTS
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP
(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)**

Item 1. Security and Issuer

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive offices of the issuer of such securities.

- UPSON Common Shares
- Upson Principal Office, Unit 2308 23/F Capital House Tower 1, 9th Avenue corner 34th Street, Bonifacio Global City, Taguig City

Item 2. Identity and Background

If the person filing this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- a. Name; – Lawrence O. Lee
- b. Residence or business address; – Upson Building, 747 Romualdez Street corner Zobel Street, Ermita, Manila
- c. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted; – Chairman of Upson International Corp., with business/office address at Upson Building, Romualdez Street corner Zobel Street, Ermita, Manila
- d. Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case; – Not applicable
- e. Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; – Not applicable
- f. Citizenship – Filipino

Item 3. Purpose of Transaction

State the purpose or purposes of the acquisition of securities of the issuer. – Not applicable

Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- a. The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer; – Not applicable
- b. An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries; – Not applicable
- c. A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries; – Not applicable
- d. Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; – Not applicable
- e. Any material change in the present capitalization or dividend policy of the issuer; – Not applicable
- f. Any other material change in the issuer's business or corporate structure; – Not applicable
- g. Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person; – Not applicable
- h. Causing a class of securities of the issuer to be delisted from a securities exchange; – Not applicable
- i. Any action similar to any of those enumerated above. – Not applicable

Item 4. Interest in Securities of the Issuer

- a. State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group. – The Reporting Person has 670,755,229 indirect UPSON shares or 21.46% of the Issuer's Issued and Outstanding Shares as of the date of this report.
- b. For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared. – The Reporting Person has the sole power to vote for or dispose its UPSON shares.
- c. Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected. – Please refer to above disclosures.
- d. If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified. – Not applicable
- e. If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced. – Not applicable

Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included. – Not applicable

Item 6. Material to be Filed as Exhibits – Not applicable

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

- a. the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
- b. the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Report is true, complete and accurate. This report is signed in the City of on, 20.....

By:
(Signature of Reporting Person)

Lawrence O. Lee/Chairman