

COVER SHEET

0000024015

SEC Registration Number

THE KEEPERS 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)

09178612459

(Company Telephone Number)

12

Month

31

Day

SEC FORM 17-C

(Form Type)

05

(Annual Meeting)

13

(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 REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. **May 13, 2024**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **24015** 3. BIR Tax Identification No. **000-282-553**
4. **THE KEEPERS HOLDINGS, INC.**
Exact name of issuer as specified in its charter
5. **Manila, Philippines**
Province, country or other jurisdiction of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. **No. 900 Romualdez St., Paco, Manila**
Address of principal office
8. **1007**
Postal Code
8. **09178612459**
Issuer's telephone number, including area code
9. None
Former name or former address, if changed since last report
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 Share	14,508,750,313
11. Indicate the item numbers reported herein: **Other Matters**

**SEC 17-C Result of Annual Stockholders Meeting of
The Keepers Holdings, Inc. held on May 13, 2024 via Remote Communications**

Number of Common Shares Issued and Outstanding as of Record Date:
14,508,750,313 common shares

Number of Stockholders Present:
12,037,527,091 or 82.97%

A. Attendance:

1. Stockholders representing a total of 12,037,527,091 shares attended the meeting in person, by proxy, or in *absentia*, or 82.97% 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 L. Santamarina, Regular Director
- c. Ms. Camille Clarisse P. Co, Regular Director
- d. Ms. Jannelle O. Uy, Regular Director
- e. Mr. Robin Derrick C. Chua, Regular Director
- f. Mr. Enrico S. Cruz, Independent Director
- g. Mr. Edgardo G. Lacson, Independent Director
- h. Ms. Imelda Lacap, Financial Comptroller
- i. Ms. Abigail Lintag, Internal Auditor
- j. Mr. John Marson T. Hao, Investor Relations Officer & Sustainability Officer
- k. Mr. Leonardo B. Dayao, Cosco Capital President,
- l. Mr. Roberto Juanchito T. Dispo, Cosco Capital Director
- m. Mr. Gerardo Teofilo, Cosco Capital Deputy Comptroller
- n. Representatives from External Auditor, RG Manabat & Co. (KPMG)
- o. Representatives from the Stock Transfer Agent (BDO Trust)

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

	Item	In favor	Against	Abstain	%
1	Approval of the Minutes of the Previous Meeting and Ratification of Acts and Resolutions of the Board of Directors and Management in 2023	12,037,527,091	-	-	100%
2	Approval of 2023 Annual Report and Audited Financial Statements	12,037,527,091	-	-	100%
4	Re-Appointment of RG Manabat & Company as External Auditor of the Company and subsidiaries with up to P1.2 million fees	12,674,387,952	-	-	100%
5	Election of Lucio L. Co	12,033,113,091	4,414,000	-	99.96%
6	Election of Jose Paulino L. Santamarina	12,033,113,091	4,414,000	-	99.96%
7	Election of Camille Clarisse P. Co	12,034,415,091	3,112,000	-	99.97%
8	Election of Jannelle O. Uy	12,034,415,091	3,112,000	-	99.97%
9	Election of Robin Derrick C. Chua	12,034,415,091	3,112,000	-	99.97%
10	Election of Enrico S. Cruz	12,037,527,091	-	-	100%
11	Election of Edgardo G. Lacson	12,037,527,091	-	-	100%

C. Business Profile of the Elected Directors

Lucio L. Co, Filipino, 69 years old

Mr. Co has served as Chairman of the Company since 2013. Mr. Co is concurrently 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 Gripal 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 Director of Puregold Price Club, Inc. and the Philippine Bank of Communications.

He has been an entrepreneur for the past 50 years.

Mr. Jose Paulino L. Santamarina, Filipino, 60 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. 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 Gripal 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 - Lao, Filipino, 35 years old

Ms. Co has been one of the Directors of the Company since 2020. Ms. Co also serves as chairman and president of Meritus Prime Distributions, Inc., one of the Company's subsidiaries. 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, 35 years old

Ms. Uy has been a Director of the Company since 2020 and is the Chairman and President of Montosco, Inc., one of its subsidiaries. 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, 34 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, 66 years old

Mr. Cruz has been an Independent Director of the Company since 2020. Mr. Cruz is concurrently 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 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. 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, 80 years old

Mr. Lacson has been an Independent Director of the Company since 2023. He is concurrently 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 Bachelor of Science degree, a major in Accounting, and an MBA candidate. Mr. Lacson is a Certified Public Accountant.

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. May 13, 2024

By:



CANDY H. DACANAY – DATUON

Assistant Corporate Secretary
& Compliance Officer