

COVER SHEET

0000024015

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

09178612459

(Company Telephone Number)

1231

Month Day

SEC FORM 17-C

(Form Type)

0530

Month Day

(Secondary License Type, If Applicable)

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

* SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

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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 30, 2023
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	0917-8612459
Former Name	<i>Da Vinci Capital Holdings, Inc.</i>
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

**SEC 17-C Result of Annual Stockholders Meeting of
The Keepers Holdings, Inc. held on May 30, 2023 via Zoom Meeting**

Number of Common Shares Issued and Outstanding as of Record Date: **14,508,750,313**
Number of Stockholders Present: **12,947,592,394 (89.24%)**

A. Attendance:

1. Stockholders representing 12,947,592,394 shares attended the meeting by remote communication, proxy, and *in-absentia*, or 89.24% of the total outstanding shares.

2. The following directors and executive officers attended the meeting:

a.	Mr. Lucio Co	Regular Director
b.	Mr. Jose Paulino Santamarina	Regular Director
c.	Ms. Camille Clarisse Co	Regular Director
d.	Ms. Jannelle Uy	Regular Director
e.	Mr. Robin Derrick Chua	Regular Director
f.	Mr. Enrico Cruz	Independent Director
g.	Mr. Edgardo Lacson	Independent Director
h.	Ms. Imelda Lacap	Comptroller
i.	Ms. Abigail Lintag	Internal Auditor
j.	Ms. Editha Alcantara	Treasurer
k.	Mr. John Marson Hao	Investor Relations Officer
l.	Mr. Leonardo Dayao	Cosco Capital President
m.	Mr. Roberto Juanchito Dispo	Cosco Capital Director
n.	Mr. Teodoro Polinga	Cosco Capital Comptroller
o.	Representatives from External Auditor, RG Manabat & Co. (KPMG)	
p.	Representatives from Stock Transfer Agent, BDO Trust	

B. Result of Votes per Item Agenda Approved during the Annual Meeting:

Items	For	Against	Abstain	Total Votes	%
Approval of the Minutes of the previous Stockholders Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management in 2022	12,947,592,394	0	0	12,947,592,394	100.00%
Approval of 2022 Annual Report and Consolidated Audited Financial Report	12,947,592,394	0	0	12,947,592,394	100.00%
Re-Appointment of RG Manabat & Company as External Auditor of the Company and its subsidiaries with up to P1.2 million fee	12,947,592,394	0	0	12,947,592,394	100.00%
Election - Lucio L. Co	12,943,014,394	4,578,000	0	12,947,592,394	99.96%
Election - Jose Paulino L. Santamarina	12,943,512,394	4,080,000	0	12,947,592,394	99.97%
Election - Camille Clarisse P. Co	12,940,226,840	7,365,554	0	12,947,592,394	99.94%
Election - Jannelle O. Uy	12,940,226,840	7,365,554	0	12,947,592,394	99.94%
Election - Robin Derrick C. Chua	12,940,226,840	7,365,554	0	12,947,592,394	99.94%
Election - Enrico S. Cruz	12,947,592,394	0	0	12,947,592,394	100.00%
Election - Edgardo G. Lacson	12,947,592,394	0	0	12,947,592,394	100.00%

Please see below the business profiles of the newly-elected directors of the Company:

Lucio L. Co, Filipino, 68 years old

Mr. Co has been the Chairman of the Board of the Company since 2013. Mr. Co is currently 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 also the Chairman of Alcorn Petroleum and Minerals Corporation, Entenso Equities, Inc., NE Shopping Centers Corporation, PG Holdings, Inc., Pajusco Holdings Corporation, Puregold Duty Free (Subic), Inc., Puregold Finance, Inc., Puregold Realty Leasing & Management, Inc., San Jose City I Power Corp., Makabayan

Holdings Incorporated, Union Energy Corporation, and Union Equities, Inc. He is a Director of these companies: Bacolod Real Estate Development Corporation, 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, Illido Management Corporation, KMC Realty Corporation, Negros Water Company, Patagonia Holdings Corp., PPCI Subic, Inc., S&R Pizza Harbor Point, Inc., S&R Pizza, Inc., and VS Grial Power Corporation. He is a member of the Board of Trustees of Luis Co Chi Kiat Foundation, Inc. Mr. Co holds positions in other PSE-listed companies: Chairman of Cosco Capital, Inc. and Puregold Price Club, Inc. and Director of Philippine Bank of Communications. Mr. Co has been an entrepreneur for the past 40 years.

