

3 1 1 6 8
SEC Registration Number

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

A I R P O R T R O A D U P T O W N

C A G A Y A N D E O R O C I T Y

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

Allan Ace R. Magdaluyo
Contact Person

02-8631 8890
Company Telephone Number

Filer: PBJ Corporation
(Amendment)

1 2 / 3 1
Month Day
Fiscal Year

1 8 - A
FORM TYPE

0 6
Month Day
Annual Meeting

Secondary License Type, if applicable

M S R D
Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 18-A

REPORT BY OWNER OF MORE THAN FIVE PERCENT

Check the appropriate box:

☐

Initial Filing

☒

Amendment

☐

Item/s amended by the Filing – Items 3 and 4

1. Exact Name of Registrant as Specified in its Charter A BROWN COMPANY, INC. ("Issuer")

a. Xavier Estates, Airport Road Uptown, Balulang, Cagayan de Oro City
Address of Principal Offices

9000
Postal Code

b. SEC Identification Number 31168

c. (SEC Use Only)
Industry Classification Code

d. BIR Tax Identification Number 002-724-446-000

2. PBJ Corporation

Name of Reporting Person

a. No. 194 Tomas Morato Ave. cor. Scout Delgado St., Quezon City
Address of Reporting Person

1103
Postal Code

b. 09177088417
Telephone Number of Reporting Person

c. Filipino /Domestic Corporation
Citizenship or Place of Organization of Reporting Person

Annabelle P. Brown

Chairman, PBJ Corporation

No. 194 Tomas Morato Ave. cor. Scout Delgado St. Quezon City

Name, Address and Telephone Number of person authorized to receive notices and communications if reporting person is a partnership, corporation or other legal entity

Item 1. Security and Issuer

State the title of the class of equity securities to which this Form relates and the name and address of the principal executive officers of the issuer of such securities.

Class of Equity Securities: Preferred Shares – Series B

A Brown Company, Inc., a Philippine corporation, is a holding company with principal office address at Xavier Estates Uptown, Airport Road, Balulang, Cagayan de Oro City, Philippines with the principal purpose to invest in, purchase, or otherwise acquire and own, hold, use, sell assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any other corporation, associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized without being a stock broker or dealer, and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, provided the corporation shall not exercise the functions of a trust corporation.

Director and Chairman:

Walter W. Brown

Director and President/CEO:

Robertino E. Pizarro

Director and Treasurer:

Renato N. Migriño

Directors:

Annabelle P. Brown

Thomas G. Aquino

Elpidio M. Paras

Antonio S. Soriano

Joselito H. Sibayan

Jun Hou

Officers:

Paul Francis B. Juat – Executive Vice President

John L. Batac – Executive Vice President

Marie Antonette U. Quinito - Chief Finance Officer

Compliance Officer:

Allan Ace R. Magdaluyo

Corporate Secretary:

Jason C. Nalupta

Assistant Corporate Secretary:

Daniel Winston C. Tan-chi

Item 2. Identity and Background

If the person filing this Form or any person enumerated in subparagraph (d)(1) of the General Instructions to this Form is a corporation, partnership, syndicate or other group of persons, state its name, the province, country or other place of its organization, its principal business, the address of its principal office and the information required by (d) and (e) of this Item. If the person filing this statement or any person enumerated in (d)(1) of the General Instructions is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- (a) Name;
- (b) Residence or business address;
- (c) Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted;
- (d) Whether or not, during the last five years, such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, any penalty imposed, or other disposition of the case;
- (e) Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign, and as a result of such proceeding was or is subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities, commodities or banking; and
- (f) Citizenship.

Reporting Person:

PBJ Corporation, a Philippine corporation, is a company with principal office address at No. 194 Tomas Morato Ave. cor. Scout Delgado, Quezon City was set up to engage in the business of buying, selling, distributing, marketing at wholesale and retail insofar as may be permitted by law, all kinds of goods, commodities, wares and merchandise of every kind and description, to enter into all kinds of contracts for the export, import, purchase, acquisition, sale at wholesale or retail and other disposition for its own account as principal or in representative capacity as manufacturer's representative, merchandise broker, indenter, commission merchant, factors or agents, upon consignment of all kinds of goods, wares merchandise or products whether natural or artificial. It has not, during the last five years, been involved in any criminal proceeding nor was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, domestic or foreign that limits the corporation to involve in any type of business, securities, commodities or banking.

