

Remarks**C06182-2021**

- As previously announced, please be advised that the change in the par value of the shares of The Keepers Holdings, Inc. ("KEEPER" or the "Company") from Php0.023 per share to Php0.10 per share will be reflected on the PSE systems effective on Monday, September 13, 2021. As announced in Disclosure Notice No. DN00094-2021 dated July 8, 2021, the trading of the Company's shares was suspended due to its non-compliance with the required minimum public ownership under the Exchange's existing rules and guidelines.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

- Date of Report (Date of earliest event reported)
Sep 9, 2021
- SEC Identification Number
24015
- BIR Tax Identification No.
000-282-553
- Exact name of issuer as specified in its charter
Da Vinci Capital Holdings, Inc.
- Province, country or other jurisdiction of incorporation
Manila, Philippines
- Industry Classification Code(SEC Use Only)
- Address of principal office
No. 900 Romualdez St., Paco, Manila
Postal Code
1007
- Issuer's telephone number, including area code
(632) 8522-8801 to 04
- Former name or former address, if changed since last report
None
- 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	1,124,999,969

- Indicate the item numbers reported herein
Other Matters

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.

Da Vinci Capital Holdings, Inc.

DAVIN

PSE Disclosure Form 4-12 - Change in Par Value References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Change in Par Value from Php0.023 to Php0.10 of The Keepers Holdings, Inc. (formerly, Da Vinci Capital Holdings Inc.)

Background/Description of the Disclosure

Attached in this amended disclosure is the Formula on How to Compute the Number of Shares after the Change in Par Value. However, the Company wishes to emphasize that the formula on how to compute the number of shares applies only to 258,750,305 outstanding shares of the Company prior to the Share Swap with Cosco Capital, Inc.

For the series of events prior to the foregoing changes, kindly refer to Company's disclosure dated September 3, 2021.

Date of Approval by Board of Directors	Oct 26, 2020
Date of Approval by Stockholders	Nov 20, 2020
Date of Approval by Securities and Exchange Commission	Jun 30, 2021
Previous Par Value	Php0.023
New Par Value	Php0.10

Rationale for the change in par value of the Issuer's shares

To make the share price more accessible to individual retail investors and to help improve in trading volume and liquidity.

Effects on Capital Structure

Issued Shares

Type of Security /Stock Symbol	Before	After
Common share / KEEP R	1,124,999,969	258,750,305

Outstanding Shares

Type of Security /Stock Symbol	Before	After
Common share / KEEP R	1,124,999,969	258,750,305

Treasury Shares

Type of Security /Stock Symbol	Before	After
-	-	-

Listed Shares

Type of Security /Stock Symbol	Before	After
Common shares / KEEP	1,124,999,969	258,750,305

Procedure(s) for updating stock certificates**Details of Stock Transfer Agent**

Name	BDO Unibank, Inc.
Address	15/F South Tower, BDO Corporate Center, H.V Dela Costa St. cor. Makati Avenue, Makati City
Contact Person	Oliver L. Galvez

Inclusive dates when the old stock certificates can be replaced

Start Date	Oct 1, 2021
End Date	TBA

Documentary requirements**Individual Shareholders**

Please see attached Guidelines on The Keepers Holdings, Inc.'s Replacement of Stock Certificates and Formula to Compute the New Number of Shares.

Corporate Shareholders

Please see attached Guidelines on The Keepers Holdings, Inc.'s Replacement of Stock Certificates and Formula to Compute the New Number of Shares.

Date of availability of new stock certificates	Oct 1, 2021
---	-------------

Procedures in case of lost stock certificates

Please see attached Guidelines on The Keepers Holdings, Inc.'s Replacement of Stock Certificates and Formula to Compute the New Number of Shares.

Other Relevant Information

Note that the issued and outstanding shares of the Company being referred hereto includes 312.13 additional common shares of The Keepers Holdings, Inc. resulting from the treatment of fractional shares which the Securities and Exchange Commission approved on June 30, 2021.

