

**Minutes of the Annual Stockholders Meeting of  
Da Vinci Capital Holdings, Inc.  
Held on November 20, 2020, 10 AM, via video conference**

Present:

1. Stockholders representing 956,213,343 shares or 85% of the outstanding capital stock
2. Directors and Officers:
  - a. Mr. Lucio L. Co, Chairman and President
  - b. Ms. Ma. Editha D. Alcantara, Director
  - c. Ms. Maritez Tacus, Director
  - d. Ms. Maridel Behagan, Director
  - e. Ms. Jocelyn Rodulfa, Director
  - f. Atty. Angelo Patrick F. Advincula, Independent Director
  - g. Atty. Antero Jose M. Caganda, Independent Director

3. Nominees for election of Directors:

- a. Mr. Lucio L. Co
- b. Ms. Camille Clarisse P. Co
- c. Mr. Robin Chua
- d. Mr. Jose Paulino Santamarina
- e. Ms. Janelle Uy
- f. Mr. Enrico Cruz as Independent Director
- g. Mr. Bienvenido Laguesma as Independent Director

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**A. Call to Order**

Mr. Lucio L. Co, Chairman and President, welcomed the stockholders who joined the online Annual Stockholders' Meeting, and presided over the meeting. Atty. Candy H. Dacanay, Corporate Secretary, took the minutes of the meeting.

**B. Certification of Notice and Quorum**

The Corporate Secretary certified that notices of the Annual Stockholders' Meeting were disseminated to all stockholders of record, in accordance with the provisions of the Company's By-Laws, and that the notice of meeting was submitted to the Securities and Exchange Commission and to the Philippine Stock Exchange, through the EDGE submission system, where it was approved by the PSE as a Company Announcement. Particularly, the notice was:

1. Posted on the website of the Company;
2. Posted as a Company Announcement in the PSE Edge System; and
3. Published in both the physical paper and the online platform of Philippine Daily Inquirer and the Philippine Star on October 30 and 31, 2020.

### C. Approval of the Amendment of Articles of Incorporation and By-laws:

Next item in the agenda is the amendments of Articles of Incorporation and By-laws enumerated in the table below:

Before	After
<p>Article I: That the name of the said corporation shall be:</p> <p>DA VINCI CAPITAL HOLDINGS, INC.</p>	<p>Article I: That the name of the said corporation shall be:</p> <p>THE KEEPERS HOLDINGS, INC.</p>
<p>Article II:</p> <p>That the purpose for which the corporation is formed are:</p> <p><b>PRIMARY PURPOSE</b></p> <p>To purchase, subscribe for 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, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, engaged in but not limited to, the business of real estate, manufacturing, trading and agribusiness, and to pay, in whole or in part, in cash or by exchanging therefor, stocks, bonds and other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, 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 therefor all the rights, powers and privileges of ownership, including all voting powers on any stock so owned, without however engaging in dealership in securities or in stock brokerage business, to the extent permitted by law, to aid, either by loans or by guaranty of securities or in any other manner, any corporation, domestic or foreign, any share of stock, or any bond debenture, evidence of indebtedness or other security whereof are held by this corporation or in which it shall have interest, and to do any act designed to protect, preserve, improve or enhance the value of</p>	<p>Article II:</p> <p>That the purpose or purposes for which such corporation is incorporated are:</p> <p><b>PRIMARY PURPOSE</b></p> <p>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.</p> <p><b>SECONDARY PURPOSES</b></p> <p>(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.</p>

any property at any time held or controlled by this corporation or in which it at that time may be interested. (As amended 30 May 2008)

#### SECONDARY PURPOSE

1. To invest or acquire any interest in any business firm, or company engaged in the manufacture of ceramic products or other allied industries: to accommodate, act as co-obligor or guarantee the obligation of any person, firm or entity in which the corporation may have a lawful interest without necessarily engaging as a surety broker; to act as financial, commercial or general agent or representative, or to undertake the general management for any person, corporation, or other judicial entity, in carrying on any transactions or negotiation, provided that the corporation shall not exercise the functions of a trust corporation, and provided further, that it shall not include the management of funds, securities portfolio and similar assets of such corporation and entities. (As amended on April 29, 1977). (As amended 30 May 2008).

