

# COVER SHEET

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SEC Registration Number

DA VINCI CAPITAL HOLDINGS, INC.

(Company's Full Name)

NO. 900 ROMUALDEZ ST., PACO,

MANILA

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

CANDY H. DACANAY-DATUON

(Contact Person)

(02) 8523-3055

(Company Telephone Number)

1 2

Month

3 1

Day

SEC FORM 17-C

(Form Type)

0 5

2 8

(Annual Meeting)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowing

Domestic

Foreign

SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES  
REGULATIONS CODE AND SRC RULE 17.2 (C) THEREUNDER

Date of Report	May 28, 2021
SEC Identification Number	24015
BIR Tax Identification Number	000-282-553
Name of Issuer as specified in its charter	Da Vinci Capital Holdings, Inc.
Address of principal office and postal code	No. 900 Romualdez St., Paco, Manila, 1007
Industry Classification Code	
Issuer's Telephone Number	(632) 8522-8801
Former Name	None
Securities registered pursuant to Section 8 and 12 of the SRC or Sections 4 and 8 of the RSA	Number of Common Shares – 1,124,999,969
Indicate the item numbers reported therein	Other Matters/Event

Other Matters:

**Result of Annual Stockholders' Meeting of Da Vinci Capital Holdings, Inc. held on May 28, 2021:**

Out of 1,124,999,969 common shares issued and outstanding of Da Vinci Capital Holdings, Inc., stockholders representing a total of **1,019,554,444 or 91%** of the issued and outstanding shares, and out of 1,019,554,444 common shares, 63,349,607 common shares held by the minority stockholders, attended the meeting, by person, proxy or in absentia, and voted to approve the following items:

- a. Call to Order
- b. Certification of Notice and Quorum
- c. Review and Approval of the Minutes of the Previous Meeting held on November 20, 2020
- d. Annual Report of Management and Approval of the Audited Financial Statements for 2020
- e. Ratification of Acts of the Board of Directors and Management since the Last Annual Meeting of Stockholders
- f. Approval of Amendment of the Company's Articles of Incorporation and By-Laws
  1. Amendment of Corporate Name to "The Keepers Holdings, Inc."
  2. Amendment of Primary and Secondary Purposes (see attached Annex "A")
  3. Amendment of Corporate term to Perpetual Existence
  4. Change in Par Value of Common shares to P0.10 per share and the reclassification of authorized preferred shares to common shares
  5. Increase of Authorized Capital Stock to P2 billion or 20 billion shares, and Delegation to the Company's Board of Directors of the authority to determine the manner of subscription and the subscriber/s of the increase in authorized capital stock.
- g. Top-Up Plan for the Fractional Shares Resulting from the Proposed Increase in Authorized Capital stock
- h. Ratification of Rescission of Subscription Contract between Da Vinci Capital Holdings, Inc. and Invescap Incorporated
- i. Issuance and Listing of up to 11,250,000,000 Common Shares of Da Vinci Capital Holdings, Inc. pursuant to the Share Swap Transaction with Cosco Capital Inc.
- j. Waiver of Requirement to Conduct a Rights Offering on the Issuance and Listing of up to 11,250,000,000 Da Vinci Common Shares to Cosco Capital, Inc. for the Share Swap Transaction

Out of a total of 63,349,607 common shares held by the minority stockholders who attended the meeting, by proxy or in absentia, 63,349,207 or 99.99% of the attending minority voted to approve the

waiver of requirement to conduct a Rights Offering on the issuance and listing of up to 11,250,000,000 Da Vinci Common Shares to Cosco Capital, Inc. pursuant to the Share Swap Transaction.

k. Issuance and Listing of up to 3,000,000,000 Da Vinci Common Shares pursuant to DAVIN's Follow-on Public Offering ("FOO") Program

l. Election of the following directors including independent directors:

Mr. Lucio L. Co

Mr. Jose Paulino L. Santamarina

Ms. Camille Clarisse P. Co

Ms. Janelle O. Uy

Mr. Robin Derrick C. Chua

Mr. Enrico S. Cruz as Independent Director

Mr. Bienvenido E. Laguesma as Independent Director

For the business profile of the elected directors, see attached Annex "B".

m. Re-Appointment of R.G. Manabat & Company as External Auditor and audit fee

n. Adjournment

All directors/nominees for re-election, key officers, representative/s from R.G. Manabat & Company, External Auditor, were present in the meeting.

For the tally of votes, see attached Annex "C".

## ANNEX "A"

### PRIMARY 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 corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefore in money or by exchanging shares of stock of this corporation or any other corporation, 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, including all voting powers of any stock so owned; to carry on and manage the general business of any company.

