

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

02-6386832

Company Telephone Number

1 2 / 3 1

Month Day  
Fiscal Year

2 3 - B

FORM TYPE

0 6

Month Day  
Annual Meeting

Secondary License Type, if applicable

C G F D

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

- 0 -  
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**  
Metro Manila, Philippines

FORM 23-B

REVISED

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**  
Filed pursuant to Section 23 of the Securities Regulation Code

Check box if no longer subject to filing requirement

1. Name and Address of Reporting Person BROWN WALTER W. (Last) (First) (Middle)		2. Issuer Name and Trading Symbol A BROWN COMPANY, INC. (BRN)		7. Relationship of Reporting Person to Issuer (Check all applicable)	
10 GIRAFFE ST., GREENMEADOWS III SUBD. (Street)		3. Tax Identification Number 128-993-816		X Director ____ Officer (give title below)	
QUEZON CITY (City) (Province) (Postal Code)		4. Citizenship FILIPINO		____ 10% Owner ____ Other (specify below)	
		6. If Amendment, Date of Original (Month Year)		CHAIRMAN	

Table 1 - Equity Securities Beneficially Owned

1. Class of Equity Security	2. Transaction Date (Month/Day/Year)	4. Securities Acquired (A) or Disposed of (D)			3. Amount of Securities Owned at End of Month		4. Ownership Form : Direct(D) or Indirect(I)	6. Nature of Indirect Beneficial Ownership
		No. of shares	(A) or (D)	Price	%	Number of Shares		
COMMON SHARES					7.30	180,872,609 End. Bal. as of 11.06.18	(D)	
					7.30	180,872,609 End. Bal. as of 09.26.19		
					13.10	324,634,576 End. Bal. as of 11.06.18	(I)	
	9/26/2019	176,991,150	A	0.84	20.25	501,625,726 End. Bal. as of 09.26.19		

If the change in beneficial ownership is 50% of the previous shareholdings or is equal to 5% of the outstanding capital stock of the issuer, provide the disclosure requirements set forth on page 3 of this form.

Reminder: Report on a separate line for each class of equity securities beneficially owned directly or indirectly.

- (1) A person is directly or indirectly the beneficial owner of any equity security with respect to which he has or shares:
  - (A) Voting power which includes the power to vote, or to direct the voting of, such security; and/or
  - (B) Investment power which includes the power to dispose of, or to direct the disposition of, such security.
- (2) A person will be deemed to have an indirect beneficial interest in any equity security which is:
  - (A) held by members of a person's immediate family sharing the same household;
  - (B) held by a partnership in which such person is a general partner;
  - (C) held by a corporation of which such person is a controlling shareholder; or
  - (D) subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security.

FORM 23-B (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., warrants, options, convertible securities)

1. Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Maturity Date (Month/Day/Year)	4. Number of Derivative Securities Acquired (A) or Disposed of (D)		5. Date Exercisable and Expiration Date (Month/Day/Year)		6. Title and Amount of Underlying Securities		7. Price of Derivative Security	8. No. of Derivative Securities Beneficially Owned at End of Month	9. Ownership Form of Derivative Security; Direct (D) or Indirect (I)	10. Nature of Indirect Beneficial Ownership
			Amount	(A) or (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Explanation of Responses:

*W, W*  
WALTER W. BROWN

September 27, 2019  
Date

Note: File three (3) copies of this form, one of which must be manually signed.

Attach additional sheets if space provided is insufficient.

**DISCLOSURE REQUIREMENTS  
IN CASE OF MATERIAL CHANGES IN BENEFICIAL OWNERSHIP  
(50% INCREASE/DECREASE OR EQUIVALENT TO 5% OF THE OUTSTANDING CAPITAL STOCK OF ISSUER)**

**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 offices of the issuer of such securities.

This report relates to the common shares of A Brown Company, Inc., a Philippine Corporation with principal address at Xavier Estates Uptown, Airport Road, Cagayan de Oro City.