2. To cooperate with any person or company carrying on or any business which this corporation is authorized to carry on or any business capable of being conducted so as directly or indirectly to benefit this corporation in accordance with existing laws;

3. To establish and maintain such stores, hostelries, establishments or offices necessary in the Philippines or elsewhere for the accomplishment of the primary purpose;

4. To enter into, make and perform contracts of every kind and to borrow money, issue, accept, endorse and execute promissory notes, drafts, bills of exchange, warrants, bonds, and other negotiable documents, including the issuance of convertible subordinated debentures to such existing shareholders of the corporation as the Board of Directors may deem proper, which convertible subordinated debentures shall be subject to the following terms and conditions:

a. the convertible subordinated debentures shall be issued in units valued at One Hundred Thousand Pesos (Php100,000.00) each unit;

(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,

<p>b. the convertible subordinated debentures may be converted into preferred shares of the corporation, at the sole option of the holder, starting from the fifth (5th) anniversary up to the thirteenth (13th) anniversary of their issuance, with such conversion exercisable every quarter. The conversion price shall be TEN CENTAVOS (Php0.10) per share;</p> <p>c. the convertible subordinated debentures shall have a coupon rate of two percent (2%) per annum, the same to accrue until conversion of the convertible subordinated debentures into preferred shares, provided that there shall be no interest on accrued interest;</p> <p>d. such other terms and conditions as the Board of Directors of the corporation may deem proper to include. (As amended on March 15, 2007).</p> <p>5. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concessions or cooperation with any person, firm, partnership, corporation or entity in the carrying out of any business which the corporation is authorized to undertake or any transaction deemed necessary or incidental to effectuate the objects of the corporation;</p> <p>6. To acquire or obtain from any governmental authority or any corporation, company or person, such characters, franchises, licenses, rights, privileges and concessions, which may be conducive to the attainment of any of the objects of the corporation;</p> <p>7. To purchase, acquire, sell and convey, to the extent allowed by law, such real and personal properties as may be necessary for the proper conduct of the corporate business including patents, trademarks, tradenames, easements and/or the enhancement of the value of the business of the corporation; (As amended 30 May 2008).</p> <p>8. To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firms, corporation, association, or other entity, to conduct in any lawful manner the business so acquired and to exercise all the powers necessary of incidental to the proper</p>	<p>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.</p> <p>(5) To finance, enter into, or perform contracts and agreements in connection or furtherance of any of the foregoing.</p> <p>(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 Corporation under law.</p> <p>(7) Without in any way limiting the powers of the Corporation, 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.</p> <p>(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.</p>
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<p>conduct, management and carrying out of such business;</p> <p>9. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness and to secure the repayment thereof by mortgage, pledge, deed of trust, or lien upon the properties of the corporation, or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment of properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;</p> <p>10. To purchase, acquire, hold, dispose of an otherwise deal in shares, stocks, bonds, securities and other evidences of indebtedness, created by any company having objects altogether or is part similar to those of this corporation and while the owner and holder thereof, to exercise all the rights and incidence of ownership, including the right to vote the same to receive, collect and dispose of the interests, dividends and income therefrom;</p> <p>11. To conduct the business of general bonded warehouse and to build, purchase, lease or otherwise acquire, build and maintain all such structures, warehouses, lighters, launches, trucks and other facilities as may be necessary for the furtherance of its business or warehousing and/or customs broker (As amended on March 15, 1965).</p> <p>12. To do and perform all work and things necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation, including the exercise of the power, authorities and attributes conferred upon corporations organized under the laws of the Philippines in general and upon domestic corporation of like nature in particular.</p> <p>The foregoing clauses are to be construed both as both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation.</p>	
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<p>Article IV</p> <p>That the term for which said corporation is to exist is fifty (50) years from November 5, 2013 or up to November 5, 2063. (As amended by the Board if Directors in its meeting held on 25 January 2013 and by the Stockholders in their meeting held on 08 March 2013)</p>	<p>Article IV</p> <p>The Corporation shall have perpetual existence.</p>
<p>Article VII</p> <p>SEVENTH: That the authorized capital stock of the said Corporation is THREE HUNDRED TWENTY SEVEN MILLION SIX HUNDRED THOUSAND PESOS (P327,600,000.00), Philippine Currency, divided into ONE BILLION TWO HUNDRED MILLION (1,200,000,000) common shares with par value of TWO AND THREE-TENTHS CENTAVOS (P0.023) per share, and THREE BILLION (3,000,000,000) preferred shares with par value of TEN CENTAVOS (PhP0.10) per share. (As amended by the Board of Directors in its meeting held on 25 November 2011 and by the Stockholders in their meeting held on 12 January 2012).</p> <p>The preferred shares shall have the following features:</p> <ol style="list-style-type: none"> <li>1. The preferred shares shall have the same voting rights as common shares.</li> <li>2. The preferred shares shall have the same dividend rights as common shares.</li> <li>3. In the event of liquidation, dissolution, receivership, bankruptcy, or winding up of the affairs of the corporation, voluntary or involuntary, except in the case of merger or consolidation, the holders of the preferred shares shall be entitled to be paid in full, at par, or ratably, insofar as the assets of the corporation will permit, for each share of preferred shares held together with the accumulated and unpaid dividends thereon, in Philippine currency, to the date of distribution, before any distribution shall be made to the holders of common stock; the remaining assets of the corporation shall be apportioned to the holders of the common stock. (As amended on March 15, 2007).</li> </ol>	<p>Article VII</p> <p>SEVENTH: That the capital stock of the said Corporation is Two Billion Pesos (P2,000,000,000.00), Philippine currency, divided into Twenty Billion (20,000,000,000) common shares with a par value of Ten Centavos (P0.10), Philippine currency, per share.</p> <p>No stockholders of the Corporation shall have any pre-emptive or preferential right to subscribe for the remaining portion of the capital stock nor a pre-emptive or preferential right to subscribe for any increase thereof.”</p>

