

COVER SHEET

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

(Company's Full Name)

U N I T 1 7 0 2 E A S T T O W E R
P S E C E N T R E E X C H A N G E R O A D
O R T I G A S C T R . P A S I G C I T Y

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

ANTHONY B. PERALTA
Contact Person

817-3081
Company Telephone Number

Month

Day

Fiscal Year

Form Type

Month

Day

Annual Meeting

SEC FORM 20-IS

Dept. Requiring this Doc.

Amended Articles Number / Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel Concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

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**COCHINGYAN & PERALTA
LAW OFFICES**

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Makati City 1227, Philippines
Tel. Nos. +63(2) 8173081 To 83; +63(2) 8936844 Fax No. +63(2) 8120674

26 April 2013

CORPORATE FINANCE DEPARTMENT

SECURITIES AND EXCHANGE COMMISSION

SEC Building
EDSA, Grenhills
Mandaluyong City

Attn: **Ms. JUSTINA F. CALLANGAN**
DIRECTOR

Re: **NEXTSTAGE, INC.**

Dear Director Callangan,

In view of the need to seek and obtain stockholders' and directors' approval to file the petition to lift order of suspension dated 25 May 2009 among others, the majority shareholders of Nextstage, Inc. decided to hold its Annual Stockholders Meeting as provided in the By-Laws on 30 April 2013.

We are attaching herewith the Notice we sent to shareholders on 16 April 2013 in compliance with the by-laws provision requiring at least 10 days notice.

Thank you for your kind attention and consideration.

Very truly yours,


ANTHONY B. PERALTA

NEXTSTAGE, INC.

Unit 1702, East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

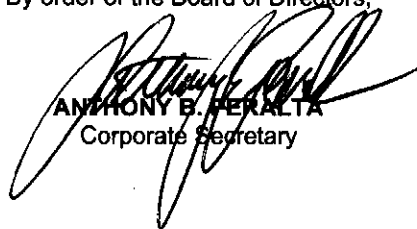
Please be advised that the Annual Meeting of the Stockholders of **NEXTSTAGE, INC.** will be held at the Alexandra Condominium Clubhouse located at 29 Meralco Avenue, Pasig City, on 30 April 2013 at 10:00 a.m., to discuss the following:

AGENDA

1. Determination of Existence of Quorum
2. Report of the Managing Consultant
3. Approval of Financial Statements
4. Ratification of All Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year
5. Election of Directors (including the Independent Director)
6. Appointment of External Auditors
7. Consideration of Such Other Business as May Properly Come Before the Meeting
8. Adjournment

Only stockholders of record as of 20 April 2013 are entitled to notice of, to vote at, this meeting.

By order of the Board of Directors,

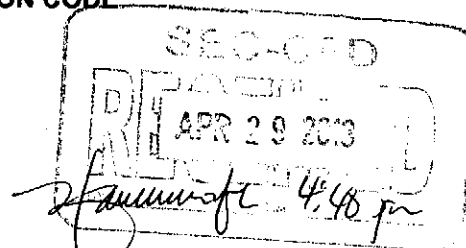


ANTHONY B. PERALTA
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE



1. Check the appropriate box:
[] Preliminary Information Statement
[/] Definitive Information Statement
2. Name of Registrant as specified in its charter: NEXSTAGE, 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 : Unit 1702, East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City
7. Registrant's telephone number, including area code: (+632)633-3024
8. Date, time and place of the meeting of security holders:
April 30, 2013 at 10:00 A.M. at Alexandra Condominium Clubhouse located at 29 Meralco Avenue, Pasig City
9. Approximate date on which the Information Statement is first to be sent or given to security holders:
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	167,559,097.00

12. 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 - April 30, 2013
Time - 10:00 A.M.
Place - Alexandra Condominium Clubhouse located at 29 Meralco Avenue, Pasig City

Approximate date of Mailing of this statement-

Mailing address of the Principal office of the Company - Unit 1702, East Tower, PSE Centre, Exchange Road, Ortigas Center, Pasig City

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY

Item 2. Dissenters' Right of Appraisal

A stockholder has the right to dissent and demand payment of the fair value of his share : (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 over the outstanding shares or of extending or shortening the term of corporate existence; (2) in case of any sale, lease, mortgage or disposition of all or substantially all the corporate property or assets; and (3) in case of merger or consolidation. Notwithstanding the foregoing, a stockholder must have voted against the proposed corporate actions abovementioned in order to avail himself of the appraisal right.

