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SEC Registration Number

A		B	R	O	W	N		C	O	M	P	A	N	Y	,		I	N	C	.
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(Company's Full Name)

X	A	V	I	E	R		E	S	T	A	T	E	S		U	P	T	O	W	N
A	I	R	P	O	R	T		R	O	A	D		B	A	L	U	L	A	N	G

C	A	G	A	Y	A	N		D	E		O	R	O		C	I	T	Y
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(Business Address: No. Street City/Town/Province)

Allan Ace Magdaluyo
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Contact Person

02-8631 8890
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Company Telephone Number

1	2	/	3	1
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Month Day  
Fiscal Year

1	7	-	C
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FORM TYPE

0	6		
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Month Day  
Annual Meeting

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Secondary License Type, if applicable

M	S	R	D
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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

- 0 -
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Foreign

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To be accomplished by SEC Personnel concerned

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File number

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Document I.D.

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Cashier

STAMPS
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Remarks = pls. use black ink for scanning purposes

## SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER**

**14 January 2022**

1. .... 002-724-446-000
2. SEC Identification Number. 31168 3. BIR Tax Identification No. ....

**A BROWN COMPANY, INC.**

4. ....  
Exact name of issuer as specified in its charter  
Metro Manila
5. .... 6. .... (SEC Use Only)  
Province, country or other jurisdiction Industry Classification Code:  
Xavier Estates Uptown, Airport Road, Balulang, Cagayan de Oro City 9000
7. ....  
Address of principal office  
Liaison Office - (02) 8631-8890 / (02) 8633-3135
8. ....  
-
9. ....  
Former name or former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
.....Common Stock.....	2,398,912,911 shares.....
.....Preferred Stock.....	13,264,900 shares.....

11. Indicate the item numbers reported herein: **Item No. 9**

For the 4<sup>th</sup> Quarter ending December 31, 2021, the proceeds of the Preferred Stocks Offering – Series A of 13.2649 million shares of A Brown Company, Inc. (BRNP) listed on November 29, 2021 were applied as follows:

In Php Millions

Purpose	Per Offer Supplement	Actual Proceeds	Actual Disbursements - 4 <sup>th</sup> Quarter 2021	Balance for Disbursement - December 31, 2021
Development of Real Estate Projects	600.00	600.00	-	600.00
Landbanking	400.00	400.00	74.02	325.98
Finance Future Funding Requirements for ISI	350.00	200.00	87.36	112.64
General Corporate Purposes	150.00	126.49	22.83	103.61
	<b>1,500.00</b>	<b>1,326.49</b>	<b>184.21</b>	<b>1,142.28</b>
Interest Earned		.23	-	.23
		<b>1,326.72</b>	<b>184.21</b>	<b>1,142.51</b>

Attached are the letter of the Chief Finance Officer and the Certification of SGV & Co., the Company's external auditor.

### **SIGNATURES**

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**A BROWN COMPANY, INC.**

**14 January 2022**

  
**ALLAN ACE R. MAGDALUYO**  
Compliance Officer



14 January 2022

**THE PHILIPPINE STOCK EXCHANGE, INC.**

28<sup>th</sup> Street corner 5<sup>th</sup> Avenue  
PSE Tower, Bonifacio Global City  
Taguig City

Attention: **JANET A. ENCARNACION**  
Head – Disclosure Department

Re: Quarterly Report on the Use of Proceeds  
from Preferred Shares Offering – Series A

Gentlemen:

We submit herewith the quarterly report on the use of proceeds from the Preferred Shares Offering - Series A of 13.2649 million shares of A Brown Company, Inc. (BRNP) that were listed on November 29, 2021.


In compliance with the disclosure requirements of the Philippine Stock Exchange, please be advised that as of and for the **quarter ended December 31, 2021**, the Company has applied the following disbursements from the proceeds of the said offering:

In Php Millions

<b>Purpose</b>	<b>Per Offer Supplement</b>	<b>Actual Proceeds</b>	<b>Actual Disbursements 4th Quarter 2021</b>	<b>Balance for Disbursement - December 31, 2021</b>
Development of Real Estate Projects	600.00	600.00	-	600.00
Landbanking	400.00	400.00	74.02	325.98
Finance Future Funding Requirements for ISI	350.00	200.00	87.36	112.64
General Corporate Purposes	150.00	126.49	22.83	103.61
	<b>1,500.00</b>	<b>1,326.49</b>	<b>184.21</b>	<b>1,142.28</b>
Interest Earned		.23	-	.23
		<b>1,326.72</b>	<b>184.21</b>	<b>1,142.51</b>

Please see the attached certificate of the external auditor on the application of proceeds from the offering.

Thank you for your kind attention.