Upon a motion duly seconded, the stockholders approved the amendments of Articles and By Laws as presented.

**D. Delegation to the Board of Directors of the authority to power and authority to determine the manner of subscription on the increase in authorized capital stock**

A motion to delegate to the Company's Board of Directors the power and authority to determine the manner of subscription on the increase in authorized capital stock was duly presented and seconded. The Chairman, thereafter, called the motion as carried.

**E. Election of Directors**

Next in the Agenda is the election of directors. The Chairman called the Corporate Secretary to announce the nominees, as follows:

- a. Mr. Lucio L. Co
- b. Ms. Camille Clarisse P. Co
- c. Mr. Robin Chua
- d. Mr. Jose Paulino Santamarina
- e. Ms. Janelle Uy
- f. Mr. Enrico Cruz as Independent Director
- g. Mr. Bienvenido Laguesma as Independent Director

There being no other nominees and there were only seven nominees for the seven seats, on a motion duly made and seconded, the Chairman directed the Corporate Secretary to cast all votes of all those present and represented stockholders equally among the nominees who were thereby unanimously elected as members of the Board of Directors for a term of one year or until their successors have been elected and qualified.

**F. Appointment of External Auditor**

Upon a motion made and duly seconded, the stockholders approved the appointment of RG Manabat & Company, KMPG, as External Auditor of the Company for fiscal year ending December 31, 2020 for the remuneration of P150,000.00.

**G. Approval of the 2019 Audited Financial Statements**

Upon a motion made and duly seconded, the stockholders approved the 2019 Audited Financial Statements of the Company. The 2019 Audited Financial Statements was disseminated by posting in the Company's website and as a Company Announcement in the PSE Edge System.

**H. Adjournment**

There being no other matters to be discussed, the meeting was adjourned at 11 am.

Certified Correct:

Cany H. Dacanay – Datuon  
Corporate Secretary

Attested by:

Lucio L. Co  
Chairman and President