

C05968-2025

# 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)  
Aug 13, 2025
2. SEC Identification Number  
A200117708
3. BIR Tax Identification No.  
219-934-330-000
4. Exact name of issuer as specified in its charter  
Xurpas Inc.
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
Unit 804 Antel 2000 Corporate Center, 121 Valero St., Salcedo Village, Makati City  
Postal Code  
1227
8. Issuer's telephone number, including area code  
(632) 8889-6467
9. Former name or former address, if changed since last report  
Not applicable
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	2,510,813,812

11. Indicate the item numbers reported herein  
Item 9

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.



## Xurpas Inc.

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**PSE Disclosure Form 4-4 - Amendments to By-Laws**  
**References: SRC Rule 17 (SEC Form 17-C) and**  
**Section 4.4 of the Revised Disclosure Rules**

**Subject of the Disclosure**

Amendment of By-laws

**Background/Description of the Disclosure**

On May 15, 2025, the Board of Directors approved the amendment of the By-laws of Xurpas Inc. (the "Company") to require as minimum quorum of at least 2/3 for board decisions.

The Stockholders of the Corporation approved the amendment during the 2025 Annual Stockholders' Meeting held on August 13, 2025.

<b>Date of Approval by Board of Directors</b>	May 15, 2025
<b>Date of Approval by Stockholders</b>	Aug 13, 2025
<b>Other Relevant Regulatory Agency, if applicable</b>	Not Applicable
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	TBA
<b>Date of Receipt of SEC approval</b>	TBA

**Amendment(s)**

Article and Section Nos.	From	To
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Article III, Section 7

Please see attached.

Please see attached.

**Rationale for the amendment(s)**

The Board approved the amendments to adopt the recommendation provided under the Code of Corporate Governance for Publicly-Listed Companies for the Company to require as minimum quorum of at least 2/3 for board decisions.

**The timetable for the effectivity of the amendment(s)**

<b>Expected date of filing the amendments to the By-Laws with the SEC</b>	TBA
<b>Expected date of SEC approval of the Amended By-Laws</b>	TBA

**Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any**

None.

**Other Relevant Information**

This disclosure is amended to reflect the approval of the shareholders of the Corporation during the 2025 Annual Stockholders' Meeting.

**Filed on behalf by:**

<b>Name</b>	Mark Gorriceta
<b>Designation</b>	Corporate Secretary and Chief Legal Officer

<b>Current Provision</b>		<b>Proposed Amendment</b>
<b>Article III, Section 7</b>	A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of majority of all the members of the Board.	<u>Two-thirds (2/3)</u> of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of majority of all the members of the Board.



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Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)  
Industry Classification Code:
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Address of principal office
- Postal Code **1227**
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>2,509,683,812</u></b>

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

**Item 9. Other Events**

On May 15, 2025, the Board of Directors approved the amendment of the By-laws of Xurpas Inc. (the "Company") to require a minimum quorum of at least 2/3 for board decisions.

The Board approved the amendments to adopt the recommendation provided under the Code of Corporate Governance for Publicly-Listed Companies for the Company to require a minimum quorum of at least 2/3 for board decisions.

	<b>Current Provision</b>	<b>Proposed Amendment</b>
<b>Article III, Section 7</b>	A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of majority of all the members of the Board.	<b>Two-thirds (2/3)</b> of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of majority of all the members of the Board.

This disclosure is amended to reflect the approval of the shareholders of the Corporation during the 2025 Annual Stockholders' Meeting.

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