# **SECURITIES AND EXCHANGE COMMISSION**

# SEC FORM 20-IS

# INFORMATION STATEMENT PURSUANT TO SECTION 20 OF THE SECURITIES REGULATION CODE

			SECURITIES AND EXCHANGE
1.	Check the appropriate box:		COMMISSION
	[ ] Preliminary Information Stateme	ent	
	[/] Definitive Information Statemen	t ,	<u> </u>
2.	Name of Registrant as specified in	its charter: NEXSTAGE, INC.	MARKET REGULATION DEPT.  BY: TIME:
3.	Province, country or other jurisdiction	on of incorporation or organiza	ation:
	REPUBLIC OF THE PHILIPPINES	1	
4.	SEC Identification Number: 24986		
5.	BIR Tax Identification Code: 000-2	75-073	
6.	Address of principal office	: Unit 1702, East Tower, PSE Ortigas Center, Pasig City	E Centre, Exchange Road,
7.	Registrant's telephone number, inc	cluding area code: (+632)687-0	0808
8.	Date, time and place of the meeting	g of security holders:	
	February 7, 2014 at 9:00 A at 29 Meralco Avenue, Pas	A.M. at Alexandra Condominiu sig City	m Clubhouse located
9.	Approximate date on which the In holders:	formation Statement is first to	be sent or given to security
10.	Securities registered pursuant to S RSA (information on number of s registrants):	Sections 8 and 12 of the Cod shares and amount of debt is	le or Sections 4 and 8 of the applicable only to corporate
	Title of Each Class		Shares of Common Stock Amount of Debt Outstanding
	Common Stock	167,559,17	9 / P468,070.00
12.	Are any or all of registrant's securit	ties listed in a Stock Exchange	?
	Yes/ No		
	If yes, disclose the name of such S	Stock Exchange and the class	of securities listed therein:
	Philippine	Stock Exchange / Common S	tock

#### **NEXTSTAGE, INC.**

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

DATE: 04 February 2014

TO: ALL DIRECTORS:

# NOTICE OF SPECIAL STOCKHOLDERS' MEETING

Please be advised that the Special Meeting of the Stockholders of **NEXTSTAGE**, **INC.** will be held at the Alexandra Condominium Clubhouse located at 29 Meralco Avenue, Pasig City, on 07 February 2014 at 9:00 a.m., to discuss the following:

#### **AGENDA**

- 1. Call to Order
- 2. Determination of Existence of Quorum
- 3. Presentation of the Plan of Merger (by the President, Mr. JJ Samuel A. Soriano)
- Amendments to the Articles of Incorporation:
  - 4.1 Amendment of Article First to change the name of the corporation
  - 4.2 Amendment of Article Third to change the address of the principal office of the Corporation:
  - 4.3 Amendment of Article Fourth to extend the term of the Corporation;
  - 4.4 Amendment of Article Seventh to Increase the Authorized Capital Stock;
- 5. Consideration of Such Other Business as May Properly Come Before the Meeting
- 6. Adjournment

Only stockholders of record as of 22 January 2014 are entitled to notice of, to vote at, this meeting.

By order of the Board of Directors,

ANTHONY B. PERALTA Corporate Secretary

# INFORMATION REQUIRED IN INFORMATION STATEMENT

#### **A. GENERAL INFORMATION**

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

Date

February 7, 2014

Time

9:00 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.

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

- (a) None of the incumbent directors and officers of Nextstage, Inc. (the "Corporation" or "Nextstage"), 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) 167,559,097 Common Shares of Stock are subscribed and outstanding as of March 20, 2013.

Each share is entitled to one (1) vote.

