

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

 Preliminary Information Statement
 Definitive Information Statement
2. Name of Registrant as specified in its charter ATOK-BIG WEDGE CO., INC.
3. PHILIPPINES
Province, country or other jurisdiction of incorporation or organization
4. SEC Identification Number PW 427-A
5. BIR Tax Identification Code 000-707-286
6. Alphaland Makati Place, 7232 Ayala Avenue corner Malugay Street, Bel-Air, Makati City
Address of principal office Postal Code 1209
7. Registrant's telephone number, including area code +632 5310-7100 / +632 5337-2031
8. Date, time and place of meeting of security holders
Not applicable
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **September 2, 2022**
10. Proxies will not be solicited.
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares Outstanding	Amount of Liabilities Outstanding as of June 30, 202
Common Shares	2,545,000,000	₱1,167,189

12. Are any or all of registrant's securities listed in a Stock Exchange?
Yes No

INFORMATION STATEMENT
GENERAL INFORMATION

For the purpose of approving the amendment to the Primary Purpose, Second Article, Articles of Incorporation of Atok Big-Wedge Co., Inc. ("AB", "Company", or the "Registrant") to explicitly allow for the expansion into Renewable Energy, the written assent of stockholders owning at least two thirds (2/3) of the outstanding capital stock of the Company shall be solicited pursuant to Section 15 of the Revised Corporation Code of the Philippines (Republic Act No. 11232 or "RCC").

The proposed amendment in the Primary Purpose is as follows:

"To engage in the business of, exploration, extraction, development, production, utilization, operation, management, treatment, processing, transport, marketing and/or distribution of mining, oil, gas and other natural resources, including, but not limited to, hydroelectric, geothermal, wind, solar and all forms of renewable energy; and to perform all acts necessary and incidental to the furtherance of the foregoing.

The stockholders of record are requested to signify their vote on the proposed amendment by filling up and returning the attached written assent form by email or facsimile to:

ATOK-BIG WEDGE CO., INC.

Attention: **The Corporate Secretary**
c/o **AB Stock Transfers Corporation**
Alphaland Makati Place, 7232 Ayala Avenue Extension
1209 Makati City
Tel No. +632.5337.2031 local 169
Fax No. +632.5310.7100
Email: Ms. Haydee Gallarde
Officer-in-Charge
hdgallarde@atok.com.ph

The approximate date on which the Information Statement and Written Assent Form are first to be sent is on September 2, 2022 to all stockholders of record as of September 2, 2022 after approval hereby the Securities and Exchange Commission ("SEC").

The security holders are given until September 20, 2022 to give their written assent.

The Company is not soliciting proxies. We are not asking for a proxy. Neither are the stockholders required to send the Company a proxy.

Dissenters' Right of Appraisal

Under Sections 41 and 80, Title X, of the RCC, any stockholder of the Company shall have the right to dissent and demand payment of the fair value of his/her/its shares only in the following instances, as provided by the RCC:

- (i) in case any amendment of the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- (ii) in case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or

- substantially all of the corporate property and assets;
- (iii) in case of merger or consolidation;
- (iv) in case of investment of corporate funds for any purpose other than the primary purpose of the corporation was organized;

There are no matters or proposed actions covered under this Information Statement and the attached written assent form that will give rise to a possible exercise by security holders of their appraisal rights as provided in the RCC and summarized above.

Interest of Certain Persons in or Opposition to Matters to be Acted Upon

None of the officers or directors or any of their associates has any substantial interest, direct or indirect, in the matter to be acted upon.

No director has informed the Registrant, in writing or otherwise, that he intends to oppose any action to be taken by the Registrant pursuant to the solicitation of the written assent of stockholders.

CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

- (a) All the outstanding 2,545,000,000 common shares of the Corporation as of record date are entitled to vote at the rate of one (1) vote per share.
- (a) The record date for purposes of determining the stockholders entitled to give their written assent is September 2, 2022.
- (c) Security Ownership of Certain Record and Beneficial Owners and Management

1. *Security Ownership of Certain Record and Beneficial Owners of More Than 5% as of June 30, 2022*

