

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 Magdaluyo

Contact Person

02-6386832

Company Telephone Number

1 2 / 3 1

Month Day

Fiscal Year

1 7 - C

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

Document I.D.

Document I.D.

STAMPS

LCU

Cashier

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

18 October 2017

- 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) 638-6832 / (02) 633-3135

- 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.....2,079,437,823 shares.....
.....

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

Please refer to the attached letter to the Philippine Stock Exchange dated **October 18, 2017**.

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.

18 October 2017


ALLAN ACE R. MAGDALUYO
 Senior Finance Manager/CIO



18 October 2017

THE PHILIPPINE STOCK EXCHANGE, INC.

Disclosure Department

Listing and Disclosure Group

3rd Floor, PSE Plaza, Ayala Triangle

Ayala Avenue, Makati City

Attention: **Jose Valeriano B. Zuño III**
OIC, Head – Disclosure Department

Gentlemen:

We write in connection with the letter dated October 17, 2017, requesting for additional information regarding the disclosures made on October 12 and 13, 2017, on the conversion of debt and deposits for future subscription to equity.

Please find the following information below as requested:

1. Description of the proposed transaction including the timetable for implementation, and related regulatory requirements

An application for listing of the shares issued out of the remaining unsubscribed capital stock will be submitted after all the documentary requirements for the listing application are available. The issuance of the instrument is an exempt transaction under the Securities Regulations Code and its implementing rules and regulations.

2. Rationale for the transaction including the benefits which are expected to be accrued to the listed issuer as a result of the transaction;

The transaction is intended to settle the outstanding loan obligations as well as convert the deposits for future subscription which will hopefully result in a stronger financial position. The funds received as loans and deposits for future subscription allowed the Company to raise funds for expansion of existing businesses and investments in new projects.

3. The interest which directors of the parties to the transaction have in the proposed transaction

Dr. Walter W. Brown; Mrs. Annabelle P. Brown; Mr. Roel Z. Castro and Mr. Robertino E. Pizarro are both directors and shareholders of Brownfield Holdings Incorporated and A Brown Company, Inc. (ABCI).

A Brown Company, Inc. has no interlocking directors and no common shareholders with Valueleases, Inc. and RME Consulting Inc.

4. Statement as to the steps to be taken, if any, to safeguard the interests of any independent shareholders;

A Brown Company, Inc.'s Independent Directors have been involved in the discussions relating to the transaction and have approved the same.

The consideration for the conversion of debt and deposits for future subscription in the amount of Php 450M to equity is at Php 1.13/share based on the stock's 15-day volume weighted average price for the period ending on October 11, 2017 which is 8.65% premium over the October 11, 2017 closing price of Php 1.04/share.

The Corporation undertakes to comply with all laws, rules and regulations governing this transaction, including those related to directors, stockholders and regulatory authorities.

On May 19, 2016, the Board of Directors authorized the conduct of a capital raising exercise. For this purpose, the Board of Directors also approved the proposal to increase the Corporation's authorized capital stock, out of which increase, together with the other authorized but unissued capital stock of the Corporation, the shares needed for the capital raising exercise will be issued. On September 28, 2016, stockholders owning at least two-thirds of the outstanding capital stock approved the said increase in authorized capital stock. The same was approved by Securities and Exchange Commission (SEC) covering the first tranche from Php 2 Billion consisting of 2 Billion shares to Php 3.3 Billion consisting of 3.3 Billion shares on January 11, 2017. The capital raising exercise was part of that approval.

5. Any conditions precedent to closing of the transaction; and

None

6. Other relevant information

None

Thank you for your kind attention.

Very truly yours,


ALLAN ACE R. MAGDALUYO
Senior Finance Manager/CIO