(b) All stockholders of record as of the close of business on January 22, 2014 are entitled to notice of, and to vote at, the Special Stockholders' Meeting. (c) Security ownership of certain record and beneficial owners (more than 5% of voting securities) as of January 22, 2014 are as follows:

Title of Class	Name and Address of Record Owner	Name of Beneficial Owner/ Relationship with Record Owner	Citizen ship	No. of Shares	Percent of Class
Common	David T. Fernando  14 Paraguay Street, Loyola Grand Villas, Quezon City	David T. Fernando died on 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.	Filipino	20,824,419	12.43%
Common	Rafael A. Morales  105 Paseo de Roxas, Makati City	Mr. Morales has issued a proxy appointing Mr. JJ Samuel A. Soriano to vote all his shares in the Special Meeting of the Stockholders on February 7, 2014.	Filipino	10,387,061	6.20%
Common	PCD Nominee Corporation  Tower 1, The Enterprise Center, 6766 Ayala Avenue corner Paseo de Roxas, Makati City	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:  MDR Securities, Inc. – 79.40%/ No relationship with	Filipino	134,977,637	80.56%

# (d) Security Ownership of Management as of January 22, 2014:

Title of	Name of Beneficial Owner	Amount and Nature of	Citizenship	Percent of
Class		Beneficial Ownership		Class
Common	JJ Samuel A. Soriano	77,030,921 (direct)	Filipino	56.95%
		8,886,000 (indirect)	·	
Common	Maria Catherina Fernando	1 (indirect)	Filipino	0.00%
Common	Ponciano V. Cruz, Jr.	20,830,760 (indirect)	Filipino	12.43%
Common	Loida Nicolas Lewis	3 (indirect)	Filipino	0.00%
Common	Shinya Kajikawa	1 (indirect)	Japanese	0.00%
Common	Ma. Cynthia C. Martinez	3 (indirect)	Filipino	0.00%
Common	Jessel Gerard Gonzales	3 (indirect)	Filipino	0.00%
Common	Kenneth P. Butt	200 (direct)	Filipino	0.00%
Common	Augusto Jose Y. Arreza	200 (direct)	Filipino	0.00%

# (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/Corporate Officers

# Directors and Corporate officers of Nextstage, Inc. as of January 22, 2014

Name	Age	Position	Citizenship
JJ Samuel A. Soriano	51	Chairman of the Board and President	Filipino
Maria Catherina Fernando	37	Director and Treasurer	Filipino
Ponciano V. Cruz, Jr.	49	Director	Filipino
Loida Nicolas Lewis	71	Director	Filipino
Shinya Kajikawa	55	Director	Japanese
Ma. Cynthia C. Martinez	54	Director	Filipino
Jessel Gerard Gonzales	45	Director	Filipino
Kenneth P. Butt	58	Independent Director	Filipino
Augusto Jose Y. Arreza	60	Independent Director	Filipino
Anthony B. Peralta	53	Vice President and Corporate Secretary	Filipino
Candice Faye T. See	27	Assistant Corporate Secretary	Filipino

All Directors shall hold office until a new Board of Directors is elected during the Corporation's annual shareholders' meeting in April 2014.

#### **Incumbent Directors**

JJ Samuel A. Soriano
Chairman of the Board and President
April 30, 2013 to present

Mr. Soriano is the Chairman of the Soriano Projects & Ventures (SPV) Group. He founded PROJECT Corporation (Philippine Resource Organization on Japanese Enterprise, Capital and Technology) and has been President and CEO since 1989, successfully bringing together Japanese and Filipino companies for investments and joint ventures.

He is likewise the Chairman of the In-store Digital Display International (IDDI) Group that operates the largest in-store digital signage network in the Philippines. 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 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.

#### Maria Catherina Fernando

Director and Treasurer April 30, 2013 to present

Ms. 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 who 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.

Ponciano V. Cruz, Jr.

Director

April 30, 2013 to present

Atty. Cruz is a senior partner in Santiago, Cruz & Associates Law Offices. His fields of legal practice include 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, and Election Law

Atty. Cruz has served as Trustee and Chairman of the La Salle Greenhills Board from 2008 to the present. He is the President of Digital Photographers, Inc. and of 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).

#### **Loida Nicolas Lewis**

Director

April 30, 2013 to present

Atty. 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. Atty. Lewis was admitted to the New York bar in 1974.