The foregoing Right of Appraisal will not be applicable to the matters to be discussed in the Annual Shareholders' Meeting.

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, or nominee for election as director of the Corporation, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than election to office.
- (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) 167,559,097 Common Shares of Stock are subscribed and outstanding as of March 20, 2013.

Each share is entitled to one (1) vote. With respect to the election of directors, however, the stockholder may vote such number of shares for as many persons as there are

directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected, or he may distribute them on the same principle among as many candidates as he shall see fit; provided the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.

- (b) All stockholders of record as of the close of business on March 20, 2013 are entitled to notice of, and to vote at, the Annual Stockholders' Meeting.
- (c) Security ownership of certain record and beneficial owners (more than 5% of voting securities) as of April 20, 2013:

Title of Class	Name and Address of Record Owner	Name of Beneficial Owner & Relationship with Record Owner	Citizenship	No. of Shares	Percent of Class
Common	Perfect Research Technology Corp. <i>1702-B East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas, Pasig City</i> Shareholder	The right to vote or direct the voting or disposition of the Corporation's shares held by Perfect Research Technology Corporation is lodged in the latter's board of directors. The Corporation expects a proxy to be issued to the Managing Advisor JJ Soriano, to vote the shares thereof in the Corporation.	Filipino	113,507,831 / R	67.74%
Common	Orlando B. Vea <i>1104 Antel Global Corporate Center, Julia Vargas Ave., Ortigas Center, Pasig City</i> Chairman of the Board	N/A	Filipino	20,830,760 / R	12.43%
Common	David T. Fernando <i>1004 Centerpoint Bldg., Julia Vargas Ave. corner Garnet Road, Ortigas Center, Pasig City</i> Director	David T. Fernando died on September 2009. The shares are now with the Estate of David Fernando. The Corporation expects a proxy to be issued to her daughter Catherina Fernando to vote the shares thereof in the Corporation.	Filipino	20,824,419 / R	12.43%
Common	Rafael A. Morales	N/A	Filipino	10,387,061 / R	6.20%

(d) Security Ownership of Management as of April 20, 2013:

Due to the lack of operations since year 2009, the Corporation does not have an existing board of directors as its members have already resigned, including the former Corporate Secretary Anna Melissa R. Lichaytoo.

(e) Voting Trust Holders of 10% or more

There are no voting trust holders of 10% or more of the common shares.

Item 5. Directors and Executive Officers

Due to the lack of operations for the past five years, new members of the Board of Directors shall be elected at the general meeting of the stockholders. The directors shall hold office for the term of one (1) year or until their successors shall have been elected and qualified.

The Management Committee members and other officers of the Company, unless removed by the Board, shall serve as such until their successors are elected or appointed.

(a) Directors of the Corporation

The following persons have been nominated and have accepted their nomination.

- 1) **JJ Samuel A. Soriano** is a seasoned entrepreneur with extensive cross-border experience in business development, finance, marketing, property, real estate and information technology businesses and is Chairman of the Soriano Projects & Ventures (SPV) Group.

Having finished post-graduate studies in Japan, he founded PROJECT Corporation (Philippine Resource Organization on Japanese Enterprise, Capital and Technology) and has been President & CEO since 1989, successfully bringing together Japanese and Filipino companies for investments & joint ventures.

His information technology business involvements include being Chairman of the In-store Digital Display International (IDDI) Group that operates the largest in-store digital signage network in the Philippines where the venture capital unit of Tokyo Marine Insurance is a shareholder. He is also Chairman of Snapworx Digital, a pioneering mobile phone and digital marketing agency which handles the social network marketing campaigns of large corporation in the Philippines.

He is now very active in promoting renewable energy and has arranged a major Philippine investment group to infuse capital for the development of the 10MW rice husk biomass plant in San Jose, Nueva Ecija, Philippines with a project cost of over one billion pesos. He is also very active in the development and promotion of solar energy power generating projects in the Philippines and Japan.

In addition, he is a member of the Board of Directors and business development adviser to other significant businesses in finance, real estate, tourism, distribution, life and non-life insurance, manufacturing, renewable energy, transport and logistics, among others.

