

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

Filer: North Kitanglad Agricultural Company, Inc.

1 2 / 3 1

Month Day Fiscal Year

1 8 - A

FORM TYPE

0 6

Month Day Annual Meeting

[Empty box]

Secondary License Type, if applicable

C G F D

Dept. Requiring this Doc.

[Empty box]

Amended Articles Number/Section

[Empty box]

Total No. of Stockholders

[Empty box]

Domestic

- 0 -

Foreign

To be accomplished by SEC Personnel concerned

[Empty box]

File number

\_\_\_\_\_

LCU

[Empty box]

Document I.D.

\_\_\_\_\_

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

## **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: Common Shares**

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. 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 limit the corporation to involve in any type of business, securities, commodities or banking.

#### **Director and Chairman:**

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

#### **Director and President/CEO:**

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

#### **Director and Treasurer:**

Renato N. Migriño, Filipino, with address at 24 Martigan, BF Homes, Parañaque City

#### **Directors:**

Annabelle P. Brown, Filipino, with address at 10 Giraffe St., Greenmeadows 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 Canilian-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:**

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

John L. Batac - VP Construction & Development, Filipino, with address at 3041 St. BLISS Pag-asa, Quezon City

Paul Francis B. Juat - Vice President, 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

#### **Assistant 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 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:**

North Kitanglad Agricultural Company, Inc., a Philippine corporation, is a company with principal office address at Kalugmanan, Manolo Fortich, Bukidnon was set up to engage in, conduct and carry on the business of agricultural and/or commercial farming including buying, selling, distributing and whole selling. 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.

**Director and Chairman:**

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

**Director and President:**

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

**Director and Treasurer:**

Caroline P. Alado, Filipino, with address at Xavier Estates, Upper Balulang, Cagayan de Oro City

**Directors:**

Patricia B. Juat, Filipino, with address at 10 Temple Drive St., Greenmeadows Subd., Quezon City

Victor P. Juat, Filipino, with address at 10 Temple Drive St., Greenmeadows Subd., Quezon City

Robertino E. Pizarro, Filipino, with address at Xavier Estates, Upper Balulang, Cagayan de Oro City

Ma. Cristina P. Pizarro, Filipino, with address at Xavier Estates, Upper Balulang,  
Cagayan de Oro City

**Corporate Secretary:**

Felix P. Saarenas, Filipino, with address at B-7 L-A Phase 1A Xavier Heights Subd., Upper Balulang, Cagayan de Oro City

**Person Controlling the Reporting Person:**

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

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

**Item 3. Purpose of Transaction**

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

**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 Company acquired a total of 176,991,150 BRN shares @ 0.84/share on September 26, 2019.**

- (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.

**North Kitanglad Agricultural Company, Inc. (NKAC) directly owns 195,515,963 common shares or 7.89% interest in the securities of the issuer BRN after acquisition.**

<b>Total Number of Shares before Acquisition</b>	<b>18,524,813</b>	<b>0.75%</b>
Acquisition	176,991,150	
<b>Total Number of Shares after Acquisition</b>	<b>195,515,963</b>	<b>7.89%</b>

**Dr. Walter W. Brown directly owns 180,872,609 shares and indirectly owns 501,625,726 shares of the Issuer after the transaction.**

**Mrs. Annabelle P. Brown directly owns 1,202,118 shares and indirectly owns 204,242,370 shares of the Issuer.**

- (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. (NKAC) shall have 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 the NKAC shares.**

**Dr. Walter W. Brown & Mrs. Annabelle P. Brown have the power to vote and dispose of the 682,498,335 and 205,444,488 common shares of the Issuer owned by them directly and indirectly, respectively.**

**None of the other persons named in Item 2 has the sole power to vote and dispose of shares in the Issuer.**

- (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.

**North Kitanglad Agricultural Company, Inc. acquired a total of 176,991,150 BRN shares on September 26, 2019.**

- (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: **NORTH KITANGLAD AGRICULTURAL COMPANY, INC.**



**WALTER W. BROWN**  
Chairman

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 ..... day of ..... 20..... affiant(s) exhibiting to me his Passport Number EC7723602 issued on May 16, 2016 by DFA NCR East which will expire on May 15, 2021.

SEP 30 2019

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Book No. 100  
Series of 2019

**FERDINAND D. AYALAO**  
NOTARY PUBLIC  
Until December 31, 2019  
Appointment No. 106(2018-2019)  
For Pasig City, Marikina and San Juan City  
JRC No. 46377  
IBP License No. 135886-06-21-2001  
MPL No. 18-023705-04-02-19  
PTR No. 319-308, 01-06-19, Pasig City  
4B Goldtop Tower A, Jose Ma. Eusebio Drive  
Ortigas Center, Pasig City