



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. **August 9, 2022**  
Date of Report (Date of earliest event reported)
2. SEC Identification Number **A200117708** 3. BIR Tax Identification No. **219-934-330-000**
4. **Xurpas Inc.**  
Exact name of issuer as specified in its charter
5. **Philippines**  (SEC Use Only)  
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. **Unit 804 Antel 2000 Corporate Center, 121 Valero St., Salcedo Village, Makati City** **1227**  
Address of principal office Postal Code
8. **(632) 8889-6467**  
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
<b><u>Common Shares</u></b>	<b><u>2,054,615,059</u></b>

11. Indicate the item numbers reported herein: **Item 9**

**Item 9. Other Events**

Xurpas Inc. conducted its 2022 Annual Stockholders' Meeting on August 9, 2022 via Zoom Teleconference Facility.

The following matters were approved:

**1. Approval of Minutes of Previous Meeting**

The minutes of previous meeting was presented to the stockholders.

**Resolution**

**"RESOLVED**, that the stockholders of Xurpas Inc. approve the minutes of the Annual Stockholders' Meeting held on August 11, 2021."

	No. of Common Shares	% *
<b>For</b>	1,219,336,758	100%
<b>Against</b>	-	-
<b>Abstain</b>	-	-

## 2. Annual Report and Approval of 2021 AFS

The President presented the 2021 Annual Report and 1<sup>st</sup> Quarter Financial Report for 2022. The President and the Corporate Secretary also presented matters that are required to be discussed pursuant to the Revised Corporation Code.

### Resolution

**“RESOLVED**, that the stockholders of Xurpas Inc. (the “Corporation”) note the Corporation’s Annual Report and approve the Consolidated Audited Financial Statements of the Corporation as of December 31, 2021, as audited by Sycip Gorres Velayo & Co.”

	No. of Common Shares	% *
<b>For</b>	1,219,336,758	100%
<b>Against</b>	-	-
<b>Abstain</b>	-	-

## 3. Amendment of By-Laws

The following are the proposed amendments to the By-Laws that were approved during the meeting:

	Current	Proposed Amendment
Article II, Section 1	<b>Section 1.</b> Annual/Regular Meetings – The annual/regular meetings of stockholders shall be held every 2 <sup>nd</sup> Monday of May of each year, if a legal holiday then on the day following.	<b>Section 1.</b> Annual/Regular Meetings – The annual/regular meetings of stockholders shall be held every <u>2<sup>nd</sup> Wednesday of August</u> of each year, if a legal holiday then on the day following.
Article II, Section 4	<b>Section 4.</b> Notice of Meeting – Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery or by mail at least two (2) weeks prior to the date of the meeting	<b>Section 4.</b> Notice of Meeting – Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, by mail, <u>electronic mail or such other manner</u> as may be allowed by the

	<p>to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.</p> <p>When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned is announced at the meeting at which the adjourned is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.</p>	<p><u>Securities and Exchange Commission</u> at least two (2) weeks prior to the date of the meeting to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called.</p> <p>When the meeting of stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned is announced at the meeting at which the adjourned is taken. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.</p>
Article II, Section 5	<p><b>Section 5.</b> Quorum – Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.</p>	<p><b>Section 5.</b> Quorum – Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be present or represented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present.</p> <p><u>A stockholder who participates through remote communication or <i>in absentia</i> shall be deemed present for purposes of quorum.</u></p>
Article II, Section 6	<p><b>Section 6.</b> Conduct of Meeting – Meetings of the stockholders shall be presided over by the President, or in his absence, by a chairman to be chosen by the stockholders. The Secretary shall act as secretary of every meeting but if not present, the chairman of the meeting shall appoint a secretary of the meeting.</p>	<p><b>Section 6.</b> Conduct of Meeting – Meetings of the stockholders shall be presided over by the <u>Chairman of the Board</u>, or in his absence, by a chairman to be chosen by the stockholders. The Secretary shall act as secretary of every meeting but if not present, the chairman of the meeting shall appoint a secretary of the meeting.</p>
Article II, Section 7	<p><b>Section 7.</b> Manner of Voting – At all meetings of stockholders, a stockholder may vote in person or by proxy. Unless otherwise provided in the proxy, it shall be valid only for the</p>	<p><b>Section 7.</b> Manner of Voting – A stockholder may vote in person, <u>through a proxy or through remote communication or <i>in absentia</i> subject to compliance with rules and</u></p>

