

COVER SHEET

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J A C K S T O N E S , I N C . F O R M E R L Y

N E X T S T A G E , I N C .

(Company's Full Name)

5 9 3 A N T O N I O D R I V E

B A G U M B A Y A N T A G U I G

C I T Y

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

ANTHONY B. PERALTA

Contact Person

673-6113

Company Telephone Number

Month

Day

Fiscal Year

Form Type

Month

Day

Annual Meeting

Definitive Information Statement

Dept. Requiring this Doc.

Amended Articles Number / Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel Concerned

File Number

File Number

LCU

Document I.D.

Document I.D.

Cashier

STAMPS

Remarks = Pls. use black ink for scanning purposes

# JACKSTONES, INC.

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593 Antonio Drive, Bagumbayan, Taguig City 1630

May 15, 2018

**Markets and Securities Regulation Department**  
**Securities and Exchange Commission**  
Secretariat Building, PICC Complex, Roxas Boulevard,  
Metro Manila

Attn: **Director VICENTE GRACIANO P. FELIZMENIO, JR.**

Re: Preliminary Information Statement (SEC Form 20-15) of **Jackstones, Inc.** dated 26 March 2018.

Dear Director Felizmenio, Jr.,

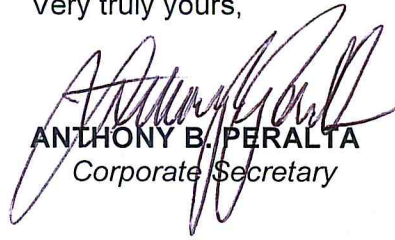
In reply to your letter dated 2 April 2018, which we received on 8 April 2018, we hereby submit herewith for your consideration and clearance the Definitive Information Statement for the Annual Stockholders Meeting of Jackstones, Inc. (the "Corporation") to be held on 11 June 2018, which we have revised in accordance with your comments to the aforementioned letter and in compliance with Rule 20 of the Amended Implementing Rules and Regulations of the Securities Regulation Code.

1. Cover Sheet - We have updated the approximate date on which the Information Statement is first to be sent to security holders to reflect 18 May 2018.
2. Item 1 – We have updated the approximate date on which the Information Statement is first to be sent to security holders to reflect 18 May 2019.
3. Item 5 – We have included a certification that no director or officer is connected with any government agency or instrumentality.
4. Item 9. Par. 2 – There is no preferred stock offered by the Corporation.
5. Item 9, Par. 3 – In compliance, we have provided the provision on the negation of pre-emptive rights under Article 7 of the Articles of Incorporation.
6. Item 9. Par. 4, In compliance, we provided the nature and approximate amount of consideration received by the registrant.
7. Item 9, Par. 5 - In compliance, we have provided the approximate amount to be devoted for a specific purpose.
8. Page 22 – We have provided the Management's discussion and Analysis or Plan of Operation.
9. Page 23 – We have provided a more detailed Management's Discussion and Analysis.

The Corporation undertakes to upload in its website the Information Statement and Management Report as soon as it is approved by this Honorable Commission for distribution to its shareholders.

Thank you for your kind attention and favorable consideration.

Very truly yours,



**ANTHONY B. PERALTA**  
Corporate Secretary

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# JACKSTONES, INC.

593 Antonio Drive, Bagumbayan, Taguig City 1630

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

### To the Stockholders:

Please be advised that the Annual Meeting of the Stockholders of **JACKSTONES, INC.** will be held at the LRA Pavilion, 311 ML Quezon St., Mahogany Subdivision, Brgy. Bagumbayan, Taguig City, on **11 June 2018 at 9:00 A.M.**, to discuss the following:

### A G E N D A

1. Call to Order
2. Determination of Existence of Quorum
3. Approval of Minutes of the June 13, 2017 Annual Stockholders Meeting
4. Report of the President
5. Approval of Audited Financial Statements for 2017
6. Ratification of All Acts and Resolutions of the Board of Directors and Management Adopted From June 13, 2017 to June 10, 2018
7. Election of Directors (including the Independent Directors)
8. Appointment of External Auditor
9. Approval of Listing of New Shares Out of the Unissued Portion of the Authorized Capital Stock
10. Consideration of Such Other Business as May Properly Come Before the Meeting
11. Adjournment

A brief explanation of each agenda item which requires stockholders' approval is provided herein. The Information Statement accompanying this notice contains additional information regarding the agenda items particularly those to be voted upon.

For your convenience in registering your attendance, please have some form of identification such as a passport, driver's license or voter's identification card for verification.

We are not soliciting proxies. If, however, you would be unable to attend the meeting but would like to be represented thereat, you may accomplish the **attached proxy form**. All proxy forms must be received by the Corporate Secretary for inspection and recording not later than **01 June 2018**. Proxies shall be validated on **06 June 2017 at 10:00 A.M.** at the office of the Corporate Secretary, Unit 2904-C West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City.

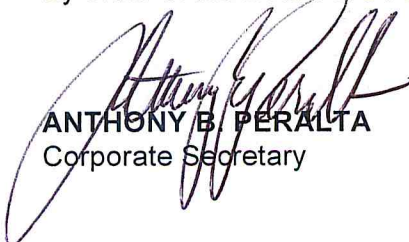
Registration shall start at **8:00 AM** and will close at exactly **8:45 AM**. Only stockholders of record as of **10 May 2018** shall be entitled to vote.

The Organizational Meeting of the Board of Directors will follow soon after the Annual Meeting of the Stockholders with the following agenda:

**A G E N D A**

1. Call to Order
2. Secretary's Proof of the Notice of the Meeting and Certification of Quorum.
3. Reading and Approval of the Minutes of the previous Special Meetings of the Board of Directors held on (a) March 14, 2018; and (b) April 04, 2018.
4. Election of Officers
5. Other Matters
6. Adjournment

By order of the Board of Directors,



**ANTHONY B. PERALTA**  
Corporate Secretary

**ANNUAL STOCKHOLDERS' MEETING**  
11 JUNE 2018

**EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL**

Approval of Minutes of the June 13, 2017 Annual Stockholders Meeting

Copies of the minutes will be distributed to the stockholders before the meeting and will be presented to the stockholders for approval.

Report of the President and Audited Financial Statements for 2017

The annual report and the financial statements for the preceding fiscal year will be presented to the stockholders for approval.

Ratification of All Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year

The acts of the Board of Directors and its committees, officers and management of the Corporation since the last annual stockholders' meeting up to the current stockholders' meeting will be presented to the stockholders for ratification.

Election of Directors (including the Independent Directors)

The incumbent members of the Board of Directors of the Corporation are expected to be nominated for re-election this year. A brief description of the business experience of the incumbent directors is provided in the Information Statement sent to the stockholders.

Appointment of External Auditor

The Corporation's external auditor is Isla Lipana & Co., and will be nominated for reappointment for the current fiscal year.

Approval of Additional Listing of Shares Out of the Unissued Portion of the Increase in Authorized Capital Stock

With the approval by the SEC of the amendment of the Seventh Article of the Articles of Incorporation increasing the authorized capital stock from Php170,000,000.00 divided into 170,000,000 shares with a par value of Php1.00 per share to Php500,000,000.00 divided into 500,000,000 shares with a par value of Php1.00 per share, additional shares may now be issued out of the 330,000,000 unissued portion of the increase. In the special board meeting of March 14, 2018, the Directors approved a resolution for listing of the whole unissued portion of the authorized capital stock, or a total of 330,000,000 shares. The said resolution will be presented to the stockholders for ratification during the annual meeting on June 11, 2018. Initially, the Corporation will apply for listing with the PSE and SEC of 82,500,000 shares. The rest of the shares will be applied for listing at a future date as a secondary offering to be sold to the investing public.

Consideration of Such Other Business as May Properly Come Before the Meeting

The Chairman will open the floor for comments and questions by the stockholders. The Chairman will decide whether matters raised by the stockholders may be properly taken up in the meeting or in another proper forum.