#### Shinya Kajikawa

Director

April 30, 2013 to present

Shinya Kajikawa has extensive experience in both the industrial and financial sectors of the Japanese economy, particularly in venture capital & PE industry from fund-raising to investment exits. He is currently a consultant for various companies such as Hakuhodo Inc., NPO Global Colloquium and JVIC Venture Capital Co., Ltd. in Japan.

#### Ma. Cynthia C. Martinez

Director

April 30, 2013 to present

Ms. Martinez is 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. She enjoined stints 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

#### Jessel Gerard Gonzales

Director

April 30, 2013 to present

Fr. Gonzales, SJ is the Associate Principal for Formation of the Ateneo de Manila High School. He was the Director of the Jesuit Music Ministry from 2004-2010, during which he produced and composed religious, inspirational, and liturgical albums and gave training workshops and seminars on music. He also managed performing artists, both recording and service-oriented choirs; directed theater plays and ran marketing events such as concerts and album launches

Currently, he also gives talks and workshops on the use of social media for evangelisation, as well as designs social media structures to market advocacy for institutions and groups. 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.

Kenneth P. Butt Independent Director April 30, 2013 to present

Mr. Butt is the President and CEO of Tierra International Construction Corporation. He has been an officer (usually 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.

Augusto Jose Y. Arreza Independent Director April 30, 2013 to present

Atty. Arreza put up his own law firm in July 2003, 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 and handles cases relating to Persons and Family Relations, Immigration Law, Business & Corporate Law, Intellectual Property Law, Industrial Arbitration, and special projects. 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.

Anthony B. Peralta
Vice President and Corporate Secretary
April 30, 2013 to present

Atty. Peralta, senior partner in Cochingyan & Peralta Law Offices, is an advocate of Intellectual Property (IP) law. He handles the prosecution, litigation, arbitration, and settlement agreements between multinational companies caught up in trademark and patent applications disputes. He represents companies in negotiating software, hardware, internet and other information technology transactions. And he drafts external service provider, web-based services, and online subscriber agreements, including business process outsourcing agreements. Other than IP, his practice areas include Corporate Law, Foreign Investments Law, Securities Regulation, Taxation, E-Commerce and IT Business Process Outsourcing, and Commercial Litigation. He handles joint ventures between foreign and domestic corporations engaged in power generation, fast-food/restaurant services, wholesale retailing, manufacturing, information technology, and transport vehicle production.

Candice Faye T. See Assistant Corporate Secretary January 8, 2014 to present

Atty. See is an associate with Cochingyan & Peralta Law Offices. She received her Juris Doctor degree from the University of the Philippines College of Law in 2012. She attained her Bachelor of Science degree in Management, Major in Legal Management from the Ateneo de Manila University.

#### Significant Employee

The company is not highly dependent on any individual who is not an executive officer.

#### Family Relationships

There are no family relationships among the officers listed.

# Interest on Certain Matters to be Acted Upon

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

#### Involvement in Certain Legal Proceedings

There is nothing else to disclose with respect to material pending legal proceedings.

None of the directors nor 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.

#### 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 SEC last May 31, 2013.

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

There is no action to be taken with regard to: (1) (a) the election of directors; (2) any bonus, profit sharing or other compensation plan, contract or arrangement in which any director, nominee for election as a director, or executive officer of the Corporation will participate; (3) any pension or retirement plan in which any such person will participate; and(4) the granting or extension to any such person of any option/s, warrant/s or right/s to purchase any securities.

#### Item 7. Independent Public Accountants

There is no action to be taken which is related to the election, approval or ratification of the Corporation's independent public accountant.

#### Item 8. Compensation Plans

There is no action to be taken 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

There is nothing for the Corporation to disclose with regard to the authorization or issuance of securities.

# 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 12. Mergers, Consolidations, Acquisitions and Similar Matters

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

Action will be taken with respect to the merger of the Corporation with another person, which was approved by the Board of Directors in its special meeting last January 8, 2014.

The merger of the Corporation with another person is subject to ratification of the stockholders during the special meeting on February 7, 2014 and subject further to negotiation and execution of any legal documentation satisfactory to the parties and to the receipt of all relevant regulatory approvals.