JJ Soriano earned his Master of Policy Science degree in 1988 from the Graduate School of Policy Science (Saitama University) in Japan (now known as the National Graduate Institute of Policy Studies (GRIPS) and AB Philosophy from University of the Philippines in 1984. He also took his High School and Grade School in the University of the Philippines.

- 2) **Maria Catherina Fernando** works as an independent Business Consultant specializing in business planning and financial modeling for start-up companies, new projects and

ventures. In 2006, she founded Akademeia Schools - an exclusive school for gifted children. Under her leadership and the specialized program and curriculum she co-developed, the school has successfully produced graduates and alumni that have moved on to excel at the secondary level boasting a 100% passing record for all its students which have taken the Philippine Science High School entrance exam. At present, she is currently managing her own business ventures in mining, equipment leasing, and real estate.

Ms. Fernando is also a Director of Digipost Marketing, Inc. and was a Director of Technology for the Advancement of Children Phil., Inc.

She earned her Master of Business Administration degree in 2001 at the University of Oregon and was a member of the Beta Gamma Sigma Honor Society (Top 5% of Graduating Class), Dean's List, and of the MBA Association Board of Officers. Prior to her studies in the USA, Ms. Fernando has graduated from the Ateneo De Manila University where she completed her AB Economics degree and was even nominated for the University's Best Thesis award ("Liberalization and Competition in the Philippine Cellular Mobile Telephone System Sector"). She was on the Dean's List and was a Member and Co-Team Captain of the Ateneo Women's Basketball Team.

- 3) **Ponciano V. Cruz, Jr.** was born in Quezon City, Philippines on 21 June 1964. He earned his Bachelor of Arts in Philosophy in 1986 from the University of the Philippines (Diliman, Quezon City) and his Bachelor of Laws degree in 1990 also from the University of the Philippines (Diliman, Quezon City). He passed the Bar Examinations of 1990.

His law practice experience includes his engagements as Senior Associate Lawyer, Villanueva Bernardo & Gabionza Law Offices (1991-1996), Associate Lawyer, Balgos & Perez Law Offices (1990-1991), Legal Apprentice, Alampay & Manhit Law Offices (1989)

He was the Chairman National Telecommunications Commission in 1998.

Fields of legal practice – Commercial and Corporation Law, Telecommunications, Broadcasting and Information Technology Law, Real Estate Transactions, Estate Planning and Settlement, Foreign Investments, Labor Law, Civil and Criminal Law, Appellate Practice, Election Law;

He is a Lifetime Member of the Integrated Bar of the Philippines (Quezon City Chapter) since 1990. He was Past President of the Rotary Club of Manila Bay where he has been a member since 1996 to the present. He is a member of the Alpha Sigma Fraternity (since 1987) and is a Trustee of La Salle Greenhills (2005-present) and of St. Jaime Hilario - La Salle Bagac (2007-present). He is the President of Digital Photographers, Inc. and of President, Hardin ni Lola Pina, Inc. (operator of Villa Josefina Resort, Balagtas, Bulacan). He is a Member of the Management Association of the Philippines (2007-present) and of the American Chamber of Commerce in the Philippines, (2006-present). Jackie has served as Trustee and Chairman of the La Salle Green Hills Board from 2008 to the present.

- 4) **Loida Nicolas Lewis** is Chairman and CEO of TLC Beatrice, LLC, the Lewis family private investment firm in the United States of America. She is the President of The Lewis College, which she founded in Sorsogon City in the Philippines in 1999.

Mrs. Lewis is a graduate of the University of the Philippines College of Law where she was a member of the Philippine Law Journal editorial staff and is also a *Cum Laude* graduate of St. Theresa's College.

As an attorney she was admitted to practice in the Philippines and New York. Mrs. Lewis was the first Filipino woman to pass the New York bar in 1974 and even served for eight years as General Attorney in the US Immigration and Naturalization Service and wrote a best seller in its genre entitled "How to Get a Green Card", now in its 10th edition.

Until October 2006, Mrs. Lewis was the National Chair of the National Federation of Filipino American Associations (NaFFAA), an advocacy group for Filipino Americans in the United States, and is now its Chair Emeritus. She was inducted into the Asian Hall of Fame in Seattle, Washington, USA.