**PROXY**

KNOW ALL MEN BY THESE PRESENTS:

The undersigned stockholder of JACKSTONES, INC. ("JAS") do hereby name, constitute and appoint

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as my proxy, with right of substitution and revocation, to represent and vote for and in my behalf, all shares registered in my name in the books of JAS, or owned by me, at the Annual Meeting of the Stockholders on June 11, 2018 and at any and all adjournments or postponements thereof, upon any election or question which may lawfully be brought before such meeting, as fully to all intents and purposes as I might do if present and acting in person, hereby ratifying and confirming all that my said proxy shall lawfully do or cause to be done by virtue of these presents.

**IN CASE OF NON-ATTENDANCE OF MY PROXY NAMED ABOVE, I AUTHORIZE AND EMPOWER THE CHAIRMAN OF THE MEETING TO FULLY EXERCISE ALL RIGHTS AS MY PROXY AT SUCH MEETING.**

This proxy shall continue until such time as the same is withdrawn by me through notice in writing delivered to the Corporate Secretary at least three (3) working days before the scheduled meeting on June 11, 2018, but shall not apply in instances where I personally attend the meeting.

The undersigned hereby declares that the issuance of this proxy is within the undersigned's powers and authority, which powers and authority are duly registered in accordance with Philippine laws.

IN WITNESS WHEREOF, I have hereunto signed these presents this \_\_\_\_ day of \_\_\_\_\_, 2018 in \_\_\_\_\_.

\_\_\_\_\_  
PRINTED NAME OF STOCKHOLDER

\_\_\_\_\_  
SIGNATURE OF STOCKHOLDER/AUTHORIZED  
SIGNATORY

\_\_\_\_\_  
ADDRESS OF STOCKHOLDER

\_\_\_\_\_  
CONTACT TELEPHONE NUMBER

A PROXY SUBMITTED BY A CORPORATION SHOULD BE ACCOMPANIED BY A CORPORATE SECRETARY'S CERTIFICATE QUOTING THE BOARD RESOLUTION DESIGNATING A CORPORATE OFFICER TO EXECUTE THE PROXY. PROXIES EXECUTED BY BROKERS MUST BE ACCOMPANIED BY A CERTIFICATION UNDER OATH STATING THAT THE BROKER HAS OBTAINED THE WRITTEN CONSENT OF THE ACCOUNT HOLDER.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20 OF THE SECURITIES REGULATION CODE

SECURITIES AND EXCHANGE COMMISSION

RECEIVED MAY 16 2018

MARKET REGULATION DEPT.

BY: [Signature] TIME: [Signature]

1. Check the appropriate box:

[ ] Preliminary Information Statement

[✓] Definitive Information Statement

2. Name of Registrant as specified in its charter: JACKSTONES, INC. (formerly NEXTSTAGE, INC.)

3. Province, country or other jurisdiction of incorporation or organization: REPUBLIC OF THE PHILIPPINES

4. SEC Identification Number: 24986

5. BIR Tax Identification Code: 000-275-073

6. Address of principal office: 593 Antonio Drive, Bagumbayan, Taguig City 1630

7. Registrant's telephone number, including area code: (+632) 633-6113

8. Date, time and place of the meeting of security holders: June 11, 2018 at 9:00 A.M. at the LRA Pavilion, 311 ML Quezon St., Mahogany Subdivision, Brgy Bagumbayan, Taguig City

9. Approximate date on which the Information Statement is first to be sent or given to security holders: May 18, 2018

10. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Stock	188,184,097

11. Are any or all of registrant's securities listed in a Stock Exchange?

Yes [✓] No [ ]

If yes, disclose the name of such Stock Exchange and the class of securities listed therein: Philippine Stock Exchange / Common Stock



**PART I.**

**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

**Item 1. Date, time and place of meeting of security holders.**

Date, time and place of meeting : **June 11, 2018**  
**9:00 a.m.**  
**LRA Pavilion, 311 ML Quezon St.**  
**Mahogany Subdivision**  
**Brgy. Bagumbayan, Taguig City**

Complete mailing address of the Registrant : **JACKSTONES, INC.**  
**593 Antonio Drive**  
**Bagumbayan, Taguig City 1630**

Approximate date on which the Information Statement is first to be sent or given to Security holders : **May 18, 2018 (Friday)**

**Item 2. Dissenters' Right of Appraisal**

Pursuant to Section 81 of the Corporation Code of the Philippines, any stockholder of the Corporation shall have the right to dissent and demand payment of the fair value of his shares on any matter that may be acted upon such as in the following instances:

1. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets; and
3. In case of merger or consolidation.

If, at any time after this information statement has been sent out, an action which may give rise to the right of appraisal is proposed at the meeting, any stockholder who voted against the proposed action and who wishes to exercise such right must make a written demand, within thirty (30) days after the date of the meeting or when the vote was taken, for the payment of the fair market value of his shares. Failure to make a demand within such period shall be deemed a waiver of the appraisal right. The value shall be determined as of the day prior to the date when the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action. Upon payment, he must surrender his certificate of stock. No payment shall be made to any dissenting stockholder unless the Corporation has unrestricted retained earnings in its books to cover such payment. Within ten (10) days after demanding payment for his shares, a dissenting stockholder shall submit to the Corporation the certificate(s) of stock representing his shares for notation that the shares are dissenting shares.

**No corporate action is being proposed or submitted in the meeting that may call for the exercise of a stockholder's right of appraisal under Title X of the Corporation Code.**

**Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

- (a) None of the incumbent directors and officers of the Corporation has any undisclosed substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon.
- (b) The Corporation has not received any information from any director that he/she intends to oppose any matter to be acted upon in the meeting.

**B. CONTROL AND COMPENSATION INFORMATION**

**Item 4. Voting Securities and Principal Holders Thereof**

- (a) The Corporation has 188,184,097 common shares of stock subscribed and outstanding as of March 31, 2018. The Corporation does not have any class of shares other than common shares. Each share is entitled to one (1) vote.
- (b) Of the 188,184,097 outstanding common shares, 229,421 shares, or about 0.12% are owned by foreigners. The Corporation does not have any class of shares other than common shares.
- (c) All stockholders of record as of the close of business on May 10, 2018 are entitled to notice of, and to vote at, the Annual Stockholders' Meeting.
- (d) Action will be taken with respect to the election of directors to which persons solicited have cumulative voting rights. At every meeting of the stockholders of the Corporation, every stockholder entitled to vote shall be entitled to one vote for each share of stock outstanding in his name in the book of the Corporation, except with respect to the election of directors, when each stockholder may accumulate his votes, as provided in the Corporation Code. Every stockholder entitled to vote at any meeting of stockholders may vote by proxy as well as in person.
- (e) Security ownership Certain Record and Beneficial Owners and Management
  - (i) Security ownership of certain record and beneficial owners (more than 5% of voting securities) as of March 31, 2018 are as follows:

Title of Class	Name and Address of Record Owner/Relationship with Issuer	Name of Beneficial Owner/ Relationship with Record Owner	Citizenship	No. of Shares	Percent of Class
Common	<b><i>Ketton Holdings Inc.</i></b> <i>Bagumbayan, Taguig City</i>  Ketton Holdings Inc. owns 59.04% of the common shares of Jackstones, Inc.	Ketton Holdings Inc. is a domestic corporation incorporated on October 09, 2014.  It is expected that a proxy be issued in favor of Mariano Chua Tanenglian to vote the shares of Ketton Holdings Inc.	Filipino	111,106,927	59.04%

Common	<p><b>PCD Nominee Corporation</b></p> <p><i>G/F Makati Stock Exchange Bldg. 6767 Ayala Avenue, Makati City</i></p> <p>No relationship with the Corporation</p>	<p>PCD Nominee Corporation, a wholly-owned subsidiary of the Philippine Depository and Trust Corporation (PDTC), is the registered owner in the books of the Corporation's stock transfer agent. The beneficial owners entitled to the same are PDTC's participants, who hold the shares either in their own behalf or on behalf of their clients. The following PDTC participants hold more than 5% of the Corporation's voting securities:</p> <p>It is expected that PCD Nominee Corporation will issue a proxy in favor of the PDTC Participants. A list of the PDTC Participants as of 31 March 2018 has been attached to this Information Statement.</p>	Filipino	53,651,759	28.51%
Common	<p><b>David T. Fernando</b></p> <p><i>14 Paraguay Street, Loyola Grand Villas, Quezon City</i></p> <p>No relationship with the Corporation</p>	<p>David T. Fernando died in September 2009. The shares are now with the Estate of David Fernando. A proxy was issued to his daughter Catherina Fernando to vote the shares thereof in the Corporation.</p>	Filipino	20,824,419	11.07%