(a) The Plan of Merger approved by the Board of Directors the merger of the Corporation with VuQo, Inc ("VuQo"), with the Corporation as the surviving entity. Subject to further merger steps to be undertaken and securing approval of the NextStage shareholders, the merger will result in the issuance of Corporation's shares to the shareholders of VuQo tentatively equivalent to about 1.5 times the current outstanding listed shares of the Corporation.

(b)

(1) Name - VuQo, Inc.

Address - Unit 318, P.B. Dionisio Bldg., #27 Don Alejandro

Roces Ave., Brgy. Paligsahan, Quezon City

Telephone number - +63 2 371-11603

- (2) The primary purpose of VuQo is to engage in, operate and maintain the business of distillation, manufacturing, compounding, bottling, importing, exporting, buying, selling or otherwise dealing in, at wholesale, such goods as coconut spirits, wines, spirit beverage, liquor and other alcoholic drinks; and any and all equipment, materials, supplies used and or employed in or related to the manufacture of such finished products.
- (3) The proposed merger of the Corporation and VuQo is grounded on the fundamentals of a stock exchange, which serves as a venue to raise capital for promising businesses. NextStage, Inc. is a recently revitalized publicly listed holding company; on the other hand, VuQo is an entrepreneurial company that has developed and proven the concept of producing coconut-based vodka in the Philippines for world market consumption. Having been able to go beyond its early start up stages, VuQo has caught the attention of a corporate entity with a world famous brand established in the entertainment industry for over 60 years. This brand owning entity, which is based in the U.S.A., had plans to license a spirits and liquor company and saw it fit to grant the license to VuQo to develop and build its exclusive spirits brand.

The merger would provide a platform to raise capital to achieve the objectives of the business to create a high potential export product from the Philippines for the world market, supported and propelled by a corporate entity with a globally renowned brand recognized in major markets in North America, Europe and Asia.

Upon implementation of the merger, the projected profits from the operations of VuQo will affect an increase in the overall value of the Corporation. The target timeline for the implementation of the merger is the first quarter of 2014.

The determination of the consideration is mainly based on substantial appreciation of the value of VuQo due to its licensing agreement with the worldwide recognized brand owning entity. In addition, the said corporate entity has signed an option to invest One Million U.S. Dollars (USD1,000,000.00) for four percent (4%) interest in VuQo. This option puts the effective valuation of VuQo at Twenty-Five Million U.S. Dollars (USD25,000,000.00) for one hundred percent (100%).

(4) Below is the comparison of the net sales, income (loss) and long-term obligations of the Corporation and VuQo:

	2012		2011	
	NXT	VuQo	NXT	VuQo
Revenue	_	1,058,032	-	1,619,000
Income(Loss)	-	(4,062,577)	-	(6,135,795)
Long-term obligations	-	26,929,782	-	22,277,782
Redeemable	_	-		-
preferred stock				

Kindly note that Nexstage has been in a state of dormancy since January 1, 2008 and its Registration and Permit to Sell Securities was suspended since 2009 and was only lifted on May 30, 2013.

Neither Nextstage nor VuQo have issued preferred shares.

(5) Below is a comparative table of the per share data of the Corporation and VuQo:

	2012		2011		
	NXT	VuQo	NXT	VuQo	
Book Value per share	(0.67)	(3.21)	(0.67)	(2.53)	
Cash dividends declared per share	<u>-</u>	-	-	-	
Income (loss) per share	-	(0.71)	-	(1.06)	

Please note that Nexstage has been in a state of dormancy since January 1, 2008 and its Registration and Permit to Sell Securities was suspended in 2009 and was only lifted on May 30, 2013. Consequently, no income was generated and no dividends were declared in the years 2011 and 2012

VuQo did not declare any dividends in the years 2011 and 2012.

- (6) No report, opinion or appraisal relating to the proposed plan of merger has been received from any outside party.
- (7) Tabulated below are the high and low sale prices of Nextstage preceding public announcement of the proposed plan of merger via disclosure of the results of the Board Meeting held on January 8, 2014.

