

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)

Apr 5, 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

-

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 4-32 - Reply to Exchange's Query

Subject of the Disclosure

Certification on Capital Structure as of March 31, 2024

Description of the Disclosure

This disclosure is to support UPSON's List of Top 100 Stockholders as of March 31, 2024.

Information Requested

Please refer to the Secretary's Certificate in the attached SEC Form 17-C.

Filed on behalf by:

Name

Arlene Louisa Sy

Designation

Chief Executive Officer

COVER SHEET

A	S	9	5	0	0	3	8	3	6		
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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. April 5, 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

Common Shares

Number of Shares of Common Stock
Outstanding and Amount of Debt Outstanding
3,125,001,300

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

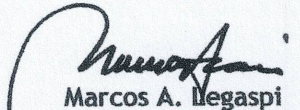
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Upson International Corp.

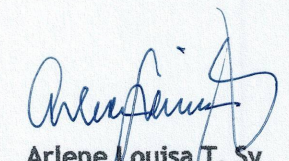
Issuer

April 5, 2024

Date



Marcos A. Legaspi
Chief Finance Officer



Arlene Louisa T. Sy
Chief Executive Officer
and President

April 5, 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 : **Certification on Capital Structure as of March 31, 2024**

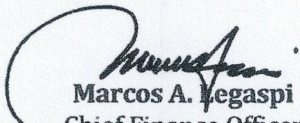
Gentlemen :

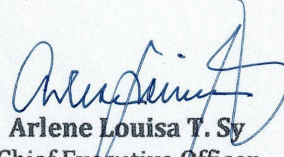
We are submitting herewith the attached Secretary's Certificate on the Capital Structure of Upson International Corp. as of March 31, 2024.

We hope you find everything in order.

Thank you.

Very truly yours,


Marcos A. Legaspi
Chief Finance Officer


Arlene Louisa T. Sy
Chief Executive Officer
and President

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

SECRETARY'S CERTIFICATE

I, **Dennis F. Uy, Filipino**, of legal age, with office address at No. 747, Zobel Street corner Romualdez Street, Ermita, Manila City, Philippines, after having been sworn according to law, hereby depose and state:

1. I am the duly appointed and qualified Corporate Secretary of **Upson International Corp.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with principal address at Unit 2308, 23/F, Capital House Tower 1, 9th Avenue corner 34th Street, Bonifacio Global City, Taguig City and listed on The Philippine Stock Exchange, Inc. since April 3, 2023;
2. As Corporate Secretary, I have custody and access to the corporate records of the Corporation, including, but not limited to, the books and records of the transfer agent;
3. Based on the records of the Corporation as of March 31, 2024 (the "Covered Period"), the Corporation's capital structure is as follows:

Authorized Capital Stock	6,250,000,000
Number, Classes of Shares, Par Value per Share	6,250,000,000 Common Shares with Par Value of PhP0.20 per Share.
Issued and Outstanding Shares	3,125,001,300
Fully-paid Shares	3,125,001,300
Treasury Shares	0
Outstanding Shares	3,125,001,300
Listed Shares	3,125,001,300
Certificated Shares	2,437,509,600

4. Based on the records of PDTC as of March 31, 2024, there are 687,491,700 lodged shares, broken down, as follows:

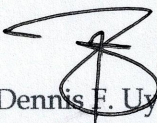
PCD Nominee - Filipino	161,769,700
PCD Nominee - Non-Filipino	525,722,000

5. All issued shares are duly and validly issued in accordance with existing laws, rules and regulations and are likewise listed in the Philippine Stock Exchange, Inc. ("PSE").

6. All lodged shares are validly issued and listed on the PSE.
7. There are no issued shares which have not been paid/fully paid.
8. There are no issued and outstanding shares which are not yet listed.

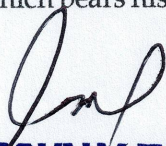
05 APR 2024

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day **QUEZON CITY** 2024, in
_____, Philippines.


Dennis F. Uy
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 05 APR 2024 2024 at **QUEZON CITY**, Philippines
by the affiant who exhibited to me his Philippine Identification Card with reference number _____
as competent proof of identity and which bears his photograph and other personal
information.

Doc. No. 8
Page No. 3
Book No. XVII
Series of 20 24


RAUL JOHN Y. TANEDO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2025
PTR NO. _____
IBP LIFETIME NO. _____
MCLE COMPLIANCE NO. _____
QUEZON CITY
RSM / ROLL NO. _____
/ VALID UNTIL 04.14.2025