

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

1. Date of Report (Date of earliest event reported)
Apr 28, 2022
2. SEC Identification Number
24015
3. BIR Tax Identification No.
000-282-553
4. Exact name of issuer as specified in its charter
The Keepers Holdings, Inc.
5. Province, country or other jurisdiction of incorporation
Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
No. 900 Romualdez St., Paco, Manila
Postal Code
1007
8. Issuer's telephone number, including area code
09178612459
9. Former name or former address, if changed since last report
Da Vinci Capital Holdings, Inc.
10. 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 shares	14,508,750,313

11. 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.

The Keepers Holdings, Inc.

KEEPR

PSE Disclosure Form 4-4 - Amendments to By-Laws References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure
Amendment of By-Laws of The Keepers Holdings, Inc.
Background/Description of the Disclosure
Amendment of By-Laws of The Keepers Holdings, Inc.

Date of Approval by Board of Directors	Apr 28, 2022
Date of Approval by Stockholders	TBA
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
Article 1 Section 2 (2)	Please see attached	Please see attached
Article II Section 1	Please see attached	Please see attached
Article II Section 3	Please see attached	Please see attached
Article II Section 6 (1)	Please see attached	Please see attached
Article III Section 1 (2)	Please see attached	Please see attached

Rationale for the amendment(s)
To improve corporate governance practices of the company and for the board to have flexibility in holding stockholders and board meetings.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None

Other Relevant Information

None

Filed on behalf by:

Name	Candy Dacanay-Datuon
Designation	Corporate Secretary

Amendment of Bylaws of The Keepers Holdings, Inc.

<i>From</i>	<i>To</i>
<p><i>Section 2 Article 1 (2)</i></p> <p>The Stock and Transfer Book shall be closed for transfer during five (5) days before the annual general elections, and likewise during five (5) days immediately preceding the declaration of dividends; but it shall continue to be subject to the inspection of the stockholders during office hours even if the books is closed for transfer in the two cases above-mentioned.</p>	<p><i>Section 2 Article 1 (2)</i></p> <p>The stock and transfer book shall be closed for transfer at least <u>twenty (20) days</u> for regular meetings and <u>seven (7) days</u> for special meetings before the scheduled date of the stockholders meeting.</p>
<p><i>Section 1 Article II</i></p> <p>The annual meeting of the Stockholders, whether regular or special, shall be held in the city or municipality where the principal office of the corporation is located, and if practicable in the office of the corporation on any day of May of each year.</p>	<p><i>Section 1 Article II</i></p> <p>The annual meeting of the Stockholders, whether regular or special, shall be held in the city or municipality where the principal office of the corporation is located, and if practicable in the office of the corporation on any day of May of each year.</p> <p><u>The Corporation may conduct physical or entirely virtual meetings subject to the applicable guidelines of the Securities and Exchange Commission.</u></p>
<p><i>Section 3 Article II</i></p> <p>Notice of the time and place of annual as well as special meeting of the stockholders shall be given either personally or by registered mail to those having addresses in the Philippines, and by registered air mail to those having addresses outside the Philippines, addressed to each stockholder of record entitled to vote and to notice of such meeting, at the address left by such stockholder with the Secretary of the Corporation or at his last known post office address at least 30 days before the date set for such meeting. The notice of every special meeting shall state briefly the purpose of the meeting, and no other business shall be acted upon at such meeting except by the consent of all stockholders of the Corporation entitled to vote and be present at such meeting. Notices of meeting need not be published in the newspaper except when necessary to comply with the special requirements of the Corporation Law.</p>	<p><i>Section 3 Article II</i></p> <p><u>Notices for regular or special meetings of stockholders shall be sent to stockholders by electronic transmission or by such other means the Securities and Exchange Commission shall allow under its guidelines. The notice shall be sent to stockholders on record twenty-one (21) days before the regular meeting and seven (7) days before the special meeting.</u></p> <p><u>The notice shall state the date, hour, place, and purposes for which the meeting is called.</u></p> <p><u>Electronic transmission means the delivery or transfer of data, information, or document by electronic email, posting on the company website and the Philippine Stock Exchange disclosure system, or such other means of electronic transfer of data or information.</u></p> <p>Notices of meeting need not be published in the newspaper except when necessary to</p>