Mr. Jose Paulino L. Santamarina, Filipino, 59 years old

Mr. Santamarina was elected President of the Company on February 19, 2021. He was the former 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. And before Premier, Mr. Santamarina was the Chief Financial Officer (1988-1996) 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. He started as an auditor for the professional firm SGV from 1984 to 1988. He concurrently holds directorship and 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 Grial Power Corporation. Mr. Santamarina graduated from Ateneo de Davao University with a Bachelor of Science in Accountancy degree in 1984. He is a Certified Public Accountant.

Ms. Camille Clarisse P. Co, Filipino, 34 years old

Ms. Co has been one of the Directors of the Company since 2020. Ms. Co is currently the Chairman and President of Meritus Prime Distributions, Inc., one of the subsidiaries of the Company. 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.

Ms. Jannelle O. Uy, Filipino, 34 years old

Ms. Uy has been one of the Directors of the Company since 2020. Ms. Uy is the Chairman and President of Montosco, Inc., one of the subsidiaries of the Company. Her previous experience includes working as a Key Account Manager at Unilever Philippines from 2009 to 2013. She graduated from De La Salle University with a degree in Applied Corporate Management in 2009.

Mr. Robin Derrick C. Chua, Filipino, 33 years old

Mr. Chua has been one of the Directors of the Company since 2020. Mr. Chua has been the Managing Director of Premier Wine and Spirits, Inc., one of the subsidiaries of the Company, 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 graduated from Ateneo de Manila University with a degree of Bachelor in Management and a Minor in Entrepreneurship in 2012.

Mr. Enrico S. Cruz, Filipino, 65 years old

Mr. Cruz has been an Independent Director of the Company since 2020. Mr. Cruz is currently an Independent Director of Security Bank Corporation, where he is also the Chairman of the Risk Oversight Committee and Vice Chairman of the Audit Committee, Member Nominations, Remuneration Committee, and Finance Committee. He is the incumbent Vice Chairman and a member of the 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, and Risk Oversight Committees. Mr. Cruz is also an Independent Director of Maxicare Corporation and a member of the Audit and Related Party Transactions Committees. He is also an Independent Director of DITO CME Holdings Corp., Maxilife Insurance Corporation, Inc., and Robinsons Retail Holdings, Inc. He is part of the Board of Directors of CIBI Information Inc. Mr. Cruz's 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 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. The UP College of Business named him a Distinguished Alumnus in 2008 and a Distinguished Alumnus Awardee by the UP School of Economics Alumni Association.

Mr. Edgardo G. Lacson, Filipino, 79 years old

Mr. Lacson is currently the Chairman of Employers' Confederation of the Philippines, MIL Export Philippines, Inc. and Metrostores, Inc., President of MIS Maritime Corporation, Marine Industry Supply Corp., Safe Seas Shipping Agency Co., Inc., Director of Link Edge, Independent Director of Global Ferronickel Holdings, Inc. and Double Dragon Meridian Park – REIT, and a Member of the Board of Trustees of the University of Makati. He served as Independent Director of Puregold Price Club, Inc. from 2011 to 2022, Trustee of the Philippine Interisland Shipping Association from 1994 to 2022, and Director of The Philippine Stock Exchange from 2011 to 2017. He graduated from the Dela Salle College in 1965 with a degree of Bachelor of Science, major in Accounting, and an MBA candidate. Mr. Lacson is a Certified Public Accountant. This is the first time Mr. Lacson is nominated as an Independent Director of the Company.