In the 1980s and early '90s Mrs. Lewis served as an adviser to her late husband, Reginald F. Lewis, the founder and CEO of TLC Beatrice International Holdings, Inc. At about US\$ 1 billion, it was the largest leverage buyout by an African American, consisting of 64 companies in 31 countries.

Mrs. Lewis assumed leadership of the Company in February 1994, a year after her husband's death. As CEO, she moved quickly to cut costs, sell non-core and underperforming assets, reduce debt and strengthen her management team, increasing the Company's revenues to US \$2.2 billion and employing 4,500 employees around the world. Ultimately, she decided to divest the Company's major subsidiaries, which was completed in 2002, resulting in a 35% initial rate of return on investment for the shareholders.

- 5) **Shinya Kajikawa** earned his Bachelor of Commerce degree in 1982 from the Meiji University of Japan in Tokyo. Over the past 32 years since his graduation, he has had extensive experience in both the industrial and financial sectors of the Japanese economy. With over 20 years of experience in venture capital & PE industry from fund-raising to investment exits, Kajikawa has the needed management skills to run venture projects with entrepreneurial spirits.

He is currently a consultant for various companies like Hakuodo Inc., NPO Global Colloquium and JVIC Venture Capital Co., Ltd. in Japan. He was a co-investor and CEO of Superwave Corporation in Tokyo as well as Founder and President of PE Jimuitaku, Co., Ltd. in Japan which was established to advise venture capital groups planning to raise private equity funds, accounting funds, and for evaluating portfolio companies.

He was also a consultant at UNICO International Co., Ltd. Tokyo which acted as an Advisor for Japan International Cooperation Agency (JICA) and was dispatched on missions to China, Venezuela and Philippines for advising each government to establish and manage "SBIC" (public investment vehicle for small and medium enterprises).

He also served for an Investment Officer or Adviser for Boston Venture Partners, Ltd. (Tokyo), Collier Capital Ltd. (London), JAFCO Co., Ltd., (Tokyo.)

From 1982 to 1998 he worked with JAFCO and Nomura JAFCO Investments (NJI) inclusive of a three year stay in Hong Kong from 1992-95 and two-year stay in the Philippines as NJI Hong Kong's Chief Representative from 1995-1997. He identified and contacted profitable private companies and potential high-growth ventures for private equity issues in Philippines and managed USD 20 million portfolio of private equity investment in Philippines and accomplished acceleration of going public or trade sales for the portfolio companies.

- 6) **Ma. Cynthia C. Martinez** earned her degree in Master of Business Administration from the University of the Philippines in October 1986 which had earlier been preceded by a Bachelor of Arts Degree in Economics in 1980 from the same university where she was a consistent Deans Lister (1976 to 1980), member UP Economics Society and of the UP Manila Choral Group

She is currently a Financial Advisor at Sunlife Financial where she provides customized solutions to meet clients' specific financial goals and needs. She conducts personal financial planning seminars to raise financial literacy. Her Major accomplishments include: 2008 Mutual Funds Rookie of the Year and the Million Dollar Round Table Award in 2011 and Macaulay Club Awarding 2012.

She also had engagements with John Clements Consultants, Inc from December 2005 – March 2008.

Cynthia had spent many years in the banking sector having been with the Banco de Oro Universal Bank Remedial Management Unit where she Directly managed a portfolio of Non Performing Assets (NPA) totaling P1.3 Billion, and supervised two account officers with a combined NPA portfolio of P704.8 Million. She was also with the Union Bank of the Philippines Corporate Banking Group in various capacities

- 7) **Fr. Jessel Gerard Gonzales, SJ** is a member of the Society of Jesus. He is currently the Associate Principal for Formation of the Ateneo de Manila High School. He was formerly the Chaplain of UP-Diliman from SY 2003-2008 and Ateneo de Manila Dorms from 2008-2009. He also taught Theology at the Loyola Schools, Ateneo de Manila University.

As a media practitioner, he was the Director of the Jesuit Music Ministry from 2004-2010. As Director of the Jesuit Music Ministry, he produced and composed religious, inspirational, and liturgical albums and gives training workshops and seminars on music. He also managed performing artists, both recording and service-oriented choirs; directed theater plays and run marketing events such as concerts and album launches. He hosts a regular segment in the morning shows of ABS CBN called, "Kape't Pandal" together with Cardinal Antonio Tagle from 2007 to the present.