Item 3. Purpose of Transaction

State the purpose or purposes of the acquisition of securities of the issuer.

The acquisition of A Brown Company, Inc.'s newly issued and listed Preferred Shares – Series B (BRNPB) was for additional investment purpose.

Describe any plans or proposals which the reporting persons may have which relate to or would result in:

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;

The Reporting Company subscribed/purchased to the newly issued and listed 100,000 BRNPB shares @ Php 100.00/share on February 23, 2024.

- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;

None

- (c) A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;

None

- (c) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;

None

- (d) Any material change in the present capitalization or dividend policy of the issuer;

None

- (e) Any other material change in the issuer's business or corporate structure;

None

- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;

None

- (h) Causing a class of securities of the issuer to be delisted from a securities exchange;

None

- (i) Any action similar to any of those enumerated above.

None

Item 4. Interest in Securities of the Issuer

- (a) State the aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned (identifying those shares which there is a right to acquire within thirty (30) days from the date of this report) by each person named in Item 2. The abovementioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group.

PBJ Corporation has subscribed/purchased 100,000 shares of the newly issued A Brown Company Inc.'s Preferred Shares – Series B which is 1.35% of the total outstanding Preferred Shares – Series B and which is 0.36% of the total outstanding Preferred Shares.

- (b) For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole or shared power to dispose or to direct the disposition. Provide the applicable

information required by Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared.

The Board of Directors of PBJ Corporation shall have discretion with respect to the power to vote and dispose of the 204,242,370 common shares of the Issuer owned by it. Currently, Mrs. Annabelle P. Brown has the power to vote PBJ Corporation's BRN shares.

- (c) Describe any transaction in the class of securities reported on that were effected during the past sixty (60) days by the persons named in response to paragraph (a). The description shall include, but not necessarily be limited to: (1) the identity of the person who effected the transaction; (2) the date of the transaction; (3) the amount of securities involved; (4) the price per share or unit; and (5) where or how the transaction was effected.

PBJ Corporation has subscribed/purchased to the newly issued and listed 100,000 BRNPB shares @ Php 100.00/share on February 23, 2024 amounting to Php 10 million.

- (d) If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities, a statement to that effect should be included in response to this Item and, if such interest relates to more than five (5%) percent of the class, such person should be identified.

None

- (e) If the filing is an amendment reflecting the fact that the reporting person has ceased to be the beneficial owner of more than five (5%) percent of the class of securities, state the date on which such beneficial ownership was reduced.

Not applicable

Item 5. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Describe any contract, arrangement, understanding or relationship among the person named in Item 2 and between such persons and any person with respect to any securities of the issue, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, naming the person with whom such contracts, arrangements, understandings or relationships have been entered into. Include such information for any of the securities that are pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

None

Item 6. Material to be Filed as Exhibits

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

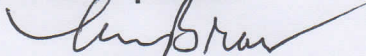
- (a) the acquisition of issuer control, liquidation, sale of assets, merger, or change in business or corporate structure or any other matter as disclosed in Item 3; and
- (b) the transfer or voting of the securities, finder's fees, joint ventures, options, puts, calls, guarantees of loans, guarantees against losses or the giving or withholding of any proxy as disclosed in Item 5.

None

SIGNATURE

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 accurate. This report is signed in _____ on _____.

By: **PBJ Corporation**



ANNABELLE P. BROWN
Chairman of the Board

The original report shall be signed by each person on whose behalf the report is filed or his authorized representative. If the report is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the report. The name and title of each person who signs the report shall be typed or printed beneath his signature.

SUBSCRIBED AND SWORN to before me this **FEB 27 2024** day of _____ 20..... affiant(s) exhibiting to me her Philippine Passport No. P9373930B issued on March 27, 2022 by DFA NCR CENTRAL.

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Series of 2024

ATTY. JAMES LABUGAN
Notary Public
APPT. NO. 0442-23 Until 12-31, 2024
IBP No. 400022 Jan. 04, 2024 Rizal Chapter
Roll No. 26890 Lifetime
MCLE No. VII-0020124 until 4/14/2025
TIN No. 116-239-956
PTR No. 5420882 01/03/2024
Rm. 314 J&B Bldg., 251 EDSA,
Mandaluyong City Tel. No. (02) 854-523-21