	<p>meeting at which it has been presented to the Secretary. Proxies must be filed with the Secretary, Assistant Secretary or transfer agent of the corporation at least seven (7) days before the day of the meeting. Proxies filed with the Secretary, Assistant Secretary or transfer agent of the corporation may be revoked by the stockholders either in an instrument in writing duly presented to the Secretary, Assistant Secretary or transfer agent of the corporation at least three (3) days before the day of the meeting or by their personal presence at the meeting. Validation of proxies shall be done at least five (5) days before the day of the meeting by the Secretary or by a special committee of inspectors composed of the Secretary, Assistant Secretary and a representative of the transfer agent of the corporation. The decision of the Secretary or the special committee of inspectors, as the case may be, on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction.</p>	<p><u>regulations as may be issued by the Securities and Exchange Commission.</u> Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. Proxies must be filed with the Secretary, Assistant Secretary or transfer agent of the corporation at least seven (7) days before the day of the meeting. Proxies filed with the Secretary, Assistant Secretary or transfer agent of the corporation may be revoked by the stockholders either in an instrument in writing duly presented to the Secretary, Assistant Secretary or transfer agent of the corporation at least three (3) days before the day of the meeting or by their personal presence at the meeting. Validation of proxies shall be done at least five (5) days before the day of the meeting by the Secretary or by a special committee of inspectors composed of the Secretary, Assistant Secretary and a representative of the transfer agent of the corporation. The decision of the Secretary or the special committee of inspectors, as the case may be, on the validity of the proxies shall be final and binding until and unless set aside by a court of competent jurisdiction.</p>
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### **Resolution**

**“RESOLVED**, that the stockholders of Xurpas Inc. (the “Corporation”) approve the following amendments to the By-Laws: Article II, Sections 1, 4, 5, 6 and 7”

	No. of Common Shares	% *
<b>For</b>	1,219,336,758	100%
<b>Against</b>	-	-
<b>Abstain</b>	-	-

### **4. Election of Directors**

The following were elected as directors for the ensuing year:

<u>Name</u>	<u>Number of Votes</u>	<u>% of Total Outstanding</u>
Jonathan Gerard A. Gurango	1,219,336,758	100%
Alexander D. Corpuz	1,219,336,758	100%
Fernando Jude F. Garcia	1,219,336,758	100%
Wilfredo O. Racaza	1,219,336,758	100%
Atty. Mercedita S. Nollo	1,219,336,758	100%
Imelda C. Tiongson	1,219,336,758	100%
Bartolome S. Silayan, Jr.	1,219,336,758	100%

### 5. Appointment of External Auditor

Sycip Gorres Velayo & Co. (SGV) was appointed as External Auditor for 2022.

#### **Resolution**

**“RESOLVED**, that Xurpas Inc. approves the appointment of Sycip Gorres Velayo & Co. as the Corporation’s External Auditor for the year 2022.”

	<b>No. of Common Shares</b>	<b>% *</b>
<b>For</b>	1,219,336,758	100%
<b>Against</b>	-	-
<b>Abstain</b>	-	-

### 6. Ratification of Previous Acts of the Directors and Management

Xurpas Management presented the matters approved from January 1, 2021 to June 20, 2022.

#### **Resolution**

**“RESOLVED**, that the stockholders of Xurpas Inc. ratify all actions of the Directors and Management from January 1, 2021 to June 20, 2022.”

	<b>No. of Common Shares</b>	<b>% *</b>
<b>For</b>	1,219,336,758	100%
<b>Against</b>	-	-
<b>Abstain</b>	-	-

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.

**XURPAS INC.**  
Issuer

**August 9, 2022**



**ATTY. MARK S. GORRICETA**  
Corporate Secretary, Chief Legal Officer and  
Chief Compliance Officer