(ii) Security Ownership of Management as of March 31, 2018:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	Percent of Class
Common	Mariano Chua Tanenglian	10,053,540/indirect	Filipino	5.99%
Common	Aleta So Tanenglian	8,377,950/indirect	Filipino	4.99%
Common	Maximilian So Tanenglian	1,675,589/indirect	Filipino	0.99%
Common	Vandermir Carnegie Tan Say	1,675,590/indirect	Filipino	0.99%

Common	Jonathan A. Ong Carranceja	1,675,590/indirect	Filipino	0.99%
Common	Beryl Fayette Tanenglian Say	1,675,590/indirect	Filipino	0.99%
Common	Adaline Daryl T. Ong Carranceja	1,675,590/indirect	Filipino	0.99%
Common	Stilwell Tan Sy	1,000/direct	Filipino	0.00%
Common	Amando Musni Velasco	1,000/direct	Filipino	0.00%
Common	William Chong Lee	1/indirect	Filipino	0.00%
<b>TOTAL</b>		<b>26,811,441</b>		

(iii) Voting Trust Holders of 5% or more

There are no voting trust holders of 5% or more of the common shares.

(iv) Changes in Control

There has been no change in the control of the Corporation since the beginning of its last fiscal year.

**Item 5. Directors and Executive/Corporate Officers**

**(a) Directors, Executive Officers, Promoters and Control Persons**

**Directors and Corporate officers of Jackstones, Inc. as of March 31, 2018:**

Name	Age	Position	Citizenship
Mariano Chua Tanenglian	78	Chairman of the Board	Filipino
Aleta So Tanenglian	69	Vice Chairman	Filipino
Maximilian So Tanenglian	40	President	Filipino
Vandermir Carnegie Tan Say	44	Senior Vice President	Filipino
Jonathan A. Ong Carranceja	46	Vice President	Filipino
Beryl Fayette Tanenglian Say	42	Treasurer	Filipino
Adaline Daryl T. Ong Carranceja	45	Assistant Corporate Secretary	Filipino
Stilwell Tan Sy	69	Independent Director	Filipino
Amando Musni Velasco	68	Independent Director	Filipino
William Chong Lee	63	Independent Director	Filipino
Anthony B. Peralta	57	Corporate Secretary & CIO	Filipino
Jean Marie L. Uy	32	Assistant CIO	Filipino

All Directors shall hold office until a new Board of Directors is elected during the Corporation's annual shareholders' meeting on June 11, 2018. The incumbent directors of the Corporation have been nominated for re-election this year and all nominees have accepted such nominations.

Found to possess the qualifications and none of the disqualifications enumerated in the Company's Amended By-Laws, the incumbent Independent Directors were nominated by the Nomination Committee of the Corporation. The Nomination Committee is currently composed of Mariano Chua Tanenglian as Chairman and Aleta So Tanenglian and William Chong Lee as members. In the succeeding year, the Company shall consolidate the Nomination Committee and the Compensation Committee into the Corporate Governance Committee which shall be composed of at least three (3) independent directors, including its Chairman.

All incumbent directors were nominated as such and have accepted such nominations. A certification to the effect that no director or officer is connected with any government agency or its instrumentalities is attached to this Information Statement.

The Independent Directors, William Chong Lee, Stilwell Tan Sy and Amando Musni Velasco, were nominated by the members and the chairman of the Nomination Committee. There are no family relationships between any of the members of the Nomination Committee and the Independent Directors known to the registrant.

The Amended By-laws of the Company, incorporating the procedure for election of Independent Directors, in accordance with SRC Rule 38 (Requirements on Nomination and Election of Independent Directors), was approved by the Commission on September 27, 2006. The Company has adopted and complied with such procedures and regulations.

The business experience of the members of the Board and Executive Officers for the last five (5) years is as follows:

**Mariano Chua Tanenglian**

Chairman of the Board

Appointment: April 30, 2015 to present

Date of Birth: February 27, 1940

Mr. Tanenglian is currently the CEO of Wonderoad Corp. and the Chairman of Ketton Holdings, Inc. He obtained his Bachelor of Science in Commerce from the Far Eastern University.

Mr. Tanenglian was a Director and a former Treasurer of Allied Banking Corporation. He was also the Chairman of the Board of Oceanic Holdings (BVI) Ltd., a former Vice Chairman and former Treasurer of Philippines Airlines, Inc., as well as a former Vice Chairman of MacroAsia Corporation. Mr. Tanenglian was also a former Treasurer of several companies, including Foremost Farms, Inc., Manufacturing Services and Trade Corporation, Dominion Realty and Construction Corporation, Asia Brewery, Inc., Progressive Farms, Inc., Himmel Industries, Inc., Grandspan Development Corporation, Allied Commercial Bank, Fortune Tobacco Corporation, Shareholdings, Inc., The Charter House, Inc., and Lucky Travel Corporation. He was also a Treasurer/Director of Allied Bankers Insurance Corporation, Allied Leasing and Finance Corporation, and Pan-Asia Securities Corporation. Mr. Tanenglian was a former Director of Abacus Distribution System Phils., Inc., Tanduay Distillery, Inc., Asian Alcohol Corporation, Allied Banking Corporation (HK) Ltd., Oceanic Bank, Maranaw Hotels and Resort Corporation, Basic Holdings Corporation, Allied Bank Phils., (UK) PLC and Macroasia Eurest Catering Services, Inc.

**Aleta So Tanenglian**

Vice Chairman

Appointment: April 30, 2015 to present

Date of Birth: September 23, 1948

Ms. Tanenglian holds a Bachelor's degree in Accountancy. She is the current president of Wonderoad Corporation.

**Maximilian So Tanenglian**

President

Appointment: April 30, 2015 to present

Date of Birth: June 8, 1977

Mr. Tanenglian is the general manager for the Swiftstar group of companies since 2008 to present. The group is involved in the logistics and security industries providing products and services like but not limited to third party logistics services, security system design and supply and business continuity program consultancy.

**Vandermir Carnegie Tan Say**

Senior Vice President

Appointment: April 30, 2015 to present

Date of birth: January 24, 1974

Mr. Vandermir Carnegie Tan Say, CFA, MCom (Hons)(Fin), Grad Dip (Bkg & Fin), is currently the President of Wimax Philippines Inc. He is also a Director of Toaster BrainWorks Lab Inc., and Sevenofus Foods Inc. Aside from being a Director and the Executive Vice President of Jackstones, Inc., Mr. Say is also currently the Vice President, Ketton Holdings Inc., was the President of the CFA Society of the Philippines in 2008, and Treasurer of the same society in 2007. Mr. Say is a Chartered Financial Analyst of the CFA Institute and a Director of the BEVA Pte Ltd in Singapore.

Mr. Say was previously the Vice President of Citigroup, an Associate Director of UBS AG, an Analyst for Corporate Finance of UBS Warburg, an Equity Analyst for SBC Warburg Dillon Read, and a Research Assistant for Cualoping Securities Corporation.

He received his Master of Commerce in Finance and graduated with honours from the Melbourne Business School, of The University of Melbourne. He also received a Graduate Diploma in Banking and Finance from Monash University. He attained his Bachelor of Science in Management, Major in Legal Management, from the Ateneo de Manila University and was a Merit Scholar.

**Jonathan A. Ong Carranceja**

Vice President

Appointment: April 30, 2015 to present

Date of Birth: September 10, 1971

Mr. Ong Carranceja is the current President of SG&D Global Transport Inc., a freight forwarding company. He is also the President of Reach High Dig Deep General Merchandising Corp., a company dealing with industrial products.

Mr. Ong Carranceja was the Former Assistant Manager of Far Eastern Diesel Supply Co. and the Former Asst. Manager of Kirsiphider Co. Inc. He obtained a Bachelor of Arts in Asian Studies.