C. Minutes of the 2023 Annual Stockholders' Meeting

For the draft Minutes of the Company's 2023 Annual Stockholders Meeting, please refer to ***Annex "A"*** hereof.

-end-



Minutes of the Annual Stockholders' Meeting of
THE KEEPERS HOLDINGS, INC.
 May 30, 2023 via Zoom Meeting

ATTENDANCE:

<u>STOCKHOLDERS PRESENT/REPRESENTED</u>	<u>NO. OF SHARES</u>	<u>PERCENTAGE</u>
Remote Communication	12,947,592,394	89.24%
*TOTAL ATTENDANCE	12,947,592,394	89.24%

The Chairman of the Board and the Annual Stockholders' Meeting, Mr. Lucio L. Co, welcomed the stockholders, directors, and officers of The Keepers Holdings, Inc. He thanked them for attending the annual stockholders' meeting.

A. Call to Order and Proof of Notice and Quorum

Mr. Co called the meeting to order. He asked the Assistant Secretary, Atty. Candy H. Dacanay – Datuon, who was appointed to be the Secretary of the meeting, if there is a quorum in the annual stockholders' meeting. Atty. Candy H. Dacanay - Datuon replied that notices of the Annual Stockholders' Meeting were disseminated to all Stockholders of record of the Company following the pertinent issuances of the Securities and Exchange Commission and provisions of the Company's By-Laws. She added that she submitted the notice of the meeting, together with the Information Statements, to the Securities and Exchange Commission and the Philippine Stock Exchange, through the EDGE submission system, where the PSE approved it as a Company Announcement on April 17, 2023, and posted them on the Company website starting April 18, 2023.

She also mentioned that the members of the board¹, who are at the same time nominees for re-election, the executive officers of the Company², and the representatives from the External Auditor, R.G. Manabat & Co., were in the meeting via videoconference.

Atty. Candy H. Dacanay - Datuon certified that there was a quorum for a valid transaction of business in the meeting because out of 14,508,750,313 common shares issued and outstanding of the Company as of record date, there were present in the meeting by remote communication and proxy, stockholders representing a total of 12,947,592,394 common shares, or equivalent to 89.24% of the Company's outstanding capital stock.

B. Approval of the Minutes and Ratification of all acts of the Board of Directors and Management

Mr. Lucio Co proceeded with the next item on the agenda, the approval of the minutes of the previous stockholders' meeting and ratification of all acts of the Board of

¹ Lucio Co, Jose Paulino Santamarina, Camille Clarisse Co, Jannelle Uy, Robin Derrick Chua, Enrico Cruz and Edgardo Lacson.

² Leonardo Dayao and Roberto Juanchito Dispo (Advisers to the Board), Teodoro Polinga (Cosco Capital Comptroller), Imelda Lacap (The Keepers Comptroller), Abigail Lintag (Internal Auditor) and John Marson Hao (Investor Relations Officer).

Directors and officers of the Company since the last Annual Stockholders' Meeting.

A motion was made to approve the minutes of the previous stockholders' meeting, together with all acts, proceedings, contracts, or deeds performed, entered into, or executed by the Company's Board of Directors and officers, be approved, confirmed, and ratified as if such acts, proceedings, contracts, or deeds had been performed, entered into, or executed with specific and special authorization of the stockholders in a meeting duly convened and held. The motion was duly seconded and carried out.

Mr. Lucio Co called upon the Secretary to present the votes garnered in the particular item in the agenda. Atty. Candy H. Dacanay - Datuon presented the following result of voting *in absentia*:

	Yes	No	Abstain
Approval of the Minutes and Ratification of all acts of the Board of Directors and Management	12,947,592,394 (100%)	0	0

C. Approval of 2022 Annual Report and Audited Financial Statements

Mr. Lucio Co moved to the next item on the agenda, the presentation of the Annual Report and approval of the Consolidated Audited Financial Statements of the Company as of December 31, 2022.