Director and Chairman:

Walter W. Brown, Filipino, with address at 10 Giraffe St., Greenmeadows III Subdivision, Quezon City

Director and President/Chief Executive Officer:

Robertino E. Pizarro, Filipino, with address at Talsay Loop Phase 2, Xavier Estates, Airport Road, Cagayan de Oro City

Director and Treasurer:

Renato N. Migrifio, Filipino, with address at 24 Martigan, BF Homes, Parafiaque City

Directors:

Annabelle P. Brown, Filipino, with address at 10 Giraffe St., Greenmeadows III Subdivision, Quezon City

Thomas G. Aquino, Filipino, with address at 24 Barcelona St., Merville Park, Paranaque City

Elpidio M. Paras, Filipino, with address at Gemini St., Villa Ernesto, Gusa, Cagayan de Oro City

Antonio S. Soriano, Filipino, with address at Canillan-Opal Sts., Golden Village Subd., Cagayan de Oro City

Joselito H. Sibayan, Filipino, with address at 3 Montesque Street, La Vista, Quezon City

Jun Hou, Filipino, Chinese, with address at 32 Firefly St., Valle Verde 6, Pasig City

Officers:

Chief Finance Officer - Marie Antonette U. Quinito, Filipino, with address at Blk 6, Lot 1 Vista Verde, Pueblo, Cagayan de Oro City

Chief Operating Officer/Vice President - Const. and Dev't. - John L. Batac, Filipino, with address at 3041 St., BLISS Pag-asa, Quezon City

Vice President - Paul Francis B. Juat, Filipino, with address at 10 Temple Drive, Greenmeadows Subd., Quezon City

Compliance Officer - Allan Ace R. Magdaluyo, Filipino, with address at 15B Marilag St. UP-Village, Diliman, Quezon City

Corporate Secretary:

Jason C. Nalupta, Filipino, with address at 45 Kalayaan Avenue, Diliman, Quezon City

Asst. Corporate Secretary:

Daniel Winston C. Tan-chi, Filipino, with address at #1 2nd Street, Riverside Village, Pasig City

## Item 2. Identity and Background

If the person filing 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 is a natural person, provide the information specified in (a) through (f) of this Item with respect to such person(s).

- a. Name; Walter W. Brown, the Chairman of North Kitanglad Agricultural Company, Inc.
- b. Residence or business address; 10 Giraffe St., Greenmeadows III Subdivision, Quezon City
- 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; Holding of assets for investment purposes
- 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; No
- 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 No
- f. Citizenship. Filipino

## Item 3. Purpose of Transaction

North Kitanglad Agricultural Company, Inc. acquired shares in A Brown Company, Inc. for investment purposes.

State the purpose or purposes of the acquisition of securities of the issuer. 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; None
- 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
- d. 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
- e. Any material change in the present capitalization or dividend policy of the issuer; None
- f. 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.

North Kitanglad Agricultural Company, Inc. (NKAC) has 18,524,813 common shares of A Brown Company, Inc. which represents 0.75% of the total outstanding shares of the Issuer prior to this transaction.

Likewise, Walter W. Brown who is reporting NKAC shares as his indirect, has a total of 505,507,185 BRN shares, of which 324,634,676 are indirect shares. The acquisition of the 176,991,150 BRN shares will result to the following:

North Kitanglad Agricultural Company, Inc. now directly owns 195,515,963 BRN shares or 7.89% shareholdings in A Brown Company, Inc.

Walter W. Brown now owns 682,498,335 BRN shares or 27.55% shareholdings in A Brown Company, Inc. of which 501,625,726 BRN shares are indirect shares or 20.25% of the total outstanding capital stock.

- 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 North Kitanglad Agricultural Company, Inc. shall have the discretion with respect to the power to vote and dispose of the 195,515,963 common shares of the Issuer owned by it. Currently, Dr. Walter W. Brown has the power to vote or to direct the vote of the said 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. None
- 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 None
- 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

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 the City of ..... on ....., 20.....

By: .....  
(Name/Title)

By: *W.W.B.*  
(Signature)

.....WALTER W. BROWN/ CHAIRMAN.....  
(Name/Title)  
*FC 77 29602*

SEP 3 0 2019

*[Handwritten mark]*  
App. No. 4371  
For Pasig City  
MELDEN No. 06-21-2001  
MELDEN No. 04-02-19  
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