**Beryl Fayette TanenglianSay**

Treasurer

Appointment: April 30, 2015 to present

Date of birth: February 27, 1976

Aside from being the current President of Toaster Brainworks Lab Inc., Arch. Beryl Fayette Tanenglian Say, EnP, is also a Director and officer of several other companies. She is also currently a Director and the Treasurer of Jackstones Inc., a Director and the Corporate Secretary, Ketton Holdings Inc., a Director and the CFO of Wimax Philippines Inc., and a Director of BEVA Pte Ltd in Singapore.

Arch. Say was the former SAVP Treasury and Finance Officer of Philippine Airlines, she was also the Admin Architect of RR Payumo & Partners Architects. She previously worked with Architect Martha Ong in 1998 to 1999. In 2000, Arch. Say was among the top 3 passers of the Licensure Board Exam for Environmental Planner and in 1999, she was among the top 10 passers of the Architect Licensure

Board Exam. She received her Bachelor of Science in Architecture from the University of Santo Tomas.

**Adaline Daryl T. Ong Carranceja**

Assistant Corporate Secretary  
Appointment: April 30, 2015 to present  
Date of birth: December 9, 1972

Ms. Ong Carranceja is the current President of Spyder Creative Works, Inc. – a graphic design company and supplier of social invitation. She is also the current Corporate Secretary of SG&D Global Transport Inc. Ms. Ong Carranceja obtained a Bachelors degree in Fine Arts.

**Stilwell Tan Sy**

Independent Director  
Appointment: April 30, 2015 to present  
Date of Birth: March 23, 1949

Mr. Sy is currently the President of Stilwell Commercial Corporation. He has also been an Independent Director of Quality Investments & Securities Corporation from 2012 to date.

A copy of the Certification of Qualification of Independent Director executed on 8 May 2018 is attached herewith.

**Amando Musni Velasco**

Independent Director  
Appointment: April 30, 2015 to present  
Date of Birth: July 14, 1949

Mr. Velasco is currently the Corporate Secretary of Parisson Development Corporation. He has occupied said position from 2013 to date.

A copy of the Certification of Qualification of Independent Director executed on 10 May 2018 is attached herewith.

**William Chong Lee**

Independent Director  
Appointment: June 13, 2017 to present  
Date of Birth: November 12, 1954

Mr. Lee was the Senior Vice President and overall Head of LTGC Purchasing Group of Fortune Tobacco Corporation. He was also the Senior Vice President for Logistic and Purchasing Department and Special Assistant to the Chairman of Philippine Airlines. He was also Senior Vice President for Logistics for Asia Brewery, Inc. and concurrent Special Assistant to the Chairman and CEO of Philippine Airlines.

A copy of the Certification of Qualification of Independent Director executed on 10 MAY 2018 is attached herewith.

**Anthony B. Peralta**

Corporate Secretary and CIO  
Appointment: April 30, 2015 to the present  
Date of Birth: December 30, 1960

Atty. Peralta is a senior partner in Calleja Law Office. He is also Corporate Secretary of Pulse Asia, Inc., Pulse Asia Research, Inc., Teknikos Consulting, Inc. and the Jose W. Diokno Foundation, Inc. His practice areas include Corporate Law, Foreign Investments Law, Intellectual Property, Litigation, Mergers &

Acquisitions, Real Estate, Securities, Taxation, Technology Media & Telecommunications, He serves as President of the Licensing Executives Society of the Philippines. He is a Director of Accor Advantage Plus Philippines, Inc. and Country Representative of Dermalog Information Systems GmbH. He is a member of IP PRO Philippines, International Trademark Association, Asian Patent Attorneys Association, International Technology Law Association and Intellectual Property Association of the Philippines. He received his Bachelor of Arts degree in 1982 and his Bachelor of Laws degree in 1986 from the University of the Philippines. He was the author of the Philippine section of International Telecommunications Law, published by BNA in London, U.K. He is also a co-author of the Philippine section of Global Privacy and Security Law published by Aspen Publishers/Wolters Kluwer in New York City.

**Jean Marie L. Uy**

Assistant CIO

Appointment: February 12, 2018 to the present

Date of Birth: August 14, 1985

Atty. Uy is an associate with Calleja Law Office. She received her Juris Doctor degree from the Ateneo de Manila School of Law in 2011. She obtained her Bachelor of Arts degree in Political Science from Ateneo de Manila University in 2007. Her practice areas include Corporate Law, Civil and Criminal Litigation, Intellectual Property Law, Labor and Data Privacy.

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**(b) Significant Employees**

The company is not highly dependent on any individual who is not an executive officer. The Corporation has four (4) regular employees namely: (1) Maximilian Tanenglian; (2) Vandermir Carnegie Tan Say; (3) Beryl Fayette Tanenglian Say; and (4) Adaline Daryl T. Ong Carranceja. The record keeping of its transactions is outsourced to a third party consultant.

**(c) Family Relationships**

Mariano Chua Tanenglian is married to Aleta So Tanenglian; and the father of Beryl Fayette Tanenglian Say, Maximilian So Tanenglian, and Adaline Daryl T. Ong Carranceja.

Maximilian So Tanenglian, Beryl Fayette Tanenglian Say and Adaline Daryl T. Ong Carranceja are siblings.

Beryl Fayette Tanenglian Say is married to Vandermir Carnegie Tan Say.

Adaline Daryl T. Ong Carranceja is married to Jonathan A. Ong Carranceja.

There are no other family relationships known to the registrant other than those that have been disclosed above.

**(d) Involvement in Certain Legal Proceedings**

To the best of the Corporation's knowledge and belief and after due inquiry, and except as otherwise disclosed, none of the directors or the executive officers have, during the last five years and to date, been subject to any of the following:

- (a) Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- (b) Any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
- (c) Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or



temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and

- (d) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

***Interest on Certain Matters to be Acted Upon***

No director or officer of Jackstones has undisclosed substantial interest, direct or indirect, in any matter to be acted upon in the meeting.

***Certain Relationship and Related Transactions***

There are no transactions with or involving the Corporation or any of its subsidiaries in which a director, executive officer, or stockholder owns ten percent (10%) or more of total outstanding shares and members of their immediate family had or is to have a direct or indirect material interest during the last two (2) years. Kindly note that the Suspension of the Registration and Permit to Sell Securities imposed on the Corporation was only lifted by the Securities and Exchange Commission (SEC) on May 31, 2013.

**Item 6. Compensation of Directors and Executive Officers**

According to the Amended By-laws of the Corporation, as approved by the SEC on July 6, 2015, a per diem of Two Thousand Pesos (Php2,000.00) shall be granted to each Director for their attendance in a regular or special board meeting.

There are no arrangements for additional compensation of directors other than that provided in the Company's Amended By-Laws.

There is no executive officer with contracts or with compensatory plan or arrangement having terms or compensation significantly dissimilar to the regular compensation package, or separation benefits under the Company's group retirement plan, for the managerial employees of the Company.

There are no Outstanding Warrants or Options held by the Directors and Executive Officers.

***Executive Compensation***

The compensation for its executive officers for the years 2016 and 2017 (actual) and 2018 (projected) are shown below:

<b>DIRECTORS</b>	
<u>Year</u>	<u>Directors' Fees (Php)</u>
2018 (estimated)	86,000
2017	86,000
2016	72,000

<b>CEO AND FOUR MOST HIGHLY COMPENSATED OFFICERS</b>	
<u>Year</u>	<u>Salary/Bonus (Php)</u>

2018 (estimated)	1,067,627
2017	1,067,627
2016	1,045,476

Note that the aggregate amount of compensation paid in 2016 and 2017 and estimated amount expected to be paid in 2018, as presented in the above table, are for the following executive officers:

Maximilian Tanenglian (President/CEO), Beryl Fayette Say (Treasurer), Adaline Daryl T. Ong Car-ranceja (Assistant Corporate Secretary), and Vandermir Carnegie Say (Executive Vice President)

**ALL OFFICERS**

<u>Year</u>	<u>Salary/Bonus (Php)</u>	<u>Others (Php)</u>
2018 (estimated)	1,067,627	86,000
2017	1,067,627	86,000
2016	1,045,476	72,000

**ALL DIRECTORS AND OFFICERS AS A GROUP**

<u>Year</u>	<u>Total Amount (Php)</u>
2018 (estimated)	1,153,627
2017	1,153,627
2016	1,117,476

**Item 7. Independent Public Accountants**

The appointment, approval or ratification of the Company's independent public auditor will be submitted to the shareholders for approval at the Annual Stockholders' Meeting on June 11, 2018.