To present this item, the Company played a video presentation³ about the Company's Annual Report and Sustainability Report, showing the Company's performance for the year 2022, the highlights of its financial results, and sustainability initiatives in 2022. The Chairman and President's Reports to stockholders are attached as **Annex "A"**.

Mr. Lucio Co asked the stockholders for any questions regarding the Company's Annual Report, and there were none. After that, a motion to approve the Annual Report and the Consolidated Audited Financial Statements of the Company was duly seconded. There being no objection, the motion was approved.

Mr. Lucio Co called upon the Secretary to present the votes garnered in the particular item in the agenda. Atty. Candy H. Dacanay - Datuon gave the following result of voting *in absentia*:

	Yes	No	Abstain
Approval of 2022 Annual Report and Audited Financial Statements	12,947,592,394 (100.00%)	0	0

D. Election of Directors

Mr. Lucio Co moved to the next item on the agenda, the election of the members of the Board of Directors for the year 2023-2024.

He mentioned that the Corporate Governance Committee pre-screened the qualifications of all nominees and prepared a final list of all candidates for directors, and that such list of candidates was made available to all stockholders through the information statements released to the public.

³ Available on the Company website.

Atty. Candy H. Dacanay - Datuon announced the candidates for the 2023 Board of Directors:

1. Mr. Lucio Co
2. Mr. Jose Paulino Santamarina
3. Ms. Camille Clarisse Co
4. Ms. Jannelle Uy
5. Mr. Robin Derrick Chua
6. Mr. Enrico Cruz
7. Mr. Edgardo Lacson

Mr. Lucio Co requested the Secretary to present the results of the *in absentia* voting for this particular item on the agenda.

Atty. Candy H. Dacanay - Datuon presented the following result:

Nominees	For	Against	Abstain	Total Votes	%
Mr. Lucio L. Co	12,943,014,394	4,578,000	0	12,947,592,394	99.96%
Mr. Jose Paulino L. Santamarina	12,943,512,394	4,080,000	0	12,947,592,394	99.97%
Ms. Camille Clarisse P. Co	12,940,226,840	7,365,554	0	12,947,592,394	99.94%
Ms. Jannelle O. Uy	12,940,226,840	7,365,554	0	12,947,592,394	99.94%
Ms. Robin Derrick C. Chua	12,940,226,840	7,365,554	0	12,947,592,394	99.94%
Mr. Enrico S. Cruz	12,947,592,394	0	0	12,947,592,394	100.00%
Mr. Edgardo G. Lacson	12,947,592,394	0	0	12,947,592,394	100.00%

Mr. Lucio Co, thereafter, declared himself, Mr. Jose Paulino Santamarina, Ms. Camille Clarisse Co, Ms. Jannelle Uy, Mr. Robin Derrick Chua as regular directors for 2023-2024 and Mr. Enrico Cruz and Mr. Edgardo Lacson as independent directors for 2023 – 2024.

E. Re-appointment of R.G. Manabat & Company as External Auditor

The Chairman moved to the next item on the agenda, the re-appointment of R.G. Manabat & Company as External Auditor. Mr. Lucio Co mentioned that the Audit Committee recommended that R.G. Manabat & Co., (KPMG) be re-appointed as the External Auditor of the Company and its subsidiaries for 2023 with an auditors fee of up to P1.2 million.

A motion to re-appoint R.G. Manabat & Co. (KPMG) as the external auditor of the Company and its subsidiaries for the year ending December 31, 2023, with an audit fee of up to P1.2 million was made and duly seconded.

Mr. Lucio Co requested the Secretary to present the results of the *in absentia* voting for this particular item on the agenda. Atty. Candy H. Dacanay - Datuon gave the following result:

	Yes	No	Abstain
Re-Appointment of External Auditor	12,947,592,394 (100.00%)	0	0

F. Other Matters

Mr. Lucio Co asked the Secretary if there were matters left to be discussed. The Secretary mentioned that there are none. There were also no questions or concerns raised by the stockholders to be discussed in the meeting.

G. Adjournment

There was no other business to transact, so the Chairman requested a motion to adjourn the meeting. A motion was made and duly seconded. There being no objection, the meeting was adjourned.

