

**COVER SHEET**

SEC Registration Number

- 6 6 0 9 -

P A X Y S , I N C .

(Company's Full Name)

1 5 T H F L O O R 6 7 5 0 A Y A L A O F F I C E  
T O W E R , A Y A L A A V E N U E , M A K A T I  
C I T Y

(Business Address: No., Street City / Town / Province)

Atty. Mayette H. Tapia

Contact Person

(+632) 8250-3800/ (+63 919-088-5563)

Company Telephone Number

**SEC Form 17-C**

1 2 3 1

Month Day  
Fiscal Year

FORM TYPE

1 2 1 3

Month Day  
Annual Meeting

Secondary License Type, If Applicable

Dept Requiring this Doc

Amended Articles Number / Section

Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. 12 October 2022  
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. Makati City, Philippines  
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
7. 15<sup>th</sup> Floor 6750 Ayala Office Tower, Ayala Avenue, Makati City 1226  
Address of principal office Postal Code
8. (+632) 8250-3800 / (+63) 919-088-5563  
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.

We write to inform the Commission that the annual meeting of the stockholders of Paxys Inc. for the year 2022 is scheduled on 13 December 2022 at the Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City. The record date is on 31 October 2022. In this regard, the Board authorized the Company's President on 28 March 2022 to determine the new meeting date and record date for the annual stockholders' meeting.

The required notices to the shareholders, guidelines and procedures 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.

Attached is the Notice of Annual Stockholders' Meeting, Proxy Form and a sample Secretary's Certificate.

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

#### 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.

PAXYS, INC.

  
MAYETTE H. TAPIA  
Corporate Secretary /  
Corporate Information Officer

Date: 12 October 2022

**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 **13 December 2022** 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, 2021
5. Ratification of Previous Corporate Acts
6. Election of Directors
7. Appointment of External Auditors
8. Other Matters
9. Adjournment

For purposes of the meeting, stockholders of record as of 31 October 2022 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 the 15<sup>th</sup> Floor, 6750 Ayala Office Tower, Ayala Avenue, Makati City, Philippines on or before 3 December 2022. 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 obtained the written consent of the persons in whose account the shares are held.

Validation of proxies will be held not later than 8 December 2022 at the office of the Company's stock transfer agent.

Pursuant to SEC Notice dated April 20, 2020, a copy of this Notice of meeting and accompanying annex containing a brief statement of the rationale and explanation for each item in the agenda, Definitive Information Statement, Management Report, SEC Form 17-Q, Proxy Form and other documents related to the meeting are available at the Company's website at [www.paxys.com](http://www.paxys.com).

Makati City, Metro Manila, Philippines, 12 October 2022.

  
**MAYETTE H. TAPIA**  
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 31 October 2022, 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 14, 2021 be, as it is hereby, approved.”*

**4. Management Report & Audited Financial Statements for the Year Ended 31 December 2021**

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 2021 and share his personal perspective of the Company's future.

The audited financial statements for the year ended 31 December 2021 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 2021 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 2021. The following is the proposed resolution:

*“RESOLVED, that the Management Report and the Corporation's audited financial statements for year ended December 31, 2021 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. 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 EDWIN Y. SYCIP
7. JOSE ANTONIO A. LICHAUCO

Voting may be done in person or by proxy. Proxy forms can be downloaded from the Company's website at [www.paxys.com](http://www.paxys.com). Signed and accomplished proxy forms are required to be submitted not later than 5:00 p.m. of 3 December 2022 and shall be validated no later than 8 December 2022. Votes may be cumulated as provided in the Corporation Code.

## 7. Appointment of External Auditors

The proposal is to reappoint Reyes Tacandong & Co as external auditor for the current year 2022-2023. 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 2022-2023.”*

## 8. Other Matters

Stockholders may propose to discuss other issues and matters.

## 9. Adjournment

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

*(For Individual Shareholders)*

## PROXY FORM

That I/We, the undersigned stockholder(s) of PAXYS, INC., a Philippine Corporation, do hereby nominate, constitute and appoint \_\_\_\_\_, as my/our true and lawful attorney or proxy, with full power of substitution and revocation, to represent me/us and vote all shares registered in my/our name(s) on the books of said Corporation, at the Annual Shareholders' Meeting of the Corporation to be held on 13 December 2022 at the Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City, Philippines, or any adjournments or postponements thereof, on any and all matters and things that may come at said meeting(s) as fully to all intents and purposes as I/We might or could do if personally present, hereby revoking any proxy or proxies heretofore given to vote such stock, and ratifying and confirming all that my/our above mentioned attorney or proxy or his/her/their substitute(s), may do or cause to be done by virtue of these presents.

In case of the non-attendance of my/our said attorney or proxy above named or his/her/their duly designated substitute(s) at any particular meeting, I/We hereby authorize and empower the Chairman of the meeting to fully exercise all rights as my/our attorney or proxy at such meeting. The power and authority hereby granted shall remain valid and effective until such time as the same is withdrawn by me/us through notice in writing delivered to the Corporate Secretary before the date of any such meeting or adjournment(s) or postponement(s) thereof, or until the last day of the fifth year from the date hereof, whichever comes first, but shall be deemed suspended and inapplicable in instances where I personally attend the meeting.

I/we have hereunto set my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_  
2022, at \_\_\_\_\_.

\_\_\_\_\_  
Printed Name and Signature of Stockholder

\_\_\_\_\_  
Address

*(For Corporate Shareholders)*

SECRETARY'S CERTIFICATION

I, \_\_\_\_\_, of legal age, Filipino, and with office address at \_\_\_\_\_, do hereby certify that:

1. I am the duly appointed Corporate Secretary of \_\_\_\_\_ (the "Corporation"), a corporation duly organized and existing under laws of the Republic of the Philippines, with office address at \_\_\_\_\_.

2. Based on the records, during the lawfully convened meeting of the Board of Directors of the Corporation held on \_\_\_\_\_, the following resolutions were passed and approved:

"RESOLVED, That \_\_\_\_\_ be authorized and appointed, as he is hereby authorized and appointed, as the Corporation's Proxy (the "Proxy") to attend the Annual Shareholders' Meeting of PAXYS, INC. ("PAXYS") to be held on 13 December 2022 at 2:00 p.m. at the Manila Golf & Country Club, Harvard Road, Forbes Park, Makati City, Philippines or at any meeting postponed or adjourned therefrom, with full authority to vote the Corporation's shares of stock held in PAXYS and to act upon all matters and resolutions that may come before or be presented during such meeting(s) in the name, place and stead of the Corporation.

RESOLVED FURTHER, That PAXYS be furnished with a certified copy of this resolution and PAXYS may rely on the continuing validity of this resolution until receipt of written notice of its revocation."

3. The foregoing resolution has not been modified, amended or revoked, and is in accordance with the records of the Corporation presently in my custody.

\_\_\_\_\_  
Corporate Secretary

\_\_\_\_\_  
Date and Place of Execution