	Common Shares		
	High	Low	
January 8, 2014	2.70	2.11	

(c) Discussed below are the other details required in an Information Statement.

#### (1) Nextstage, Inc.

PACEMO was incorporated in 1964 as Pacific Cement Company 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 Company to that of a holding company and change its corporate name to PACEMO.

In December 2000, PACEMO acquired 100% of the capital stock of Nextstage Inc., a company established to take advantage of the opportunities in the rapidly growing technology sector and the emerging electronic economy. On June 11, 2001, the SEC approved the merger of PACEMO and its subsidiary Nextstage, with PACEMO as the surviving corporation. Subsequently, the SEC also approved the change in name from PACEMO to NextStage Inc.

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., Infinit-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.

Upon lifting of the order of suspension by the SEC and of the trading suspension by the PSE, the Corporation through its elected Board of Directors has been taking steps to revitalize Nextstage into a holding company with major stakes in various industries.

#### VuQo, Inc.

VuQo, Inc was incorporated on December 31, 2005 as a domestic corporation under Philippine law. VuQo is the world's first producer of premium vodka distilled from coconut nectar. Export sales accounted for 33.04% of VuQo's sales in 2012, 93.22% in 2011 and 81.71% in the year 2010.

As of December 31, 2012, VuQo rents its sales office and warehouse under an operating lease for a period of one year with monthly fixed rental oh Php40,480.00 and an escalation rate of 15% per annum upon renewal.

(2) The shares of Nextstage are traded in the Philippine Stock Exchange using the stock symbol "NXT". Tabulated below are the high and low sales prices of NXT shares for each quarter in 2011 and 2012.

		Common Shares	
		High	Low
2012			
	First Quarter	-	-
	Second Quarter	_	-
	Third Quarter	-	-
	Fourth Quarter	_	-
2011			
	First Quarter	-	-
	Second Quarter	•	-
	Third Quarter	_	-
	Fourth Quarter	_	_

Please note that trading of the Company's shares was suspended on May 16, 2008 and such suspension was lifted only on July 9, 2013.

(3) The Corporation is entering into this Plan of Merger to implement its goal of revitalizing the Nextstage into a going concern that will ultimately benefit the stockholders. A discussion on the Plan of Operations will be disclosed to the SEC as soon as the Plan of Merger is approved by the shareholders of the Corporation.

The suspension of the Corporation's Registration of and Permit to Sell Securities imposed by the SEC in 2009 was only lifted last May 31, 2013. The trading of the Corporation's shares has been suspended since May 16, 2008 and suspension was only lifted by the PSE last July 9, 2013. As such, no discussion may be disclosed as to the results of operations for the last three (3) fiscal years, as well as to any key performance indicators applied by the Corporation for the last two (2) fiscal years.

There are no material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of the future financial condition of the Corporation.

#### 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 o 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 plan of merger and the amendment of the Articles of Incorporation to change the name of the corporation, to change the principal office, to extend the term and to increase the authorized capital stock shall be submitted to the stockholders' for their approval.

#### Item 17. Amendment of Charter, Bylaws and Other Documents

The following amendment in the Articles of Incorporation of Nextstage shall be submitted to the stockholders for approval:

- Change the name of the Corporation to Jackstones, Inc. or any other name to be ratified by the stockholders:
- 2. Change the principal address to:

Bonifacio Technology Center 2<sup>nd</sup> Ave. Corner 31<sup>st</sup> St., BGC Taguig City, Metro Manila Philippines 1634

or some other address to be ratified by the stockholders.

- 3. Extend the corporate term for another fifty (50) years; and
- 4. Increase the authorized capital stock up to Php1,000,000,000.00.

The above-listed amendments are in line with the primary goal of the Corporation to revitalize itself into a holding company with company for projects, ventures and holdings primarily in the ASEAN, Japan and neighboring Asian countries without industry-specific limitations.

#### 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.

# 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 06 February 2014.

NEXTSTAGE, INC.

Secretary

By: