

*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 4-29 - Disbursement of Proceeds and Progress Report**  
**References: Memorandum No. 626 - 2007 dated December 20, 2007**  
**Section 4.4 of the Revised Disclosure Rules**

---

Annual Report  
 Quarterly Report  
 Others -

**Subject of the Disclosure**

Disbursement of Proceeds and Progress Report

**Background/Description of the Disclosure**

In line with our Initial Public Offering (IPO) on April 3, 2023, we submit herewith the attached SEC Form 17-C on the report on the application of our IPO proceeds for the period ended December 31, 2025.

**Other Relevant Information**

-

**Filed on behalf by:**

Name	Arlene Louisa Sy
Designation	Chief Executive Officer



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. January 15, 2026

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

Province, country or other jurisdiction  
of incorporation

(SEC Use Only)

Industry Classification Code:

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

Address of principal office

1635

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

Common Shares

3,125,001,300

11. Indicate the item numbers reported herein:

Please refer to the attached Letter to the Philippine Stock Exchange, Inc.

## SIGNATURES

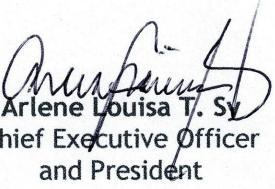
Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Upson International Corp.

Issuer

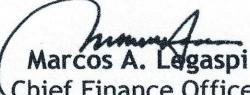
January 15, 2026

Date



Arlene Louisa T. Sy

Chief Executive Officer  
and President



Marcos A. Legaspi

Chief Finance Officer

January 12, 2026

PHILIPPINE STOCK EXCHANGE, INC.  
6/F PSE Tower, 5th Avenue corner 28th Street  
Bonifacio Global City, Taguig City 1634

**Attention:** Atty. Johanne Daniel M. Negre  
Head, Disclosure Department

**Subject:** Annual Progress Report on the Application of Proceeds from the IPO

***Ladies and Gentlemen:***

In line with the Initial Public Offering (IPO) of Upson International Corp. on April 3, 2023, we submit herewith our report on the application of the IPO proceeds from the 625,001,000 primary offer shares for the year ended December 31, 2025:

<b>Gross IPO Proceeds (625,001,000 shares at ₱ 2.40 per share)</b>	<b>₱ 1,500,002,400</b>
Less: Expenses related to the public offering	
Professional fees	₱ 36,332,630
Underwriting and selling fees	28,107,219
PSE filing fee	24,832,967
SEC registration, filing and research fees	3,629,060
Stock transfer, receiving and escrow fees	3,500,000
Other expenses	1,754,303
<b>Net Offering Proceeds</b>	<b>98,156,179</b>
Less: Disbursements	
Store network expansion and store improvement program	
As at December 31, 2024	811,232,920
As at December 31, 2025	590,613,301
	<b>1,401,846,221</b>

**Balance of IPO Proceeds as of December 31, 2025**

₱ \_\_\_\_\_ -

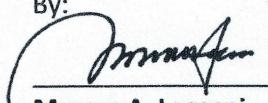
As at December 31, 2025, the Company has fully utilized the proceeds from the initial public offering.

We hope you find everything in order.

Very truly yours,

**UPSON INTERNATIONAL CORP.**

By:



**Marcos A. Legaspi**  
Chief Finance Officer



## AGREED-UPON PROCEDURES ON THE USE OF PROCEEDS FROM THE INITIAL PUBLIC OFFERING

The Stockholders and the Board of Directors  
Upson International Corp.  
Unit 2308, 23/F Capital House Tower 1  
9th Avenue corner 34th Street  
Bonifacio Global City, Taguig City

### Purpose of this Agreed-Upon Procedures Report

Our report is solely for the purpose of enabling **Upson International Corporation** ("UIC" or the "Company") to comply with the Philippine Stock Exchange Inc.'s (PSE) requirement to submit an external auditor's certification on the information presented by the Company in the attached "Annual Progress Report on the Application of the Proceeds from the Initial Public Offering (IPO)" as at December 31, 2025 (the Annual Progress Report or the Subject Matter) dated January 12, 2026.

On June 1, 2021, the stockholders and the Board of Directors (BOD) of the Company authorized the Company to undertake the IPO of its common shares with the PSE. This was approved by the Securities and Exchange Commission (SEC) and the PSE on March 20, 2023 and January 27, 2023, respectively.

On April 3, 2023, the Company's 625,001,000 common shares were officially listed with the PSE at an offer price of ₱2.40 per share.

The proceeds from the IPO, net of offer expenses, will be used by the Company for store network expansion and improvements in its supply chain and logistics as disclosed in the Company's Final Prospectus dated March 16, 2023.

### Restriction of Use

This agreed-upon procedure report is intended solely for the information and use of the Company and the PSE and should not be used by, or distributed to, any other parties.

### Responsibilities of the Company

The Company has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement.

The Company is responsible for the Subject Matter on which the agreed-upon procedures are performed. The sufficiency of these procedures is solely the responsibility of the Company.

## **Practitioner's Responsibilities**

We have conducted the agreed-upon procedures engagement in accordance with the Philippine Standard on Related Services (PSRS) 4400 (Revised), Agreed-Upon Procedures Engagements. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the Company, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness or the sufficiency of the agreed-upon procedures described below either for the purpose for which this report has been requested or for any other purpose.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported.

## **Professional Ethics and Quality Control**

We have complied with the ethical requirements of the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics). We are not required to be independent for the purpose of this engagement. We are the independent auditor of the Company and complied with the independence requirements of the Code of Ethics that apply in context to the financial statement audit.

Our firm applies the Philippine Standard on Quality Control 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with the ethical requirements, professional standards and applicable legal and regulatory requirements.

## **Procedures and Findings**

We have performed the procedures described below, which were agreed upon with the Company, with respect to the attached Annual Progress Report dated January 12, 2026. These agreed-upon procedures and results thereof are summarized as follows:

1. We obtained the Company's Annual Progress Report on the Disbursement of the Proceeds from the IPO for the year ended December 31, 2025. The net proceeds were planned to be applied to the Company's store network expansion and store improvement program. The actual application of the proceeds as at December 31, 2025 is shown below:

	Balance as at January 1, 2025	Movements during the Year	Balance as at December 31, 2025	Planned Application	Unapplied
<b>Gross Proceeds</b>	<b>₱1,500,002,400</b>		<b>₱1,500,002,400</b>	<b>₱1,500,002,400</b>	<b>₱-</b>
<b>Offer Expenses</b>	<b>(98,156,179)</b>		<b>–</b>	<b>(98,156,179)</b>	<b>–</b>
<b>Net Proceeds</b>	<b>1,401,846,221</b>		<b>–</b>	<b>1,401,846,221</b>	<b>1,401,846,221</b>
<b>Use of Proceeds</b>					
Store network expansion and store improvement program	(811,232,920)	(590,613,301)	(1,401,846,221)	(1,401,846,221)	–
<b>Unapplied Proceeds</b>	<b>₱590,613,301</b>	<b>(₱590,613,301)</b>		<b>₱–</b>	<b>₱–</b>

The disbursements for the store network expansion and store improvement program amounting to ₱590.6 million for the year ended December 31, 2025 pertain to store construction and leasehold improvements, security deposits, initial inventory and advance rentals paid for newly opened stores, warehouse construction and renovations, logistics equipment and staff training.

We obtained and inspected the supporting official receipts, collection receipts, acknowledgment receipts, sales invoices, and billing statements. We also traced the cash disbursements to the corresponding bank statement. No exceptions were noted.

Details of actual offer expenses are as follows:

	Balance as at December 31, 2025
Professional fees	₱36,332,630
Underwriting and selling fees	28,107,219
PSE filing fee	24,832,967
SEC registration, filing and research fees	3,629,060
Stock transfer, receiving and escrow agent fees	3,500,000
<u>Other expenses</u>	<u>1,754,303</u>
	₱98,156,179

We traced the disbursements to the Company's books of accounts and examined the underlying documents [i.e., official receipts (ORs), billing statements and payment slips] supporting such disbursements. We also traced the disbursements to the bank statement to ensure that the checks cleared the bank. No exceptions were noted.

Other expenses pertain to bank charges and lodgement fees.

2. As at December 31, 2025, the Company has fully utilized the proceeds from the initial public offering.

## **Explanatory Paragraph**

The Company is responsible for the source documents that are described in the procedures and findings section. We were not engaged to perform and we have not performed any procedures other than those previously listed.

The agreed-upon procedures do not constitute an audit or review of financial statements or part thereof, the objective of which is the expression of an opinion or conclusion on the financial statements or part thereof. Had we performed additional procedures or performed an audit or a review of the financial statements in accordance with Philippine Standards on Auditing or Philippine Standards on Review Engagements, other matters might have come to our attention that would have been reported to you.

## **REYES TACANDONG & Co.**

DARRYLL REESE Q. ~~SALANGAD~~

Partner

CPA Certificate No.

Tax Identification No.

BOA Accreditation No. ; Valid until June 6, 2026

SEC Accreditation No. -SEC Group A

Issued October 2, 2025

Valid for Financial Periods 2025 to 2029

BIR Accreditation No.

Valid until January 16, 2028

PTR No.

Issued January 2, 2026, Makati City

January 12, 2026

Makati City, Metro Manila