### SECONDARY PURPOSES

(a) To engage in the management, supervision, or control of business enterprises of all kinds, the operations and transactions of any company or undertaking and to manage and administer lands, buildings, whether real or personal, and in general, to act as agent, attorney-in-fact, or in any representative capacity as may be permitted by law, except the management of funds, securities, portfolio and other similar assets of any firm or entity.

(b) To own, acquire, construct, maintain and operate plants, factories, and buildings that are necessary for the production and manufacturing of all kinds of goods, wares, and merchandise of all kinds and descriptions within the commerce of men.

(c) To hold, purchase, acquire, or be interested in the shares or capital stocks, bonds, or other evidence of debts issued or created by any other corporation, partnership or Company, domestic or foreign, governmental or otherwise, and as the owner and holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon and exercise all the rights to pertaining thereto.

(d) To act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies, and other corporations.

AND IN FURTHERANCE OF THE FOREGOING CORPORATE PURPOSES:

(1) To enter into, make, and perform contracts of every kind for any lawful purpose with any person, firm, corporation, national government, or any of its instrumentalities.

(2) To purchase, hold, convey, sell, lease, rent, mortgage, encumber and otherwise deal with real property, improved or unimproved, as the purposes for which the corporation is formed may permit.

(3) To borrow money or create indebtedness, bonded or otherwise; to secure the payment of any such obligations by a mortgage, pledge or agreement as to all or any part of properties, real and personal, of the corporation; to provide that any such obligations shall be convertible into or exchangeable for stocks of the corporation upon such terms permitted by law as the Board of directors shall determine.

(4) To apply for, register, produce, purchase, exchange, lease, acquire, own, operate, or negotiate for, licenses or other rights in respect of, sale, transfer, grant or licenses, and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create a lien upon, or otherwise dispose of, deal in, and turn to account, letters patent, patent rights, inventions, discoveries, machines, licenses, processes, data and formulate any kinds pursuant to the laws of the Philippines, or any country whatsoever, and with a view to the working and development of the same.

(5) To finance, enter into, or perform contracts and agreements in connection or furtherance of any of the foregoing.

(6) To promote any company or companies to acquire all or any part of the stockholdings, properties, and liabilities of said company, as may be permitted by law, or for any other purpose which may seem directly or indirectly calculated to benefit the Company under law.

(7) Without in any way limiting the powers of the Company, it shall have the power to make and perform contracts of any kind and description with any person, firm, or corporation; to have one or more offices within the Philippines and abroad; and to conduct its business and exercise its powers, authorities, and privileges granted by the laws of the Philippines to corporations organized under said laws and, in particular, unto corporations of similar nature and kind.

(8) Generally, to do all such acts, things and to transact all business as may be directly or indirectly incidental to or conducive to the attainment of the above objects or any of them, respectively.

## ANNEX “B”

### **Business Profile of the Elected Members of the Board:**

#### ***(1) Lucio L. Co, Filipino, 66 years old, Chairman of the Board of Directors***

Mr. Co is the Chairman and President of the following companies: Bellagio Holdings, Inc., Canaria Holdings Corporation, Ellimac Prime Holdings, Inc., Invescap Incorporated, Puregold Duty Free, Inc., and Puregold Properties, Inc.

He is the Chairman of the Alcorn Petroleum and Minerals Corporation, Entenso Equities, Inc., NE Shopping Centers Corporation, P.G. Holdings, Inc., Pajusco Holdings Corporation, Puregold Duty Free (Subic), Inc., Puregold Finance, Inc., Puregold Realty Leasing & Management, Inc., San Jose City I Power Corp., Union Energy Corporation, and Union Equities, Inc.

He is one of the Directors of these companies: Catuiran Hydropower Corporation, Cleangreen Energy Corporation, Forbes Corporation, Grass Gold Renewable Energy (G2REC) Corporation, Karayan Hydropower Corporation, Kareila Management Corporation, LCKK & Sons Realty Corporation, Luis Co Chi Kiat Foundation, Inc., Meritus Prime Distributions, Inc., Montosco, Inc., League One Finance and Leasing Corporation, Pamana Water Corporation, Tower 6789 Corporation and VS Gripal Power Corporation.

Mr. Co is holding the following positions in other Philippine listed companies: Director of Philippine Bank of Communications, Chairman of Puregold Price Club, Inc. and Chairman of Da Vinci Capital Holdings, Inc.

He is a member of the Board of Trustees of Luis Co Chi Kiat Foundation, Inc.

Mr. Co has been an entrepreneur for the past 40 years.

#### ***(2) Jose Paulino L. Santamarina, Filipino, 57 years old, Director and President.***

Jose Paulino Santamarina or JP, Filipino, is currently the President of Premier Wines and Spirits, Inc. - one of the leading companies in the imported wine and spirits industry - and a company he helped co-found in 1996.

Prior to Premier, JP was the Chief Financial Officer (1988 - 96) of CMG Marketing, Inc., a subsidiary of United Distillers Ltd., the precursor of what is now known as Diageo. CMG was a pioneer in the imported wine and spirits industry, established during the early stages of market liberalization in 1986.