The Audit Committee has recommended, and the Board of Directors has approved, the reappointment of the auditing firm of Isla Lipana & Co. and the certifying partner, Mr. Roderick M. Danao, is expected to be re-appointed as such for the audit of the financial statements for the year 2018.

Isla Lipana & Co. took over from SGV & Co. in 2003 upon its appointment at the shareholders' meeting in 26 November 2003. There were no disagreements with SGV & Co. on any accounting matter. Its replacement was purely in order to comply with SEC Memorandum Circular No. 8 Series of 2003. The certifying partner of Isla Lipana & Co. primarily responsible for the audit of the Company's financial accounts is rotated at least once every five (5) years, with a two (2) year cooling off period as applicable, in accordance with SRC Rule 68, Part 3(b)(iv)(ix).

Mr. Roderick M. Danao of Isla Lipana & Co. was first engaged by the Company as certifying partner for the year-end audit in 2014 and was reappointed for the examination of the Company's 2015 financial statements. The Company's Audited Financial Statements for 2017 as certified by Mr. Nelson Charsegun L. Aquino, is attached to this Information Statement as an Exhibit to the Annual Report. The Corporation has been advised that the Isla Lipana & Co. auditors assigned to render audit related

services have no shareholdings in the Company, or a right, whether legally enforceable or not, to nominate persons or to subscribe to the securities of the Company, consistent with the professional standards on independence set by the Board of Accountancy and the Professional Regulation Commission.

Representatives of Isla Lipana & Co. are expected to be present at the scheduled stockholders meeting. They will have the opportunity to make a statement should they desire to do so and will be available to respond to appropriate questions.

### ***External Audit Fees and Services***

#### ***Audit and Audit-Related Fees***

For 2016 and 2017, the Company's external auditors were engaged primarily to express an opinion on the financial statements of the Company. The procedures conducted for this engagements included those that are necessary under auditing standards generally accepted in the Philippines but did not include detailed verification of the accuracy and completeness of the reported income and costs and expenses. The audit fees for these services were Php60,000.00 for 2016, and Php60,000.00 for 2017.

#### ***Tax Fees***

The Company did not engage the external auditors for any service related to tax accounting, compliance, advice, planning or any other form of tax services for 2016 and 2017.

#### ***All Other Fees***

The Company did not engage the external auditors for any other service other than those described in the audit and audit-related fees above.

#### ***Audit Committee's Approval Policies and Procedures***

The Company's incumbent Audit Committee is composed of Mr. Maximilian So Tanenglian (Chairman), Ms. Beryl Fayette Tanenglian Say and Mr. Stilwell Tan Sy (Independent Director). Going forward, the Company shall comply with the required composition of the Audit Committee to have at least three (3) non-executive directors, majority of whom shall be independent directors including its Chairman.

The Audit Committee was incorporated on April 2015 and is in the process of drafting an Audit Committee Charter in compliance with SEC Memorandum Circular No. 4, Series of 2012 or the Guidelines for Assessment of Performance of Audit Committees of Companies Listed on the Exchange. The Audit Committee's approval policies and procedures for external audit fees and services are stated in the Company's Revised Manual on Corporate Governance/ The Audit Committee performs oversight functions over the Company's external auditors. Prior to the commencement of audit work, the independent accountants shall make a presentation of their audit program and schedule to the Audit Committee, including a discussion of anticipated issues on the audit work to be done.

After audit work, the independent accountants shall present its comprehensive report discussing the work carried out, areas of interest and their key findings and observations to the Audit Committee.

The independent accountants shall also prepare reports based on agreed upon procedures on the Company's quarterly financial results. The reports shall be presented to the Audit Committee for their approval and endorsement to the Board of Directors.

#### ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosures***

There was no change in the Company's independent accountants during the two most recent calendar years.

SRC Rule 68, Part 3(b)(iv)(ix) provides that "[t]he independent auditors or in the case of an audit firm, the signing partner, of the aforementioned regulated entities shall be rotated after every five (5) years

of engagement. A two-year cooling off period shall be observed in the re-engagement of the same signing partner or individual auditor." The Company is compliant with this rule.

There has been no disagreement with the independent accountants on accounting and financial disclosure.

#### **Item 8. Compensation Plans**

No action is to be taken by the shareholders at the Meeting with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

### **C. ISSUANCE AND EXCHANGE OF SECURITIES**

#### **Item 9. Authorization or Issuance of Securities other than for Exchange**

With the approval by the SEC of the amendment of the Seventh Article of the Articles of Incorporation increasing the authorized capital stock from Php170,000,000.00 divided into 170,000,000 shares with a par value of Php1.00 per share to Php500,000,000.00 divided into 500,000,000 shares with a par value of Php1.00 per share, additional shares may now be issued out of the 330,000,000 unissued portion of the increase. In the special board meeting of March 14, 2018, the Directors approved a resolution for listing of the whole unissued portion of the authorized capital stock, or a total of 330,000,000 shares. The said resolution will be presented to the stockholders for ratification during the annual meeting on June 11, 2018. Initially, the Corporation will apply for listing with the PSE and SEC of 82,500,000 shares. The rest of the shares will be applied for listing at a future date as a secondary offering to be sold to the investing public.

There is no preferred stock offered.

Under the Seventh Article of the Articles of Incorporation, there is a negation of pre-emptive right from existing authorized capital stock or from an increase thereof.

The aggregate value of the consideration received by the registrant is Php51,562,500.04 which has already been paid under the Deed of Subscription to Shares of stock dated July 27, 2017. The purpose for which said proceeds are to be used is still to be announced.

The rationale for the transaction is the same as the rationale for the SEC approved increase in authorized capital stock, which is to eliminate the deficit in the Corporation's balance sheet and to implement its business plan to pursue real estate development and marketing residential facilities to the general public.

#### **Item 10. Modification or Exchange of Securities.**

There is no action to be taken with respect to the modification of any class of securities of the Corporation, or the issuance or authorization for issuance of one class of securities of the Corporation in exchange for outstanding securities of another class.

#### **Item 11. Financial and Other Information**

##### A. Information Required

1. The Annual Report and Financial Statements for fiscal year 2017 as well as the interim financial statements for the period ended March 31, 2018 are attached herewith.
2. Kindly refer to Item 12(d)(i) and (ii) for Management's Discussion and Analysis and Plan of Operation.

3. Kindly refer to Item 12(d)(iii) for a discussion on Changes and Disagreement with Accountants and Financial Disclosures.
4. Representatives of the principal accountants for the recently completed fiscal year, Isla Lipana & Co., are expected to be present at the Annual Meeting of the Shareholders on June 11, 2018.

## **Item 12. Mergers, Consolidations, Acquisitions and Similar Matters**

There is no stockholders' action to be taken with regard to the following: (1) the merger or consolidation of the Corporation into or with any other person or of any other person into or with the Corporation; (2) the acquisition by the Corporation or any of its security holders of securities of another person; (3) the acquisition by the Corporation of any other going business or of the assets thereof; (4) the sale or other transfer of all or any substantial part of the assets of the Corporation; and (5) the liquidation or dissolution of the Corporation.

### ***Details required in the information statement***

#### **A. General Information**

The Company was incorporated and registered with the Securities and Exchange Commission (SEC) in 1964 as Pacific Cement Company, Incorporated to engage in the manufacture and trading of cement and related products. In June 2000, the SEC approved the change in the primary purpose of the Company to that of a holding company and changed its corporate name to PACEMCO HOLDINGS, INC. (PACEMCO). Simultaneous therewith, PACEMCO spun-off its cement manufacturing and mining facility and assets to Pacific Cement Philippines, Inc. (PACEMPHIL), in exchange for 100% of the shares of stock of PACEMPHIL. This investment was subsequently sold in November 2000.