Filed on behalf by:

Name	Candy Dacanay-Datuon
Designation	Corporate Secretary

GUIDELINES ON THE KEEPERS HOLDINGS, INC.'S REPLACEMENT OF STOCK CERTIFICATES

These Guidelines are issued in connection with the approval by the Securities and Exchange Commission (“SEC”) on 30 June 2021 (“**Approval Date**”) of the amendments to (a) Article First and (b) Article Seventh of the Amended Articles of Incorporation of The Keepers Holdings, Inc. (“**KEEPR**”) consisting of (a) change in the corporate name from “Da Vinci Capital Holdings, Inc.” to “The Keepers Holdings, Inc.”; and (b) the increase in the par value of the common shares of KEEP R from ₱0.023 per share to ₱0.10 per share (the “**Reverse Stock Split**”).

I. REVERSE STOCK SPLIT

Pursuant to the Reverse Stock Split, the number of common shares shall be reduced at a ratio of 1 share for every 4.348 shares, and the par value of such reduced number of common shares shall be adjusted to ₱0.10 per share.

II. TOP-UP PLAN FOR THE RESULTING FRACTIONAL SHARES

Without taking into account the increase in the authorized capital stock of KEEP R (which was approved by the SEC at the same time as the Reverse Stock Split), the increase in par value of the shares of stock of KEEP R results in the decrease in the number of authorized shares, as well as the number of outstanding shares. Each multiple of 4.348 common shares with a par value of ₱0.023 per share, will be reduced to 1 share with a par value of ₱0.10 per share.

Following the Reverse Stock Split, the resulting fractional shares shall be rounded up to a whole share. For purposes of restoring the fractional shares to whole shares, Cosco Capital, Inc. paid for the difference between the par value of one (1) whole share and the value of a fractional share.

III. REPLACEMENT OF STOCK CERTIFICATES

Beginning October 1, 2021, KEEP R shall cause its stock transfer agent, BDO Unibank, Inc.-Trust and Investments Group (“**Transfer Agent**”), to issue new stock certificates bearing the (a) new corporate name; and (b) new par value of KEEP R’s common shares and the new number of shares due to the Reverse Stock Split (the “**New Stock Certificates**”) against the surrender of the stock certificates bearing the corporate name and par value of said shares prior to the above-stated amendments to the Articles of Incorporation (the “**Original Stock Certificates**”).

The Original Stock Certificates will no longer be honored for trading unless these are first surrendered to the Transfer Agent for the replacement of the New Stock Certificates.

Stockholders of KEEP R are encouraged to cause the replacement of their Original Stock Certificates with New Stock Certificates, even if they do not intend to trade the shares yet.

Stockholders will not be charged any fee for having their Original Stock Certificates replaced. If a stockholder desires to split an Original Stock Certificate into more than that one (1) certificate, he shall be charged a reasonable fee for every New Stock Certificate to be issued in excess of the first New Stock Certificate. In the case of stockholders holding several stock certificates, the Transfer Agent will consolidate their certificates into one New Stock Certificate, unless otherwise instructed or indicated in their notice to the Transfer Agent.

IV. PROCEDURES ON REPLACEMENT OF STOCK CERTIFICATES

A. For Individual Stockholders

1. Stockholders must submit a letter requesting for the change of Old Stock Certificate(s) to the Transfer Agent with the following contact details:

BDO Unibank, Inc. - Trust and Investments Group
15/F South Tower, BDO Corporate Center, H.V Dela Costa St. cor.
Makati Avenue, Makati City
8-878-4695

2. Stockholders must surrender the Old Stock Certificate(s) for replacement to the Transfer Agent, through any of the following:

- a. By personal appearance

Individual shareholders who will personally surrender their Old Stock Certificate(s) and claim their New Stock Certificate(s) will be required to present two (2) valid government issued identification cards bearing the stockholder's photograph and specimen signature, and submit two (2) copies of the identification cards to the Transfer Agent.

- b. Through authorized representatives

The Old Stock Certificate(s) may be surrendered and the New Stock Certificate(s) may be claimed by a representative of the stockholder upon (i) presentation by the representative of two (2) valid government issued identification cards, bearing the representative's photograph and specimen signature; and (ii) submission by the representative to the Transfer Agent of: (a) an original copy of an authorization letter for individual stockholders, and (b) two (2) photocopies of the identification cards presented by representative to the Transfer Agent.