Mr. Lucio Co thanked the stockholders and participants in the Annual Stockholders' Meeting.

Prepared by:

Atty. Candy H. Dacanay – Datuon

Assistant Corporate Secretary

Approved by:

Mr. Lucio L. Co

Chairman of the Board

ANNEX “A”

THE KEEPERS JOINT MESSAGE FROM THE CHAIRMAN AND THE PRESIDENT (2022 ANNUAL REPORT)

THE BUSINESS WE ARE IN

Relationships form the bedrock on which this business was built on.

It all started in 1996 when we were entrusted with bringing in and distributing a portfolio of global brands. Though the brands changed hands, the new owners carried on and eventually turned the relationship into a joint venture partnership with the world-renowned Pernod Ricard, where we currently hold 30% ownership of its local distribution company.

Before the turn of the millennium, we met and shook hands with representatives of the brandy-producing Spanish company Bodegas Williams & Humbert.

This began the journey of what is now known as Alfonso - the leading imported brandy and the leading imported alcoholic beverage brand in the market.

Through almost three decades, the company has gone through and withstood numerous challenges be it industry shifts and competition, regulatory issues, or global brand realignments.

Nurturing these relationships has led the biggest and leading multinationals in the industry to do business with us exclusively.

Included in The Keepers' portfolio are the world's leading brands in almost all key categories of the spirits spectrum, as well as some of the best-selling wines and related specialty beverages.

This has resulted in our strengthened industry leadership over the imported spirits sector.

Reflecting on what we have learned, we continue to focus on four essential pillars that are anchored on relationships -- our keys to success:

1. Keeping a solid relationship with Our Principals - by supporting them as they build their brands and achieve their goals.
2. Our Customers - by giving them value and treating them fairly.
3. Our People - by taking care of and looking after their welfare, and investing in them.
4. And last but not least, focusing on you -- our Shareholders, by consistently delivering value and yields for your investments.

These are the values we live by.

OPERATING HIGHLIGHTS

On just our second financial year as a listed company, we have grown faster than planned and ahead of the industry as our Compounded Annual Growth Rate (CAGR) in terms of net revenues is at 31% while our net profit is at 38%.

Our company once again delivered strong numbers as net revenue increased by 26.5% from P11.0B in 2021 to P13.9 B in 2022, while net profit grew by 41% from P1.5B in 2021 to P2.2B in 2022.

We have also rewarded our shareholders with two growing and remarkable cash dividend payouts at an escalated rate of 30% of prior year's net profits in 2021 then increasing to 50% of the prior year's net profits in 2022.

Our mission of growth and profitability has once again been achieved.

True to our commitment to utilizing the proceeds from the Follow-On Offering, we have acquired 50% of Bodegas Williams &Humbert, thereby securing the supply lifeline of our biggest brand – Alfonso.

In addition to this, we have also established our Cebu distribution hub.

We are proud to report that all major categories of spirits, wines, and specialty beverages are growing. Distribution trade channels, off-premise and on-premise, have not only recovered but have grown way past pre-pandemic levels.

The strong synergies and seamless relationships with Puregold and S&R chains, with their vast nationwide network of retail outlets, have consistently given The Keepers a competitive advantage.

In summary, your company is in a position of strength, operating in a growing and premiumizing industry. It is run by efficient and effective teams, carrying a portfolio of the world's leading brands, and working with very supportive customers and long-standing principals.

WE ARE MOVING UP AND FORWARD

As we bring this company to the next phase and take on the challenges of the future, we are confident about the growth and the premiumization of the industry as well as the fundamentals of the company.

We are committed to continuously deliver strong and excellent results, and to deliver healthy and respectable yields for your investments.

We will continue to grow, expand, and fill in the gaps in our portfolio.

We shall solidify our relationships with our suppliers and customers.

We shall be mindful of our more significant role in society and will continue to advocate responsible consumption.

The Keepers would like to thank you for your continued trust and confidence.

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