In December 2000, PACEMCO acquired 100% of the share capital of NextStage, Inc. ("NextStage" or the "Company"), a company established to take advantage of the opportunities in the rapidly growing technology sector and the emerging electronic economy. Subsequently, the shareholders of PACEMCO, during a meeting held in the first quarter of 2001, approved the proposed merger of PACEMCO with NextStage. On June 11, 2001, the SEC approved the merger of PACEMCO and its subsidiary NextStage, with PACEMCO as the surviving corporation. Subsequently, SEC also approved the change in name from PACEMCO to NextStage, Inc.

On December 31, 2007, the Company and its majority shareholder Perfect Research Technology Corporation (PRTC) entered into a Memorandum of Agreement wherein the Company transferred its businesses/assets/liabilities in its three subsidiaries – Mondex Philippines, Inc., Infinit-e Asia, Inc. and Technology Support Services, Inc., to PRTC. Pursuant to the said Memorandum of Agreement, the Company ceded control, management, beneficial ownership and administration of the business and assets of its three subsidiaries to PRTC. However, while PRTC has control, management and beneficial ownership and administration of the said subsidiaries, the Company remains the legal owner of the subsidiaries and any liabilities pertaining to the ownership of the shares of stock of the subsidiaries shall remain with the Company.

On April 16, 2014, the SEC approved the Company's application to change the corporate name to JACKSTONES, INC. and to extend the corporate life to another fifty (50) years.

On October 12, 2014, a group of individual and corporate shareholders entered in to a Memorandum of Agreement with Ketton Holdings, Inc. and a group of individual investors for the sale of the formers' shares of stock representing 70% of the outstanding share capital of the Company. The sale effectively transferred control of the Company to Ketton Holdings, Inc. who became the parent company and ultimate controlling party, owning 54% equity interest of Jackstones, Inc. Ketton Holdings, Inc. is a domestic corporation registered with the Philippine SEC.

On July 06, 2015, the SEC approved the transfer of the principal office address from Bonifacio Technology Center, 2nd Avenue corner 31st Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines to 593 Antonio Drive, Bagumbayan, Taguig City, Philippines.

On February 01, 2017, the SEC approved the Company's application to hold its annual stockholders' meeting every 2<sup>nd</sup> Monday of June of each year.

The Company's shares are listed in the Philippine Stock Exchange (PSE) but the trading of the Company's shares was suspended until June 30, 2013. The PSE lifted the suspension on July 9, 2013 and the shares are now tradable.

As at December 31, 2012, Perfect Research Technology Corporation (PRTC), registered and domiciled in the Philippines and is the parent company and the ultimate controlling party, owns 67.74% equity interest in the Company. On December 27, 2013, the 67.74% equity interest of PRTC was sold to a group of individual shareholders.

### **Status of Operations**

On October 20, 2017, the SEC issued the Certificate of Incorporation of Jackstones Properties, Inc. (JPI), the Company's wholly-owned property development company.

On February 7, 2018, the SEC approved the amendment of the Seventh Article of the Articles of Incorporation increasing the authorized capital stock from Php170,000,000.00 divided into 170,000,000 shares with a par value of Php1.00 per share to Php500,000,000.00 divided into 500,000,000 shares with a par value of Php1.00 per share.

Additional shares may now be issued out of the 330,000,000 unissued portion of the increase. In the special board meeting of March 14, 2018, the Directors approved a resolution for listing of the whole unissued portion of the authorized capital stock, or a total of 330,000,000 shares. The said resolution will be presented to the stockholders for ratification during the annual meeting on June 11, 2018. Initially, the Corporation will apply for listing with the PSE and SEC of 82,500,000 shares. The rest of the shares will be applied for listing at a future date as a secondary offering to be sold to the investing public.

There is no bankruptcy, receivership or similar proceeding involving the Company. Likewise, there is no material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business of the Company.

### **B. Market Price of and Dividends required by Part V of Annex C, as amended**

#### **Market Information**

The Company's common equity is traded in the Philippine Stock Exchange. The trading of the Company's shares has been suspended since May 16, 2008 and suspension was lifted by PSE last July 9, 2013. The high and low sales prices for each period since the lifting of the trading suspension are as follows:

		Common Shares	
		High	Low
(In Php)			
2013			
	First Quarter (Jan 1 to Mar 31)	Not traded	Not traded
	Second Quarter (April 1 to June 30)	Not traded	Not traded

	Third Quarter (July 26 to Sept 30)	3.04	1.68
	Fourth Quarter (Oct 1 to Dec 31)	6.99	1.96
2014			
	First Quarter (Jan 1 to Mar 31)	5.99	2.05
	Second Quarter (April 1 to June 30)	5.58	2.68
	Third Quarter (July 1 to Sept 30)	4.50	3.60
	Fourth Quarter (Oct 1 to Dec 31)	5.00	3.33
2015			
	First Quarter (Jan 1 to Mar 31)	4.00	2.54
	Second Quarter (April 1 to June 30)	3.07	2.24
	Third Quarter (July 1 to Sept 30)	2.59	1.98
	Fourth Quarter (Oct 1 to Dec 31)	2.50	1.90
2016			
	First Quarter (Jan 1 to Mar 31)	3.14	1.88
	Second Quarter (April 1 to June 30)	2.79	2.07
	Third Quarter (July 1 to Sept 30)	4.00	2.15
	Fourth Quarter (Oct 1 to Dec 31)	3.81	3.25
2017			
	First Quarter (Jan 1 to Mar 31)	4.01	2.88
	Second Quarter (April 1 to June 30)	3.94	3.42
	Third Quarter (July 1 to Sept 30)	3.55	2.90
	Fourth Quarter (Oct 1 to Dec 31)	3.62	3.00
2018			
	First Quarter (Jan 1 to Mar 31)	3.63	3.07

As of the latest practicable trading date on 28 March 2018, the closing price of the Company's shares of stock is Php3.32.

#### **Holders**

As of March 31, 2018 there are Five Hundred Sixty Four (564) holders of common shares of the Company.

Listed below are the top twenty (20) shareholders of the Company:

<b>Name of Shareholder</b>	<b>No. of Shares</b>	<b>Percent of Class</b>
Ketton Holdings Inc.	111,106,927	59.0416%
PCD Nominee Corporation – Filipino	53,651,759	28.51%
Fernando, David T.	20,824,419	11.0660%
Cruz Jr., Ponciano V.	1,000,000	0.5314%
Composite Marketing Corp.	999,995	0.5314%
PCD Nominee Corporation – Non-Filipino	229,011	0.1217%
Chung, Felix G.	145,895	0.0775%
Santos, Leonel A.	55,274	0.0293%
Galvan, Ma. Paz Alcita	9,000	0.0048%
Cornista, Mario B.	7,599	0.0040%
Yambot, Marion	5,300	0.0028%
Southern Philippines Development Authority	4,200	0.0022%
San Juan, Lydia C.	4,000	0.0021%
Strike, Anthony H.	3,820	0.0020%
Cortes, Inocencio R.	3,284	0.0017%
Yap, Raymundo A.	2,980	0.0016%
Strike, Zenaida M.	2,820	0.0015%
Siruelo Jr., Cezar G.	2,768	0.0015%
Almoguera Jr., Alfredo B.	2,680	0.0014%
Chiongbian, James	2,120	0.0011%

### ***Dividends***

No cash dividends were declared on the Company's common shares for the two most recent fiscal years or any interim period.

The Corporation Code prohibits stock corporations from retaining surplus profits in excess of one hundred percent (100%) of their paid-in capital stock, except when justified by definite corporate expansion projects or programs approved by the Board of Directors, or when the corporation is prohibited under any loan agreement with any financial institution or creditor from declaring dividends without its consent, and such consent has not yet been secured, or when it can be clearly shown that such retention is necessary under special circumstances obtaining in the corporation.

### ***Recent Sales of Unregistered or Exempt Securities including recent issuance of Securities Constituting an exempt transaction***



The Company does not have any unregistered securities.

- C. The financial statements for the fiscal year ended 31 December 2017 is attached to this Information Statement.
- D. Management's Discussion and Analysis (MD&A) or Plan of Operation

#### ***Plan of Operation***

With the approval by SEC of the amendment of the Seventh Article of the Articles of Incorporation increasing the authorized capital stock from Php170,000,000.00 divided into 170,000,000 shares with a par value of Php1.00 per share to Php500,000,000.00 divided into 500,000,000 shares with a par value of Php1.00 per share, Ketton Holdings, Inc. subscribed to Php82,500,000.00 of the increased amount and paid Php20,625,000.00 by way of cash.

In the special board meeting of March 14, 2018, the Directors approved a resolution for listing of the whole unissued portion of the authorized capital stock, or a total of 330,000,000 shares. The said resolution will be presented to the stockholders for ratification during the annual meeting on June 11, 2018. Initially, the Corporation will apply for listing with the PSE and SEC of 82,500,000 shares. The rest of the shares will be applied for listing at a future date as a secondary offering to be sold to the investing public.

The SEC also issued the Certificate of Registration of Jackstones Properties, Inc. (JPI) on October 20, 2017, which primary purpose is to engage in the business of owning, holding, developing, selling of real property intended for mixed-use real property development projects.

This new business venture is in compliance with the Company's main Business Plan, as previously disclosed to the SEC and the PSE, which is to maximize its structure as holding company and focus on the ASEAN region and other Asian investments, with a view to integration into the ASEAN Economic Community. The Company plans to expand its holdings in Information Technology to include ventures in energy and power-related holdings, agri-business and real estate.

#### ***Management's Discussion and Analysis***

Starting December 2014, Jackstones Inc. (JAS) is steadily being transformed into a holding company for projects, property ventures, businesses and assets primarily in the ASEAN region and neighboring Asian countries without industry-specific limitations. The management team shall benefit enormously from the excellent business and management track record of its Chairman.

Being a publicly listed holding company in the PSE positioned as a prime mover in ASEAN-focused businesses is a very compelling competitive edge. This widens the reach of the Company and hedges the Company's well-being across the performance of all the ASEAN member economies. This also makes the liquidity of JAS better due to an ASEAN-wide market interest for a Philippine-based holding company.

The Company's objectives when managing capital are to support the Company's ability to effectively deploy capital and to protect the interest of its shareholders.

Management shall utilize the capital structure that generates the most value for shareholders and this may entail adjustments to dividends paid to shareholders, loans obtained from banks, and the issuance of new shares. Total capital being managed by the Company is its total equity as shown in the attached statement of financial position.

The Company is also currently negotiating with various investment groups to raise new capital and is also seriously considering another public offering to raise more funds for its investments and holdings. The Company continues to review projects, ventures, businesses and assets

that can be included in the holdings of the Company for which JAS may issue shares in exchange for owning them.

There are no known trends or known demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in the Company's liquidity increasing or decreasing in any material way. There are no events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons created during the reporting period. Likewise, there are no material commitments for capital expenditures.

There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations. There are no seasonal aspects that had a material effect on the financial condition or results of operations.

#### ***Comparable Discussion for the Interim Period from 31 December 2017 to 31 March 2018***

As of March 31, 2018, the Corporation's assets consist only of Cash in the amount of Php52,571,619, and Input VAT of Php2,096,462, a total of Php53,670,080 compared to Php 56,105,448 Total Assets as of 31 December 2017.

The Company has 4 regular employees as at December 31, 2017.

The Company is monitored as a single operating segment considering the limited transactions for the period ended December 31, 2017.

#### ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

There have been no disagreements with the Corporation's external auditor on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

#### **E. Directors, Executive Officers, Promoters and Control Persons**

Please refer to Item 5(a) of this Information statement for a discussion on Directors, Executive Officers, Promoters and Control Persons.

#### **Item 13. Acquisition or Disposition of Property**

There is no action to be taken with respect to the acquisition or disposition of any property.

#### **Item 14. Restatement of Accounts**

There is no action to be taken with respect to the restatement of any asset, capital, or surplus account of the Corporation.

#### **D. OTHER MATTERS**

#### **Item 15. Action with Respect to Reports**

The following matters are included in the agenda of the Annual Stockholders' Meeting for the approval of the stockholders:

- a) Approval of Minutes of the June 13, 2017 Annual Stockholders Meeting

- b) Report of the President
- c) Approval of the Annual Report and the Audited Financial Statements for 2017
- d) Ratification of All Acts and Resolutions of the Board of Directors and Management Adopted From June 13, 2017 to June 10, 2018
- e) Election of Directors (including the Independent Directors)
- f) Appointment of External Auditor
- g) Approval of Additional Listing of Shares

A brief description of material matters approved by the Board of Directors and Management and disclosed to the SEC and PSE since the last Annual Meeting of Stockholders on June 13, 2017 for ratification by the stockholders:

Date	Particulars
June 13, 2017	Disclosure of the result of the Annual Shareholders Meeting and Organizational Board of Directors Meeting of Jackstones, Inc. During the Organizational Board Meeting, the Officers were elected; The Nomination and Compensation Committees were established; and the Chairmen and Members of the Committee were appointed.
July 12, 2017	At the Special Meeting of the Board of Directors of Jackstones, Inc. (the "Company") held on July 12, 2017, the following matters were resolved: <ul style="list-style-type: none"> <li>1. Opening of a corporate bank account with the Philippine Business Bank, Inc.</li> <li>2. Designation of the authorized signatories for the said account.</li> </ul>
October 05, 2017	At the Special Meeting of the Board of Directors of Jackstones, Inc. (the "Company") held on October 05, 2017, the following matters were resolved: <ul style="list-style-type: none"> <li>1. Appointment of Maria Arrabelle Tan Lim as the Company's Compliance Officer.</li> <li>2. Reissuance of the Revised Manual on Corporate Governance in compliance with SEC Memorandum Circular No. 08, series of 2017, with the required signatures of the Chairman of the Board and the Compliance Officer.</li> </ul>
February 12, 2018	At the Special Meeting of the Board of Directors of Jackstones, Inc. (the "Company") held on February 12, 2018, the Board accepted the resignation of Atty. Christina Reyes as Assistant Chief Information Officer (CIO) and appointed Atty. Jean Marie L. Uy as the new Assistant CIO.

March 14, 2018	<p>At the Special Meeting of the Board of Directors of Jackstones, Inc. (the "Company") held on March 14, 2018, the following matters were resolved:</p> <ol style="list-style-type: none"> <li>1. Confirming that the annual stockholders' meeting for 2018, as per the amended By-Laws of the Corporation, is scheduled on June 11, 2018;</li> <li>2. Setting May 10, 2018 as the record date for shareholders entitled to notice to attend and to vote at the Annual Meeting of the Stockholders on June 11, 2018;</li> <li>3. Subject to the approval of the stockholders, the listing of the whole unissued portion of the increase of authorized capital stock, or a total of 330,000,000 shares. However the Corporation will apply for listing with the PSE and SEC of 82,500,000 shares and the rest of the shares will be applied for listing at a future date as a secondary offering to be sold to the investing public.</li> </ol>
April 4, 2018	<p>At the Special Meeting of the Board of Directors of Jackstones, Inc. (the "Company") held on April 4, 2018, the Board approved the release of the final Audited Financial Statements to stockholders of record and for submission to relevant government agencies.</p>
April 24, 2018	<p>At the Special Meeting of the Board of Directors of Jackstones, Inc. (the "Company") held on April 24, 2018, the Board approved the investment of funds in Jackstones Properties, Inc. (JPI) to enable JPI to purchase real properties for land inventory and for project developmental purposes.</p>

**Item 19. Voting Procedures**

- (a) Every shareholder shall be entitled to one (1) vote for each share of stock standing in his name on the books of registrant, unless the law provides otherwise. Cumulative voting may be used in the election of the members of the Board of Directors.
- (b) The votes required for (1) ratification of reports, acts, and resolutions of the Board of Directors and Management, and (2) appointment of external auditor shall be the majority vote of the shareholders.
- (c) Voting shall be done orally and counting of votes shall be conducted by the Corporate Secretary (or his duly authorized representative) to be assisted by the Corporation's independent accountant-or by the representative of Isla Lipana & Co.