Very truly yours, 

**MARIE ANTONETTE U. QUINITO**  
Chief Finance Officer

## **AGREED-UPON PROCEDURES REPORT ON QUARTERLY PROGRESS REPORT ON THE APPLICATION OF THE PROCEEDS FROM THE PREFERRED SHARES OFFERING**

**A Brown Company, Inc.**  
Xavier Estates Uptown  
Airport Road, Balulang  
Cagayan de Oro City

### **Purpose of this Agreed-Upon Procedures Report**

We have performed the procedures enumerated below, which were agreed to by A Brown Company Inc. (the “Company”) solely to assist you in complying with the requirements of Philippine Stock Exchange (PSE) in relation to the Quarterly Progress Report on the Application of Proceeds from the preferred shares offering for the quarter ended December 31, 2021 (“Subject Matter”). Accordingly, this may not be suitable for another purpose.

### **Restriction on Use**

This agreed-upon procedures report (“AUP Report”) is intended solely for the information and use of the Company and the PSE and is not intended to be and should not be used by anyone else.

### **Responsibilities of the Company**

The Company has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement.

The Company is responsible for the Subject Matter on which the agreed-upon procedures are performed.

### **Responsibilities of the Practitioner**

We have conducted the agreed-upon procedures engagement in accordance with the Philippine Standard on Related Services (PSRS) 4400 (Revised), *Agreed-Upon Procedures Engagements*. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the Company, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness or the sufficiency of the agreed-upon procedures described below either for the purpose for which this AUP Report has been requested or for any other purpose

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported.

### **Our Independence and Quality Control**

In performing the Agreed-Upon Procedures engagement, we complied with the ethical requirements in the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics). We are not required to be independent for the purpose of this engagement. We are the independent auditor of the Company and complied with the independence requirements of the Code of Ethics that apply in context of the financial statement audit.

Our firm applies Philippine Standard on Quality Control (PSQC) 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, and accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### **Procedures and Findings**

We have performed the procedures described below, which were agreed upon with the Company in the terms of engagement dated January 14, 2022, on the Subject Matter.

1. Obtained from the Company its Quarterly Progress Report (see Annex) on the Application of the Proceeds from the preferred shares offering ("Offering"), which showed the following information:
  - a. Balance of proceeds from the listing date of Offering on November 29, 2021
  - b. Description of disbursements
  - c. Amount of disbursement
  - d. Net balance of proceeds from the Offering as of December 31, 2021
2. Checked the mathematical accuracy of the Quarterly Progress Report on the Application of the Proceeds from the Offering. No exceptions noted.
3. Obtained and checked the mathematical accuracy of the Detailed Schedule of Disbursements of Proceeds from the Offering as of and for the quarter ended December 31, 2021. Agreed the total amount of disbursement of proceeds from Offering as shown in the Quarterly Progress Report to the Detailed Schedule of Disbursement of proceeds from the Offering. No exceptions noted.
4. Traced the amounts of all disbursements and compared nature of disbursements as indicated in the Detailed Schedule of Disbursements of Proceeds from Offering to the supporting documents such as billing statements, invoices, check vouchers, official receipts, and bank statements. No exceptions noted.

5. Compared the nature of the disbursements as indicated in the Quarterly Progress Report to the nature of disbursements provided in the schedule of planned use of proceeds from the Offering. No exceptions noted.

### **Explanatory Paragraph**

The Company is responsible for the source documents that are described in the specified procedures and related findings section. We were not engaged to perform and we have not performed any procedures other than those previously listed. We have not performed procedures to test the accuracy or completeness of the information provided to us except as indicated in our procedures. Furthermore, we have not performed any procedures with respect to the preparation or verification of any of the source documents. We have no responsibility for the verification of any underlying information upon which we relied in forming our findings.

The agreed-upon procedures do not constitute an audit or a review of financial statements or part thereof, the objective of which is the expression of an opinion or conclusion on the financial statements or part thereof.

We undertake no responsibility to update this AUP Report for events and circumstances occurring after the AUP Report is issued.

SYCIP GORRES VELAYO & CO.



Alvin M. Pinpin  
Partner

CPA Certificate No. 94303

Tax Identification No. 198-819-157

BOA/PRC Reg. No. 0001, August 25, 2021, valid until April 15, 2024

SEC Partner Accreditation No. 94303-SEC (Group A)

Valid to cover audit of 2020 to 2024 financial statements of SEC covered institutions

SEC Firm Accreditation No. 0001-SEC (Group A)

Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions

BIR Accreditation No. 08-001998-070-2020,

December 3, 2020, valid until December 2, 2023

PTR No. 8854347, January 3, 2022, Makati City

January 14, 2022

Annex: Progress Report for the Quarter Ended December 31, 2021

Use of Proceeds		As of December 31, 2021
Balance of Preferred Shares Offering Proceeds as of November 29, 2021		₱1,326,490,000
Less: Disbursements per Offer Supplement Purpose		
<i>Development for Real Estate Projects</i>	₱—	
<i>Landbanking</i>	74,021,844	
<i>Finance Future Funding Requirements     for ISI</i>	87,357,815	
<i>General Corporate Purposes</i>	22,829,253	184,208,912
Add: Interest earned for the quarter		231,433
Unused Proceeds as of December 31, 2021		₱1,142,512,521