

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. **February 21, 2024**
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 Industry Classification Code:
incorporation
7. **Unit 804 Antel 2000 Corporate Center, 121 Valero St., Salcedo Village,** **1227**
Makati City
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
<u>Common Shares</u>	<u>2,509,683,812</u>

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

Item 9. Other Events

Xurpas Inc. conducted its Special Stockholders' Meeting on February 21, 2024 via Zoom Teleconference Facility.

The following matters were approved with the corresponding voting results based on initial tabulation of votes:

1. Approval of Minutes of the Previous Meeting held on August 9, 2023

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 9, 2023.”

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,610,033,567	99.9960%
Against	0	0.000%
Abstain	65,000	0.0040%

2. Approval and Ratification of Matters Relating to the Art of Click Transaction

a. Approval of the Buy-Back and Listing of 53,298,242 Xurpas Common Shares

Resolution:

“RESOLVED, that the stockholders of Xurpas Inc. approve the buy-back of 53,298,242 Xurpas common shares and the subsequent listing of the said shares with the Philippine Stock Exchange.”

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,610,098,567	100.0000%
Against	0	0.0000%
Abstain	0	0.0000%

b. Ratification of the Issuance and Approval of the Listing of the 16,641,244 Xurpas Common Shares issued to Wavemaker Labs Pte. Ltd.

Resolution:

“RESOLVED, that the stockholders of Xurpas Inc. ratify the issuance of 16,641,244 Xurpas common shares to Wavemaker Labs Pte. Ltd. on November 10, 2016, and approve the subsequent listing of the said shares with the Philippine Stock Exchange.”

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,610,033,567	99.9960%
Against	65,000	0.0040%
Abstain	0	0.0000%

- c. **Approval of the Placing and Subscription Transaction with Wavemaker Labs Pte. Ltd, Nico Jose S. Nollo, Raymond Gerard S. Racaza and Fernando Jude F. Garcia**

Resolution:

“RESOLVED, that the stockholders of Xurpas Inc. approve the Sale and Purchase Agreement for 67,285,706 common shares at a purchase price of Php3.80 per share with Wavemaker Labs Pte. Ltd, Nico Jose S. Nollo, Raymond Gerard S. Racaza and Fernando Jude F. Garcia.”

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,610,033,567	99.9960%
Against	65,000	0.0040%
Abstain	0	0.0000%

- d. **Ratification of the Issuance and Approval of the Listing of 67,285,706 Xurpas Common Shares issued to Messrs. Nollo, Racaza and Garcia pursuant to the Placing and Subscription Agreement**

Resolution:

“RESOLVED, that the stockholders of Xurpas Inc. ratify the issuance of 67,285,706 Xurpas common shares at Php3.80 per share to Nico Jose S. Nollo, Raymond Gerard S. Racaza and Fernando Jude F. Garcia pursuant to the Placing and Subscription Transaction and approve the subsequent listing of the said shares with the Philippine Stock Exchange.”

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,610,033,567	99.9960%
Against	65,000	0.0040%
Abstain	0	0.0000%

3. **Ratification of the Issuance and Approval of the Listing of 181,818,182 Xurpas Common Shares issued to Mr. Nico Jose S. Nollo in 2022**

Resolution:

“RESOLVED, that the stockholders of Xurpas Inc. ratify the issuance of 181,818,182 Xurpas common shares to Nico Jose S. Nollado on March 21, 2022, and approve the subsequent listing of the said shares with the Philippine Stock Exchange.”

	No. of Common Shares	% based on present and/or represented in this meeting
For	1,610,033,567	99.9960%
Against	65,000	0.0040%
Abstain	0	0.0000%

The Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

XURPAS INC.
Issuer

ATTY. MARK S. GORRICETA
Corporate Secretary and Chief Legal Officer