**UPON WRITTEN REQUEST OF THE STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID STOCKHOLDER WITH A COPY OF THE COMPANY'S ANNUAL REPORT ON SEC FORM 17-A, AS FILED WITH THE SEC, FREE OF CHARGE. ANY WRITTEN REQUEST SHALL BE ADDRESSED TO:**

**ATTY. ANTHONY B. PERALTA**  
Corporate Secretary

**JACKSTONES, INC.**  
c/o Unit 2904-C West Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

**PART III.**

**SIGNATURE PAGE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of \_\_\_\_\_ on \_\_\_\_\_.

**JACKSTONES, INC.**

By:



**ANTHONY B. PERALTA**  
Corporate Secretary and CIO

## CERTIFICATION

I, **ANTHONY B. PERALTA**, of legal age, Filipino, and with office address at Twelfth Floor, 139 Corporate Center, 139 Valero Street, Salcedo Village, Makati City after having been duly sworn in accordance with law hereby depose and state:

1. I am the Corporate Secretary of JACKSTONES, INC. (formerly NEXTSTAGE, INC.) (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with office address at 593 Antonio Drive, Bagumbayan, Taguig City.
2. The current members of the board of directors and executive officers of the Corporation are:

Name	Position
Mariano Chua Tanenglian	Chairman of the Board
Aleta So Tanenglian	Vice Chairman
Maximilian So Tanenglian	President
Vandermir Carnegie Tan Say	Executive Vice President
Jonathan A. Ong Carranceja	Vice President
Beryl Fayette Tanenglian Say	Treasurer
Adaline Daryl T. Ong Carranceja	Assistant Corporate Secretary
Stilwell Tan Sy	Independent Director
Amando Musni Velasco	Independent Director
Anthony B. Peralta	Corporate Secretary & CIO
Ma. Christina Reyes	Assistant CIO

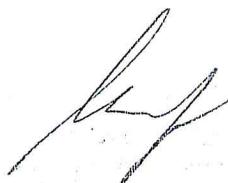
3. None of the incumbent directors or executive officers of the Corporation is connected or affiliated with any Philippine Government agency, office, corporation, or instrumentality.

**IN WITNESS WHEREOF**, I have hereunto affixed my signature this 15<sup>th</sup> day of May 2017 at Makati City.

  
**ANTHONY B. PERALTA**  
Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this 15<sup>th</sup> day of May 2017, affiant exhibited to me his Tax Identification No. 107-447-390.

Doc. No. 114;  
Page No. 25;  
Book No. 11;  
Series of 2017.



## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **STILWELL TAN SY**, Filipino, of legal age and a resident of 7 Daraga St., Damar Village, Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

- 1) I am a nominee for independent director of Jackstones Inc. (formerly Nextstage, Inc.) and have been its independent director since April 30, 2015.
- 2) I am affiliated with the following companies or organization:

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
Stilwell Commercial Corporation	President	Present
Quality Investments & Securities Corporation	Independent Director	2012 to present

- 3) I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Jackstones, Inc. (formerly Nextstage, Inc.), as provided for in Section 38 of the Securities Regulations Code, its implementing Rules and Regulations and other SEC Issuances.
- 4) I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulations Code and its Implement Rules and Regulations, Code of Corporate Governance and other SEC issuances.
- 5) I shall inform the Corporate Secretary of Jackstones, Inc. (formerly Nextstage, Inc.) of any changes in the abovementioned information within five days from its occurrence.

Done this MAY 08 2018 day of \_\_\_\_\_, at PASIG CITY.

  
**STILWELL TAN SY**  
 Affiant

SUBSCRIBED AND SWORN to me before this MAY 08 2018 day of \_\_\_\_\_ at PASIG CITY, affiant personally appeared before me and exhibited to me his/her PASSPORT NO. EC7151022 issued at DFA MARILUA on MARCH 16, 2018.

Doc. No. 336;  
 Page No. 69;  
 Book No. 921;  
 Series of 2018.

  
**ATTY. EDWIN G. CONDAYA**  
 NOTARY PUBLIC  
 PASIG, PATEROS & SAN JUAN  
 UNTIL DECEMBER 31, 2018  
 PTR NO. 3826099/01-03-2018  
 IBP No. 019004/12-19-2017/UNTIL 2018  
 ROLL No. 26683  
 TIN NO. 210-588-191-000  
 MCLE V-0004493  
 2nd FLOOR ARMAL BLDG. URBANO  
 VELASCO AVE. MALINAG, PASIG CITY

## CERTIFICATION OF INDEPENDENT DIRECTOR


I, **WILLIAM CHONG LEE**, Filipino, of legal age and a resident of 27 Dona Aurora St., Parang, Marikina City, after having been duly sworn to in accordance with law do hereby declare that:

- 1) I am a nominee for independent director of Jackstones Inc. (formerly Nextstage, Inc.) and have been its independent director since June 13, 2017.
- 2) I am affiliated with the following companies or organization:

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
Marikina Scrap Center	President	2014-Present
Goldsmart Packaging & Commodities Inc.	Consultant	Present

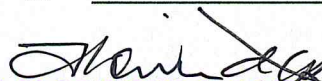
- 3) I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Jackstones, Inc. (formerly Nextstage, Inc.), as provided for in Section 38 of the Securities Regulations Code, its implementing Rules and Regulations and other SEC Issuances.
- 4) I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulations Code and its Implement Rules and Regulations, Code of Corporate Governance and other SEC issuances.
- 5) I shall inform the Corporate Secretary of Jackstones, Inc. (formerly Nextstage, Inc.) of any changes in the abovementioned information within five days from its occurrence.

Done this 10 day of MAY, 2018, at QUEZON CITY

  
**WILLIAM CHONG LEE**  
 Affiant

SUBSCRIBED AND SWORN to me before this 10 day of MAY, 2018 at QUEZON CITY, affiant personally appeared before me and exhibited to me his/her \_\_\_\_\_ issued at \_\_\_\_\_ on \_\_\_\_\_.

Doc. No. 370 ;  
 Page No. 64 ;  
 Book No. 1 ;  
 Series of 2018.

  
**ATTY. FLORIMOND C. ROUS**  
 Notary Public for Quezon City  
 Until December 31, 2018  
 PTR No. 55212271-3-18 / Q.C.  
 IBP LIFETIME NO. 00315  
 ROLL NO. 25769 / TIN 142-154-935  
 MCLÉ 5 Comp-00001549; 1-22-2014  
 Adm Matter No. 162 / RTC-QC / 2018



## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **AMANDO MUSNI VELASCO**, Filipino, of legal age and a resident of 800A Ongpin Street, Binondo, Manila, after having been duly sworn to in accordance with law do hereby declare that:

- 1) I am a nominee for independent director of Jackstones Inc. (formerly Nextstage, Inc.) and have been its independent director since April 30, 2015.
- 2) I am affiliated with the following companies or organization:

COMPANY/ ORGANIZATION	POSITION/ RELATIONSHIP	PERIOD OF SERVICE
Parisson Development Corporation	Corporate Secretary	2013 to present


- 3) I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Jackstones, Inc. (formerly Nextstage, Inc.), as provided for in Section 38 of the Securities Regulations Code, its implementing Rules and Regulations and other SEC Issuances.
- 4) I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulations Code and its Implement Rules and Regulations, Code of Corporate Governance and other SEC issuances.
- 5) I shall inform the Corporate Secretary of Jackstones, Inc. (formerly Nextstage, Inc.) of any changes in the abovementioned information within five days from its occurrence.

Done this 10 day of MAY 2018, at QUEZON CITY.

  
**AMANDO MUSNI VELASCO**  
 Affiant

SUBSCRIBED AND SWORN to me before this 10 day of MAY 2018 at QUEZON CITY,  
 his/her \_\_\_\_\_, affiant personally appeared before me and exhibited to me  
 issued at \_\_\_\_\_ on \_\_\_\_\_

Doc. No. 331 ;  
 Page No. 07 ;  
 Book No. 1 ;  
 Series of 2018.

  
**ATTY. FLORIMOND C. ROUS**  
 Notary Public for Quezon City  
 Until December 31, 2018  
 PTR No. 5521227/1-3-18 / Q.C.  
 IBP LIFETIME NO. 00315  
 ROLL NO. 25769 / TIN 142-154-935  
 MCLE 5 Comp-00001549; 1-22-2014  
 Adm Matter No. 162 / RTC-QC / 2018