(1) TITLE OF CLASS	(2) NAME AND ADDRESS OF RECORD OWNER AND RELATIONSHIP WITH	(3) NAME OF BENEFICIAL OWNER AND RELATIONSHIP WITH	(4) CITIZENSHIP	(5) NUMBER OF SHARES	(6) PERCENT TO TOTAL OUTSTANDING
Common	Boerstar Corporation* 6766 Ayala Avenue corner Paseo De Roxas, Makati City (Stockholder)	Roberto V. Ongpin – Beneficial Owner	Filipino	1,485,685,983	58.38%
Common	Boerstar Corporation* 6766 Ayala Avenue corner Paseo De Roxas, Makati City (Stockholder)	Eric O. Recto – Beneficial Owner	Filipino	289,532,821	11.38%
Common	North Kitanglad Agricultural Co., Inc. Kalugmanan Manolo	Walter W. Brown –	Filipino	321,399,101**	12.63%

	Fortich, Bukidnon (Stockholder)	controlling shareholder			
Common	PCD Nominee Corporation (Stockholder)	public shareholders – beneficial owner	Filipino	216,261,663**	8.53%

* Shares subscribed by Boerstar Corporation (“Boerstar”) are partially paid. The total fully paid-up shares of Boerstar amount to 584,241,964.

** North Kitanglad Agricultural Co., Inc. has (“NKACI”) 12,399,100 shares lodged with PCD Nominee Corporation. In all, NKACI owns 321,399,100 shares representing 12.63% of the total outstanding shares of the Company.

Except as stated above, the Board of Directors and Management of the Company have no knowledge of any person who, as at Record Date, is indirectly or directly the beneficial owner or more than 5% of the Company’s outstanding shares of common stock or who has voting power or investment power with respect to shares comprising more than five percent (5%) of the outstanding shares of common stock. As of June 30, 2022, there are no persons holding more than 5% of the Company’s common stocks that are under a voting trust or similar agreement.

2. Security Ownership of Management as of June 30, 2022

TITLE OF CLASS	NAME OF BENEFICIAL OWNER / POSITION	AMOUNT AND NATURE OWNERSHIP	CITIZENSHIP	PERCENTAGE OF OWNERSHIP
Common	Roberto V. Ongpin (Chairman, Chief Executive Officer and Director)	1 (direct) 1,485,685,983 (indirect)	Filipino	58.38%
Common	Eric O. Recto (President and Director)	1 (direct) 289,532,821 (indirect)	Filipino	11.38%
Common	Walter W. Brown (Executive Vice President and Director)	1 (direct) 321,399,100 (indirect)	Filipino	12.63%
Common	Dennis A. Uy (Vice Chairman and Independent Director)	1,000 (direct) 100,000,000 (indirect)	Filipino	3.93%
Common	Anna Bettina Ongpin (Director)	100 (direct)	Filipino	Nil
Common	Mario A. Oreta (Director)	1 (direct)	Filipino	Nil
Common	Margarito B. Teves (Independent Director)	100 (direct)	Filipino	Nil
Common	Dennis O. Valdes (Director)	1 (direct)	Filipino	Nil
Common	Michael Angelo Patrick M. Asperin (Director)	100 (direct)	Filipino	Nil
Common	Paul Francis B. Juat (Director)	100 (direct)	Filipino	Nil

Common	John Peter Chick B. Castelo (Director)	102 (direct)	Filipino	Nil
Common	Charles Edward M. Cheng (Corporation Information Officer, Compliance Officer, Director and Corporate Secretary)	100 (direct)	Filipino	Nil
Common	Josephine A. Manalo (Treasurer)	0	Filipino	Nil
Common	Cristina B. Zapanta (Compliance Officer – Anti Money Laundering Manual and Senior Vice President – Finance)	0	Filipino	Nil
Common	Jeric P. Posio (Vice President – Finance)	198,000 (direct)	Filipino	Nil
Common	Jonamel I. Orge (Corporate Information Officer, Deputy Compliance Officer and Assistant Corporate Secretary)	0	Filipino	Nil
TOTAL		2,196,817,511		86.31%
Total Issued & Outstanding Shares		2,545,000,000		100.00%

Mr. Roberto V. Ongpin beneficially owns and controls Boerstar, which is the registered owner of approximately 69.75% of the Company. However, Mr. Eric O. Recto is the beneficial owner of 289,532,821 common shares registered in the name of Boerstar, corresponding to approximately 11.38% of the Company as indicated above.

To the extent known to the Corporation, there is no person holding more than five percent (5%) of the Corporation's voting stock under a voting trust or similar agreement.

(d) Changes in Control

The Corporation is not aware of any change in control or arrangement that may result in a change in control of the Corporation during the period covered by this Statement.

Directors and Executive Officers

No action or matter with respect to the Directors and Executive Officers will be taken by the Company pursuant to the solicitation of the written assent of stockholders under this Information Statement.

