



111072017003864



## SECURITIES AND EXCHANGE COMMISSION

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Company Information

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17 THEREUNDER

1. 7 November 2017  
Date of Report (Date of earliest event reported)
2. SEC Identification Number 6609
3. BIR Tax Identification  
No. 000-233-218-000
4. PAXYS, INC.  
Exact name of registrant as specified in its charter
5. Philippines
6. (SEC Use Only)  
Province, country or other jurisdiction of incorporation
7. 15<sup>th</sup> Floor 6750 Ayala Office Tower, Ayala Avenue, Makati City 1226  
Address of principal office Postal Code
8. (+632)-250-3800  
Registrant's telephone number, including area code
9. n/a  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC.

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	1,148,534,866 common shares

Item 9.

Please see attached letter to Philippine Stock Exchange dated 6 November 2017 regarding the Agenda for the Company's Annual Stockholders Meeting on 6 December 2017, as well as the Details and Rationale thereof.

Very truly yours,

  
MAYETTE H. TAPIA  
Corporate Secretary/  
Corporate Information Officer

Date: 7 November 2017

6 November 2017

**PHILIPPINE STOCK EXCHANGE, INC.**

Disclosure Department  
4<sup>th</sup> Floor, Philippine Stock Exchange Center  
PSE Center, Exchange Road  
Ortigas Center, Pasig City

Attention : **MR. JOSE VALERIANO B. ZUÑO III**  
OIC – Head, Disclosure Department

Gentlemen:

Further to our Letter dated 10 August 2017, we write to inform the Exchange that the annual meeting of the stockholders of Paxys, Inc. for the year 2017 is scheduled on 6 December 2017 at the Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City, Philippines. The record date is on 28 October 2017. Attached hereto is the notice for the annual meeting.

The required notices to the shareholders will be provided at least fifteen (15) business days before the date of the annual meeting, as required by the by-laws and under existing regulations.

We trust that the foregoing information is sufficient to properly advise the investing public.

Very truly yours,

**PAXYS, INC.**

By:

  
**MAYETTE H. TAPIA**  
Corporate Information Officer

**PAXYS, INC.**

15/F 6750 Ayala Office Tower, Ayala Avenue, Makati City

**NOTICE OF ANNUAL STOCKHOLDERS' MEETING**

To all Stockholders:

Please be advised that the annual meeting of the stockholders' of **PAXYS, INC.**, will be held on **6 December 2017** at the Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City, Philippines at 2:00 PM.

The agenda is as follows:

1. Call to Order
2. Proof of Notice and Certification of Quorum
3. Approval of Minutes of previous Stockholders' Meeting
4. Management Report and Audited Financial Statements for the year ended December 31, 2016
5. Ratification of Previous Corporate Acts
6. Amendment of Articles of Incorporation
7. Election of Directors
8. Appointment of External Auditors
9. Other Matters
10. Adjournment

For purposes of the meeting, stockholders of record as of 28 October 2017 are entitled to notice of and to vote at the said meeting. Registration for the said meeting begins at 12:30 PM. For convenience in registering your attendance, please have available some form of identification, such as a driver's license, voter's ID, TIN card, SSS card or passport.

If you will not be able to attend the meeting but would like to be represented thereat, you may submit your proxy form, duly signed and accomplished, to the Corporate Secretary at 15<sup>th</sup> Floor 6750 Ayala Office Tower, Ayala Avenue, Makati City, Philippines on or before 26 November 2017. Beneficial owners whose shares are lodged with PDTC or registered under the name of a broker, bank or other fiduciary allowed by law must, in addition to the required ID, present a notarized certification from the owner of record that he is the beneficial owner, indicating thereon the number of shares. Corporate shareholders shall likewise be required to present a notarized secretary's certificate attesting to the authority of its representative to attend and vote at the stockholders' meeting. In accordance with Rule 20.11.2.18 of the 2015 Implementing Rules and Regulations of the Securities and Regulation Code, proxies executed by brokers shall be accompanied by a certification under oath stating that before the proxy was given to the broker, he had duly obtained the written consent of the persons in whose account the shares are held.

Validation of proxies will be held not later than 1 December 2017 at the office of the Company's stock transfer agent.

Makati City, Metro Manila, Philippines, 2 November 2017.

  
**ANA MARIA A. KATIGBAK**  
Assistant Corporate Secretary

**AGENDA**  
Details and Rationale

**1. Call to order**

The Chairman of the Board of Directors, Mr. Tarcisio M. Medalla, will call the meeting to order.