Currently, he also gives talks and workshops on the use of social media for evangelization, as well as designing social media structures to market advocacy for institutions and groups. In 2011, he worked at the Kino Border Initiative that provides humanitarian aid to undocumented migrants deported at the borders of Nogales, Mexico. He also worked at the Philippine Jesuit Prison Service (PJPS) in Bilibid, Muntinlupa City in 2010.

On the side, he writes for social media platforms; his blog, Faith of a Centurion, has been awarded by the Catholic Mass Media Awards in 2010 as the Best Website, with a special citation for its service to make the Word of God accessible to all.

He finished an STB in Theological Studies, an MA in Pastoral Ministry, magna cum laude. And is currently taking his doctorate in Leadership Studies at the Ateneo de Manila University. He graduated in 1989 with an AB Philosophy and Marine Biology at Xavier University, Cagayan de Oro City while being a pre-novice of the Society of Jesus. His secondary education was at the Science Oriented High School, Aquinas University and his primary education in St. Agnes Academy in Legazpi City.

He is passionate about music, social media and now on leadership with a bent on Change Leadership and Leading Innovations. He loves to work with groups, but also enjoys light moments with them over coffee or tea.

- 8) **Kenneth P. Butt** was born in Trinidad and Tobago on February 8, 1955 but is a natural born Filipino by election (his mother was a Filipina at the time of his birth). He studied at the International School of Manila (formerly The American School). He earned his Bachelor of Economics degree at the Australian National University and later pursued a postgraduate course with MM Sundt Construction Management in Tucson, Arizona.

He is a Past President of the Rotary Club of Makati Central as well as Past District Governors Group Representative of District 381. In addition to his operational duties as President and CEO of Tierra International Construction Corporation, he continues to play a leading role in both the local and international business community.

He has been an officer (normally the President) of several other companies that were primarily joint ventures set up for the specific purpose of certain construction jobs. Some of the companies were TIC Philippines, Epoch Properties, MAG Construction and Philippine Sundt Construction Corporation. He was also a Vice President of M.M. Sundt Construction Company of Tucson Arizona for a number of years while they were partners in Tierra International.

- 9) **August Jose Y. Arreza** earned both his Bachelor of Arts in Economics degree (1978) and his Bachelor of Laws degree (1984) at the University of the Philippines. He graduated from the UP College of Law 15th in a class of 87. He earlier joined the National Economic and Development Authority (NEDA) in March 1978 where he was a Staff Economist doing project evaluation of government projects funded by the World Bank and the Asian Development Bank while at the same time pursuing his law degree. He passed the grueling 1984 Bar Examinations with a rating of 84.75%.

Leaving NEDA in July 1985, he joined Poblador Azada & Associates where he was tasked to handle cases before the then Philippine Patents Office (now the Intellectual Property Office). He moved to Romero Lagman Torres Arrieta & Evangelista Law Offices in October 1985 as an Associate Attorney and engaged in litigation and labor law practice. In June 1988, he served as Technical Assistant for Law in the Office of the Commissioner of the Bureau of Immigration when Sen. Miriam D. Santiago was then its Commissioner. Pres. Corazon C. Aquino subsequently appointed him Associate Commissioner in July 1989. After ending his brief stint in the Bureau of Immigration in December 1989, he went back to private practice and rejoined his former law firm which by then became known as Romero Lagman Valdecantos & Arreza Law Offices. In December 1998, he assumed the firm's reins as its managing partner until his resignation in October 2002 to join the partnership of Chato Eleazar Lagmay & Arreza Law Office. Upon his withdrawal from the latter in July 2003, he put up his own law office, A.J.Y. Arreza & Associates.

His extensive exposure to issues on corporate rehabilitation led him to handle petitions for corporate rehabilitation both under the Interim Rules of Procedure on Corporate Rehabilitation and the Financial Rehabilitation and Insolvency Act of 2010 (R.A. No. 10142) in coordination with certified public accountants and financial experts.