Compensation of Directors and Executive Officers

No action or matter with respect to the Compensation of Directors and Executive Officers will be taken by the Company pursuant to the solicitation of the written assent of stockholders under this Information Statement.

Independent Public Accountants

No action or matter with respect to the Independent Public Accountants will be taken by the Company pursuant to the solicitation of the written assent of stockholders under this Information Statement.

Financial and Other Information

The Audited Financial Statements of the Company as of December 31, 2021 and the Quarterly Report of the Company for the period ended June 30, 2022 submitted to the SEC are incorporated herein by reference.

Merger, Consolidations, Acquisition & Similar Matters

No action or matter with respect to merges, consolidations, acquisition and similar matters will be taken by the Company pursuant to the solicitation of the written assent of stockholders under this Information Statement.

OTHER MATTERS

Amendment of Charter, Bylaws or Other Documents

The approval of the amendment to the Primary Purpose, Second Article, Articles of Incorporation of the Company to explicitly allow for the expansion into Renewable Energy:

“To engage in the business of, exploration, extraction, development, production, utilization, operation, management, treatment, processing, transport, marketing and/or distribution of mining, oil, gas and other natural resources, including, but not limited to, hydroelectric, geothermal, wind, solar and all forms of renewable energy; and to perform all acts necessary and incidental to the furtherance of the foregoing.”

The foregoing amendment to the Articles of Incorporation of the Company was unanimously approved by the Board of Directors on August 2, 2022 and disclosed to the SEC and PSE on the same date. The proposed amendment has no effect on the rights of existing stockholders of the Company

Voting Procedures

Manner of Voting

The written assent of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock shall be required for the approval of the amendments to the Articles of Incorporation.

Stockholders of record as of September 2, 2022 shall be entitled to one (1) vote for each share recorded in their names in the books of the Company.

Voting shall be made through written assent, as evidenced by the written assent form attached to this Information Statement, accomplished in all parts and duly received by email or facsimile at the address below:

Voting shall be made through written assent, as evidenced by the written assent form attached to this Information Statement, accomplished in all parts and duly received by email or facsimile at the address below:

ATOK-BIG WEDGE CO., INC.

Attention: **The Corporate Secretary**
c/o **AB Stock Transfers Corporation**
Alphaland Makati Place, 7232 Ayala Avenue Extension
1209 Makati City
Tel No. +632.5337.2031 local 169
Fax No. +632.5310.7100
Email: Ms. Haydee Gallarde
Officer-in-Charge
hdgallarde@atok.com.ph

The written assent form must be signed by the stockholder on record or by his/her/its authorized representative or proxy. If voting by proxy, the proxy should be submitted along with the accomplished asset form.

Stockholders are requested to submit their written assent forms on or before September 20, 2022. As soon as the affirmative votes received reach at least two-thirds (2/3) of the outstanding capital stock, the amendment shall be considered approved by the stockholders.

Voting requirements

The written assent of the stockholders holding or representing at least two-thirds (2/3) of the total issued and outstanding shares of the Company shall be required for the approval of the amendment to the Articles of Incorporation, equivalent to at least 1,705,150,000 common shares.

Method of counting votes

The Corporate Secretary, with the assistance of AB Stock Transfers Corporation, the stock transfer agent of the Company, will be responsible for counting votes based on the number of shares entitled to vote owned by the stockholders. The votes shall be counted based on the filled-up written assent form attached to this Information Statement and received from stockholders of the Company. **As soon as the affirmative votes received reach at least two-thirds (2/3) of the outstanding capital stock, equivalent to 1,705,150,000 common shares, the amendment shall be considered approved by the stockholders.**

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE COMPANY'S SEC FORM 17-A (ANNUAL REPORT) AND SEC FORM 17-Q (QUARTERLY REPORT) FOR THE FIRST AND SECOND QUARTERS OF 2022 DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE STOCKHOLDER MAY BE CHARGED A REASONABLE COST FOR PHOTOCOPYING THE EXHIBITS.

ALL REQUESTS MAY BE SENT TO:

ATTY. CHARLES EDWARD M. CHENG
CORPORATE SECRETARY, ATOK-BIG WEDGE CO., INC.
5TH FLOOR, THE CITY CLUB AT ALPHALAND MAKATI PLACE
7232 AYALA AVENUE CORNER MALUGAY STREET, BEL-AIR
1209 MAKATI CITY

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 correct. This report is signed in the City of Makati on August 15, 2022.

ATOK-BIG WEDGE CO., INC.