Before CMG, he was an auditor of the professional firm SGV from 1984 to 1988, right after college.

He holds directorship and/or officer positions in the following companies: Booze On-line, Inc., Cleangreen Energy Corporation; Karayan Hydropower Corporation, Liquorph Distributors Corp., Pamana Consortium, Inc., Pamana Water Corporation, Premier Wine and Spirits, Inc. (Chairman and President), San Jose City I Power Corp., Southern Utility Management and Services Incorporation, Technowater Corporation, and VS Gripal Power Corporation.

JP graduated at Ateneo de Davao University, Bachelor Of Science in Accountancy. He is a Certified Public Accountant.

***(3) Camille Clarisse P. Co, Filipino, 32 years old, Director.***

Ms. Co is currently the Chairman and President of Meritus Prime Distributions, Inc. She is also a Director of Alerce Holdings, Corp., Blue Ocean Holdings, Corp., CHMI Hotels and Residences, Inc., Fertuna Holdings, Corp., Invesco Company, Inc., KMC Realty Corporation, League One, Inc., Montosco, Inc., Nation Realty Inc., P.G. Holdings, Inc., Patagonia Holdings, Corp., Pure Petroleum Corp., Premier Wine and Spirits, Inc. Puregold Properties, Inc., S&R Pizza, Inc., SPC Resources, Inc., Union Equities, Inc., VFC Land Resources, Inc.

Ms. Co is a graduate of De La Salle University with a degree of Bachelor of Arts in Psychology in 2009.

***(4) Janelle O. Uy, Filipino, 32 years old, Director.***

Ms. Uy is the Chairman and President of Montosco, Inc. Her previous experience includes working as a Key Account Manager in Unilever Philippines from 2009 to 2013.

She graduated from the De La Salle University with a degree in Applied Corporate Management in 2009.

***(5) Robin Derrick C. Chua, Filipino, 31 years old, Director.***

Mr. Chua is the Managing Director of Premier Wine and Spirits, Inc. from 2018 up to the present. He also worked in various consumer marketing and sales roles in Unilever Philippines and overseas from 2012 to 2018.

He is a graduate of Ateneo de Manila University with a degree of Bachelor in Management and a Minor in Entrepreneurship in 2012.

***(6) Enrico S. Cruz, Filipino, 63 years old, Independent Director.***

Mr. Cruz is currently an Independent Director of Security Bank Corporation, where he is also the Chairman of Risk Oversight Committee and Vice Chairman of the Audit Committee, Member Nominations and Remuneration Committee and Finance Committee. He is the incumbent Vice Chairman and a member of Engagement and Underwriting Committee of SB Capital Investment Corporation.

He is also an Independent Director of AREIT, Inc (Ayala Land REIT Company), where he chairs the Audit Committee, and is a member of the Related Party Transactions, Corporate Governance and Nominations, Compensation and Benefit and Risk Oversight Committees. Mr. Cruz is also an Independent Director of Maxicare Corporation and a member Audit and Related Party Transactions Committees.

He is part of the Board of Directors of CIBI Information Inc,

Mr. Cruz previous experience includes being the Chief Country Officer (CCO) of Deutsche Bank AG Manila Branch from 2003 until his retirement in 2019. Before he joined Deutsche Bank, he was a Senior Vice President at Citytrust Banking Corporation (CTBC), an affiliate of Citibank N.A.

He was a Director of the Bankers Association of the Philippines (BAP) from 2003 to 2007, and from 2011 to 2015. He was again elected to the Board of the BAP and was appointed 2nd



Vice President and Secretary from 2017 to 2020. As a BAP Director, he was likewise the Chairman of the Capital Markets Committee (2017-2019) and Open Market Committee (2019-2020).

Mr. Cruz was also a Director of Deutsche Knowledge Services RHQ, Deutsche Regis Partners, Philippine Dealing and Exchange Corporation, and Philippines Securities Settlement Corporation. He is also a past President of the Money Market Association.

He obtained his B.S. in Business Economics and MBA from the University of the Philippines. He was named by the UP College of Business as a Distinguished Alumnus in 2008 and also a Distinguished Alumnus Awardee by the UP School of Economics Alumni Association.

***(7) Bienvenido E. Laguesma Filipino, Filipino, 70 years old,  
Independent Director.***

Mr. Laguesma is a Senior Partner at Laguesma Magsalin Consulta Law Offices, Independent Director of Philippine Bank of Communications and Cosco Capital, Inc., both are listed companies. He is also a Director of Rural Bank of Angeles, Cavite United Rural Bank, Asia United Leasing & Finance Corp., and Asia United Fleet Management Services, Inc.