**2. Proof of notice and certification of quorum**

The Corporate Secretary, Atty. Mayette H. Tapia, will certify that copies of the Notice have been sent to all stockholders of record as of 28 October 2017, and whether the attendees represented at the meeting hold a sufficient number of shares for quorum to exist for the valid transaction of business.

**3. Approval of the Minutes of Previous Stockholders' Meeting**

Copies of the draft minutes have been distributed together with the Notice of Stockholders' Meeting and Information Statement.

The stockholders will be requested to approve the draft minutes. The following is the proposed resolution:

*“RESOLVED, that the minutes of the Annual Stockholders' Meeting of Paxys, Inc. held on December 6, 2016 be, as it is hereby, approved.”*

**4. Management Report & Audited Financial Statements for the Year Ended 31 December 2016**

The Chairman and President, Mr. Tarcisio M. Medalla, will present the report of the Management to the stockholders, discuss initiatives undertaken and challenges faced by the Company in 2016, and share his personal perspective of the Company's future.

The audited financial statements for the year ended 31 December 2016 were prepared by the Company's independent auditors, Reyes, Tacandong & Co. and approved by the Company's Board of Directors. In compliance with the regulatory requirements, the audited financial statements have also been submitted to the Securities and Exchange Commission and Bureau of Internal Revenue.

Copies of the Management Report together with the audited financial statements for the year ended 31 December 2016 have been distributed with the Information Statement.

Questions will be entertained from the stockholders after the presentation.

The stockholders will be requested to approve the Management Report and the audited financial statements for the year ended 31 December 2016. The following is the proposed resolution:

*“RESOLVED, that the annual Management Report and the Corporation's audited financial statements for year ended December 31, 2016 be, as it is hereby, approved.”*

**5. Ratification of Previous Corporate Acts**

The Company's performance was the result of the acts, contracts, resolutions and actions of the Board of Directors and Management of the Company, and the stockholders will be requested to ratify the same. The following is the proposed resolution:

*“RESOLVED, that all acts, contracts, resolutions and actions of the Board of Directors and Management of the Corporation from the date of the last annual stockholders' meeting up to the present be, as they are hereby, approved, ratified and confirmed.”*

## 6. Amendment of Articles of Incorporation

The Sixth Article of the Company's Articles of Incorporation provides for a total of nine (9) directors. It is proposed to amend the Articles of Incorporation to decrease the number of directors to seven (7). The purpose of the amendment is to enhance the efficiency and effectiveness of the management of the Company and the rights of the shareholders in electing the members of the Board of Directors. The proposed amendment was approved by the Company's Board of Directors and has been endorsed to the stockholders for its approval, confirmation and ratification.

The following is the proposed resolution:

*"RESOLVED, that the first paragraph of the SIXTH Article of the Company's Articles of Incorporation be amended to read as follows:*

*"That the number of directors of the Corporation shall be seven (7) who will continue discharging their duties until the election of their successors in accordance with the By-Laws of the Corporation x x x"*

*RESOLVED, FURTHER, that the Directors and Officers of the Corporation be authorized to sign, execute and file with the Securities and Exchange Commission such documents and papers which may be required to give effect to the foregoing."*

## 7. Election of Directors

The following individuals have been nominated as regular or independent directors and their respective nominations have been screened by the Nominations Committee:

### For Regular Directors

1. TARCISIO M. MEDALLA
2. ROGER LEO A. CARIÑO
3. CHRISTOPHER B. MALDIA
4. LIM GHEE KEONG
5. ROBERTO A. ATENDIDO

### For Independent Directors:

6. GEORGE Y. SYCIP
7. JOSE ANTONIO A. LICHAUCO

Voting may be done in person or by proxy. Proxy forms have been distributed to all stockholders of record together with this Notice. Signed and accomplished proxy forms are required to be submitted not later than 5:00 p.m. of 26 November 2017 and shall be validated no later than 1 December 2016. Votes may be cumulated as provided in the Corporation Code.

## 8. Appointment of External Auditors

The proposal is to reappoint Reyes Tacandong & Co as external auditor for the current year 2017-2018. The following is the proposed resolution:

*"RESOLVED, that the accounting firm of Reyes Tacandong & Co. be reappointed external auditors of the Company for the current year 2017-2018."*



**9. Other Matters**

Stockholders may propose to discuss other issues and matters.

**10. Adjournment**

After all matters in the agenda have been taken up, the Chairman shall entertain a motion to adjourn the meeting.