Issuer



By: **CHARLES EDWARD M. CHENG**
Corporate Secretary

ATOK-BIG WEDGE CO., INC.

ALPHALAND MAKATI PLACE 7232 AYALA AVENUE CORNER MALUGAY ST.,
MAKATI CITY 1209 PHILIPPINES

TEL. NO. (632) 5337-2031 LOCAL 169
FAX NO. (632) 5310-7100

September 2, 2022

NOTICE TO STOCKHOLDERS

Dear Stockholder,

The Board of Directors of Atok-Big Wedge Co., Inc. (the “**Company**”), in a meeting held on August 2, 2022, resolved to amend the Primary Purpose, Second Article, Articles of Incorporation of the Company to explicitly allow its expansion into Renewable Energy:

“To engage in the business of, exploration, extraction, development, production, utilization, operation, management, treatment, processing, transport, marketing and/or distribution of mining, oil, gas and other natural resources, including, but not limited to, hydroelectric, geothermal, wind, solar and all forms of renewable energy; and to perform all acts necessary and incidental to the furtherance of the foregoing.”

In accordance with Section 15 of the Revised Corporation Code of the Philippines, we are now submitting the aforesaid amendment to the Articles of Incorporation of the Company for the approval of our shareholders of record as of September 2, 2022 through written assent. Enclosed herewith is a form which you may indicate your vote on the proposed amendment. Please accomplish and sign the form and return the same to the following address on or before September 20, 2022:

ATOK-BIG WEDGE CO., INC.

Attention: **The Corporate Secretary**
c/o **AB Stock Transfers Corporation**
Alphaland Makati Place, 7232 Ayala Avenue Extension
1209 Makati City
Tel No. +632.5337.2031 local 169
Fax No. +632.5310.7100
Email: Ms. Haydee Gallarde
Officer-in-Charge
hdgallarde@atok.com.ph

Stockholders are requested to submit their written assent forms not later than September 20, 2022. As soon as the affirmative votes received reach at least two-thirds (2/3) of the of outstanding capital stock, the amendment shall be considered approved by the stockholders.

Thank you very much.

Very truly yours,



CHARLES EDWARD M. CHENG
Corporate Secretary

ATOK-BIG WEDGE CO., INC.

ALPHALAND MAKATI PLACE 7232 AYALA AVENUE CORNER MALUGAY ST.,
MAKATI CITY 1209 PHILIPPINES

TEL. NO. (632) 5337-2031 LOCAL 169
FAX NO. (632) 5310-7100

WRITTEN ASSENT FORM

In accordance with Section 15 of the Revised corporation Code of the Philippines, and in connection with the proposed amendment to the Primary Purpose, Second Article, Articles of Incorporation of Atok-Big Wedge Co., Inc. (the "Company") to explicitly allow for the expansion into Renewable Energy, specifically:

"To engage in the business of, exploration, extraction, development, production, utilization, operation, management, treatment, processing, transport, marketing and/or distribution of mining, oil, gas and other natural resources, including, but not limited to, hydroelectric, geothermal, wind, solar and all forms of renewable energy; and to perform all acts necessary and incidental to the furtherance of the foregoing."

the undersigned stockholder hereby votes as follows:

_____ In favor of the amendment

_____ Against the amendment

Printed Name and Signature of the Stockholder
Number of Shares Held: _____
Date: _____

CERTIFICATION

I, Charles Edward M. Cheng, Corporate Secretary of ATOK-BIG WEDGE CO., INC. with SEC registration number PW427-A, with principal office at Alphaland Makati Place, 7232 Ayala Avenue corner Malugay Street, Makati City, on oath state:

1. That on behalf of ATOK-BIG WEDGE CO., INC. I have caused this SEC Form 20-IS (2022 PIS) to be prepared;
2. That I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
3. That the company ATOK-BIG WEDGE CO., INC. will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or documents through electronic mail; and
4. That I am fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of a filing fee.

15 AUG 2022

In witness whereof, I have hereunto set my hand this _____.

Charles Edward M. Cheng
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this 15 day of AUG 2022 at Makati City.
Affiant exhibiting to me his TIN 255-721-029.

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Book No. XXIX
Series of 2022 .

ATTY. LEONARDO A. SARMIENTO III
Notary Public for the City of Manila
Notarial Commission NO. 2020-249
(Under Supreme Court E.M. 3793) extended from July 1 to December 31, 2022
PTA No. CR No. 0134919 - 01/04/2022
IEM No. 094682 - 01/04/2022
MCLE No. VI-0022743 - 04/02/19 Roll of Attorney No. 55618