Note: If the shareholder's signature does not tally with the record of the Transfer Agent, personal appearance of the stockholder will be required.

- c. The New Stock Certificate must be picked-up by the shareholder or his authorized representative.

- d. For purposes of updating the stock transfer records, Individual Stockholders will be requested to accomplish a signature card and must submit copies of two (2) valid government issued identification cards.

B. For Corporate Stockholders

1. Stockholders must submit a letter requesting the change of Old Stock Certificate(s) to the Corporation's Transfer Agent with the following contact details:

BDO Unibank, Inc. - Trust and Investments Group
15/F South Tower, BDO Corporate Center, H.V Dela Costa St. cor.
Makati Avenue, Makati City
8-878-4695

2. Stockholders must surrender the Old Stock Certificate(s) for replacement to the Transfer Agent, through any of the following:

- a. Through authorized representatives

The Old Stock Certificate(s) may be surrendered and the New Stock Certificate(s) may be claimed by a representative of the corporate stockholder upon (i) presentation by the representative of two (2) valid government issued identification cards bearing the representative's photograph and specimen signature; and (ii) submission by the representative to the Transfer Agent of: (a) a duly notarized Secretary's Certificate for corporate stockholders and (b) two (2) photocopies of the identification cards presented by representative to the Transfer Agent (c) authorization letter signed by the authorized signatory/s of the Company.

The Secretary's Certificate must state the name of the authorized representative and must bear the specimen signature/s of such representative/s.

- b. Specimen signature card of the authorized signatory/ies authenticated by the Corporate Secretary and photocopy of two valid government issued ID's of the authorized signatory/ies Certified as True Copy by the Corporate Secretary
- c. New Stock Certificate is subject for pick up.

3. For purposes of updating the stock transfer records, corporate stockholders shall submit a copy of the latest Articles of Incorporation, By-Laws and General Information Sheet, and a duly notarized Secretary's Certificate naming all the authorized signatories of the corporate stockholder with their corresponding specimen signatures appearing thereon. A photocopy of each signatory's valid identification cards with photograph thereon must also be submitted.

V. PROCEDURE FOR LOST STOCK CERTIFICATES

In case of lost, stolen or destroyed stock certificate(s), the stockholder is required to submit a duly Notarized Affidavit of Loss and an Affidavit of Publication certifying that the publication was made once a week for three (3) consecutive weeks in a newspaper of general circulation.

- a. A sample cut-out of the published details of the certificate must accompany the Affidavit of Publication.
- b. Replacement of lost, stolen or destroyed stock certificate(s) will be made after one (1) year from the last day of publication.
- c. If the stockholder wishes to expedite the replacement, a surety bond must be submitted, insuring 200% of the value of the lost shares with any non-life insurance company.

FORMULA ON HOW TO CONVERT THE SHARES OF THE KEEPERS HOLDINGS, INC. FROM P0.023 TO P0.10 PAR VALUE AND THE TREATMENT OF RESULTING FRACTIONAL SHARES

Formula:

$$\text{_____ (number of shares) x 0.023 / 0.10}$$

Sample:

$$1,000 \text{ shares} \times 0.023 = 23$$

$$23 / 0.10 = 230 \text{ shares}$$

The previous 1,000 common shares at P0.023 par value will now be 230 common shares at P0.10 par value.

In case of resulting fractional shares, round up the number to make it whole again, as shown below:

Formula:

$$\text{_____ (number of shares) x 0.023 / 0.10}$$

Sample:

$$1,550 \text{ shares} \times 0.023 = 35.65$$

$$35.65 / 0.10 = 356.50 \uparrow = 357 \text{ common shares}$$

The previous 1,550 common shares at P0.023 par value will now be 357 common shares at P0.10 par value.

For more questions, please contact Ms. Cecil Calderon by sending email at thekeepersph@gmail.com or call/text 09178612459.