He served as Secretary of the Department of Labor and Employment from 1998 to 2001, Commissioner of Social Security System from 2011 to 2016. He also became Presidential Assistant of the Office of the President of the Republic of the Philippines from 1996 to 1998, Undersecretary of the Department of Labor and Employment from 1990 to 1996, Administrator in the National Conciliation and Mediation Board from 1987 to 1990, Regional Director of the Department of Labor and Employment from 1982 to 1986, Assistant Regional Director from 1981-1982, and Executive Labor Arbiter, National Labor Relations Commission from 1979 to 1981. Mr. Laguesma started his public service as Labor Arbiter of the National Labor Relations Commission in 1979 and Provincial Director of Bataan Provincial Labor Office 1978 to 1979, and Mediator-Arbiter of the Bureau of Labor Relations from 1976 to 1978.

Atty. Laguesma completed his Career Executive Development Course from the Development Academy of the Philippines from 1984 to 1985 and Public Administration Course from the Royal Institute of Public Administration in London, United Kingdom in 1985. Lyceum of the Philippines awarded Atty. Laguesma, with an Outstanding Alumnus award in 1971, Doctor of Humanities, Honoris Causa, by the Adamson University in 1999, and Doctor of Humanities, Honoris Causa, by the Central Colleges of the Philippines in 2016.

He is a member of the Integrated Bar of the Philippines since 1976, the Philippine Bar Association since 2004, and the Rotary Club of Manila since 2002.

Atty. Laguesma graduated from the Lyceum of the Philippines with a degree of Bachelor of Arts major in Political Science in 1971 and Ateneo de Manila University College of Laws with a degree of Bachelor of Laws in 1975.

## ANNEX “C”

*Tally of Votes per Agenda Item:*

*Total Number of Issued and Outstanding Shares: 1,124,999,969*

*Total Number of Shares Present and Voting Shares: 1,019,554,444 (91%)*

*Total Number of Minority Shares Present and Voting: 63,349,607*

<b>RESOLUTIONS</b>	<b>YES</b>	<b>NO</b>	<b>ABSTAIN</b>
1. Approval of the Minutes of the Previous Meeting	1,019,554,044	0	400
2. Approval of the Annual Report and 2020 AFS	1,019,554,044	0	400
3. Ratification of Acts of the Board of Directors and Management since the Last Annual Meeting of Stockholders	1,019,554,044	0	400
4. Approval of the Amendment of the Company's Articles of Incorporation and By-Laws			
a. amendment of Corporate Name	1,019,554,044	0	400
b. Amendment of Primary and Secondary Purpose	1,019,554,044	0	400
c. Amendment of Corporate Term	1,019,554,044	0	400
d. Change in par value of Common Shares	1,019,554,044	0	400
e. Increase of authorized capital stock, and delegation to the Company's Board of Directors of the authority determine the manner of subscription and the subscriber/s of the increase in the authorized capital stock	1,019,554,444	0	0
5. Approval of the Top-Up Plan for the fractional shares resulting from the proposed increase in authorized capital stock	1,019,554,444	0	0
6. Ratification of Rescission of Subscription Contract between the Company and Invescap Incorporated	1,019,554,044	0	400
7. Issuance and Listing of up to 11,250,000,000 Common Shares to Cosco Capital Inc. pursuant to the Share Swap Transaction	1,019,554,044	0	400
8. Waiver of requirement to conduct rights offering on the issuance and listing of up to 11,250,000,000 Common Shares to Cosco Capital, Inc.  Out of 1,019,554,444 common shares, 63,349,607 shares held by the minority stockholders attended the meeting. Out of 63,349,607 minority shares, 63,349,207 or 99.99% of the attending minority voted in favor of the waiver of requirement to conduct rights offering on the issuance and listing of up to 11,250,000,000 DAVIN common shares to Cosco Capital, Inc.	1,019,554,044	0	400
9. Issuance and Listing of up to 3,000,000,000 Common Shares Pursuant to the Company's Follow-on Public Offering	1,019,554,444	0	0
10. Election of Directors			
a. Lucio L. Co	1,019,554,444	0	0
b. Jose Paulino Santamarina	1,019,554,444	0	0
c. Camille Clarisse P. Co	1,019,554,444	0	0
d. Jannelle O. Uy	1,019,554,444	0	0

e. Robin Derrick C. Chua	1,019,554,444	0	0
f. Enrico S. Cruz	1,019,554,444	0	0
g. Bienvenido E. Laguesma	1,019,554,444	0	0
11. Appointment of R.G. Manabat & Company (KPMG) as External Auditor and Fixing its Remuneration to up to P150,000.00	1,019,554,444	0	0
12. Other matter	1,019,554,444	0	0

## SIGNATURE

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.

**DA VINCI CAPITAL HOLDINGS, INC.**



**CANDY H. DAGANAY - DATUON**

Assistant Corporate Secretary & Compliance Officer