He continues to engage in litigation work (civil, criminal, and administrative cases) and handles cases relating to Persons and Family Relations, Immigration Law, Business & Corporate Law, Intellectual Property Law, Industrial Arbitration, and special projects. He also serves as counsel to various corporate clients.

He also serves as counsel to various corporate clients. He has been a director and corporate secretary of various corporate clients. He is an active member of the Rotary Club of Makati Central (D-3830). He currently teaches Criminal Law at the College of Law of the University of the Philippines and subjects in Political Law at the School of Law of the Arellano University. He also taught Criminal Law and Credit Transactions at the College of Law of the Polytechnic University of the Philippines.

The Company has adopted and complied with SRC Rule 38 (Requirements on Nomination and Election of Independent Directors).

(b) Significant Employees

The Corporation has no regular employee as of December 31, 2007. The record keeping of its transactions is outsourced to a third party consultant.

(c) Family Relationships

None of the above-named directors and executive officers is related to any of the others by affinity and consanguinity.

(d) Involvement in Certain Legal Proceedings

None of the directors or executive officers or any of their property is involved in any pending legal proceeding, which the Company deems material, in any court or administrative agency of the Government.

Item 6. Certain Relationships and Related Transactions

On December 31, 2007, the Corporation and its majority shareholder Perfect Research Technology Corporation (PRTC) entered into a Memorandum of Agreement wherein the Corporation transferred its businesses/assets/liabilities in its three subsidiaries – Mondex Philippines, Inc., Infnit-e Asia, Inc. and Technology Support Services, Inc., to PRTC. Pursuant to the said Memorandum of Agreement, the Corporation 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 Corporation 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 Corporation.

As of March 2013, NextStage is being revitalized into a holding company for projects, ventures, businesses and assets primarily in the ASEAN, Japan and neighboring Asian countries without industry-specific limitations. In line with this, the main controlling shareholder, PRTC, plans to convert the amounts due to related parties, advances from shareholders and deposit for future share subscription aggregating to P113,074,880 into equity in 2013 after securing regulatory approval.

Item 7. Compensation of Directors and Executive Officers

Due to the lack of operations since January 2008, the foregoing nominees are new members of the Board of Directors. Consequently, there are no existing arrangements under which the directors are compensated, or are to be compensated, directly or indirectly, for any services provided as a director.

Item 8. Independent Public Accountants

At present, the Corporation's external auditor is the auditing firm of Isla Lipana & Co., which is expected to be reappointed at the shareholders' meeting. 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.

Representatives of said auditing firm are expected to be present at the meeting and will have the opportunity to respond to appropriate questions and to make a statement if they so desired.

C. OTHER MATTERS

Item 9. Matters Not Required to be Submitted

The following matters are not required to be approved by the stockholders but are nevertheless submitted for good corporate governance:

- a) Approval of the Corporation's Audited Financial Statements for the years 2007, 2008, 2009, 2010, 2011 and 2012
- b) Approval of the Business Plan for the year 2013

The Managing Advisor shall report on the new plans for the Company as it is being revitalized into a holding company for projects, ventures, businesses and assets primarily in the ASEAN, Japan and neighboring Asian countries without industry-specific limitations.

Being a publicly listed holding company in the Philippine Stock Exchange (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 the Company better due to an ASEAN-wide market interest for a Philippine-based holding company.

In March 2013, the Company's management has started discussions 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 has begun to identify target projects, ventures, businesses and assets that can be included in the holdings of the company for which NextStage may issue shares in exchange for owning them.

- c) Ratification of Acts, Resolution and Transactions Entered into by the Board of Directors and Management of the Corporation from the date of the last annual stockholders' meeting.

Item 10. 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) Votes required for election of director-the nine nominees garnering the highest number of votes shall be elected directors. The stockholder may vote such number of shares for as many persons as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected, or he may distribute them on the same principle among as many candidates as he shall see fit; provided the total number of votes cast by him shall not exceed the number of shares owned by him multiplied by the number of directors to be elected.
- (c) Votes required for (1) ratification of reports acts, and resolutions of the Board of Directors and Management, and (2) appointment of external auditor-majority vote of the shareholders.
- (d) 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 Isia Lipana & Co.

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 Makati on 29 April 2013.

NEXTSTAGE, INC.

By:


ANTHONY B. PERALTA
Corporate Secretary