	comply with the special requirements of the Corporation Law.
<p><i>Section 6 Article II (1)</i></p> <p>At every stockholders' meeting, every stockholder is entitled to vote shall be entitled to one (1) vote for each share of stock registered in his name in the books of the Corporation; provided, however, that in the case of the election of directors, every stockholder entitled to vote shall be entitled to cast his vote at his option in accordance with the provision of the Corporation Law in such case made and provided.</p>	<p><i>Section 6 Article II (1)</i></p> <p>A stockholder may vote in person, by proxy, <u>through remote communication, or in absentia</u> subject to the applicable guidelines of the Securities and Exchange Commission.</p> <p>Every stockholder is entitled to vote shall be entitled to one (1) vote for each share of stock registered in his name in the books of the Corporation; provided, however, that in the case of the election of directors, every stockholder entitled to vote shall be entitled to cast his vote at his option in accordance with the provision of the Corporation Law in such case made and provided.</p>
<p><i>Section 1 Article III (2)</i></p> <p>The Board of Directors shall hold regular quarterly meetings, to be attended by the Directors either in person or through teleconference, subject to compliance with the appropriate guidelines set forth in SEC Memorandum Circular No. 15, Series of 2001, and/or such other rules, directives or guidelines to be issued by the SEC governing the attendance of directors in board meetings through teleconferencing, at such time and place as the Board of Directors may prescribe. Special meeting may be called by the Chairman of the Board or by written requests of two (2) Directors to be attended by the Directors either in person or through teleconference, subject to compliance with the appropriate guidelines set forth in SEC Memorandum Circular No. 15, Series of 2001, and/or such other rules, directives or guidelines to be issued by the SEC governing the attendance of directors in board meetings through teleconferencing. Notices of all special meetings of the Board of Directors shall be mailed to each director at his last known address, or be delivered to him personally or by facsimile at least seven (7) days previous to the date fixed for the meeting. No notice need be given of regular meetings of the Board of Directors held at the time and the place previously fixed by the Board.</p>	<p><i>Section 1 Article III</i></p> <p><u>The Board of Directors shall meet at least six (6) times per calendar year. The dates of which shall be set at the beginning of the year. The Board of Directors may hold special meetings upon the request of the Chairman, President, or majority of the Directors.</u></p> <p><u>Meetings of the Board of Directors shall be presided over by the Chairman or, in his absence, by any other director chosen by the Board.</u></p> <p><u>Meetings of the Board of Directors may be conducted in person or through remote communications such as videoconferencing, teleconferencing, or other alternative modes of communication allowed by the Securities and Exchange Commission.</u></p> <p><u>Notice of the regular or special meetings of the Board, specifying the date, time, and place of the meeting, shall be communicated by the Secretary to each director personally, by electronic mail, or any other suitable means of sending notice. A director may waive this requirement, either expressly or impliedly.</u></p>

COVER SHEET

0 0 0 0 0 2 4 0 1 5

SEC Registration Number

THE KEEPERS HOLDINGS, INC.
FORMERLY 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)

(632) 8522-8801 to 04

(Company Telephone Number)

1 2

Month

3 1

Day

SEC FORM 17-C

(Form Type)

0 5 3 0

(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



**The Keepers
Holdings**

April 28, 2022

Securities and Exchange Commission
PICC Complex, Roxas Boulevard, Pasay City

Attention: Mr. Vicente Graciano P. Felizmenio, Jr.
Director, Markets and Securities and Regulation Department

Philippine Stocks Exchange
6/F, PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: Ms. Alexandra D. Tom Wong
Officer in Charge, Disclosure Department

Re: Result of The Keepers Holdings Board Meeting dated April 28, 2022

Gentlemen:

Please be informed that the Board of Directors of The Keepers Holdings, Inc. approved amending the company's bylaws at its special meeting today. For the details, please see attached SEC-17 C.

Thank you.

Very truly yours,


CANDY H. DACANAY – DATUON
Assistant Corporate Secretary

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	April 28, 2022
SEC Identification Number	24015
BIR Tax Identification Number	000-282-553
Name of Issuer as specified in its charter	THE KEEPERS HOLDINGS, INC.
Address of principal office and postal code	No. 900 Romualdez St., Paco, Manila, 1007
Industry Classification Code	
Issuer's Telephone Number	0917 861 2459
Former Name	Da Vinci Capital Holdings, Inc.
Securities registered pursuant to Section 8 and 12 of the SRC or Sections 4 and 8 of the RSA	Number of Common Shares – 14,508,750,313
Indicate the item numbers reported therein	Other Matters/Event

Other Matters:

In its special meeting today, the Board of Directors of The Keepers Holdings, Inc. approved the amendment to the company's bylaws. The details of the amendments are in the table below:

<i>From</i>	<i>To</i>
<p><i>Section 2 Article 1 (2)</i></p> <p>The Stock and Transfer Book shall be closed for transfer during five (5) days before the annual general elections, and likewise during five (5) days immediately preceding the declaration of dividends; but it shall continue to be subject to the inspection of the stockholders during office hours even if the books is closed for transfer in the two cases above-mentioned.</p>	<p><i>Section 2 Article 1 (2)</i></p> <p>The stock and transfer book shall be closed for transfer at least <u>twenty (20) days</u> for regular meetings and <u>seven (7) days</u> for special meetings before the scheduled date of the stockholders meeting.</p>
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<p><i>Section 3 Article II</i></p> <p>Notice of the time and place of annual as well as special meeting of the stockholders shall be given either personally or by registered mail to those having addresses in the Philippines, and by registered air mail to those having addresses outside the Philippines, addressed to each stockholder of record entitled to vote and to notice of such meeting, at the address left by such stockholder with the Secretary of the Corporation or at his last known post office address at least 30 days before the date set for such meeting. The notice of every special meeting shall state briefly the purpose of the meeting, and no other business shall be acted upon at such meeting except by the consent of all stockholders of the Corporation entitled to vote and be present at such meeting. Notices of meeting need not be published in the newspaper except when necessary to</p>	<p><i>Section 3 Article II</i></p> <p><u>Notices for regular or special meetings of stockholders shall be sent to stockholders by electronic transmission or by such other means the Securities and Exchange Commission shall allow under its guidelines. The notice shall be sent to stockholders on record twenty-one (21) days before the regular meeting and seven (7) days before the special meeting.</u></p> <p><u>The notice shall state the date, hour, place, and purposes for which the meeting is called.</u></p> <p><u>Electronic transmission means the delivery or transfer of data, information, or document by electronic email, posting on the company website and the Philippine Stock Exchange disclosure system, or such other means of electronic transfer of data or information.</u></p> <p>Notices of meeting need not be published in the newspaper except when necessary to comply with the special requirements of the Corporation Law.</p>

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The foregoing amendment of bylaws will be presented to stockholders for their approval.

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.

THE KEEPERS HOLDINGS, INC.


ATTY. CANDY B. DACANAY- DATUON
Assistant Corporate Secretary and Compliance Officer