



107122013004677



SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

Barcode Page

The following document has been received:

Receiving Officer/Encoder : Edmundo Guia
Receiving Branch : SEC Head Office
Receipt Date and Time : July 12, 2013 05:17:11 PM
Received From : Head Office

Company Representative

Doc Source

Company Information

SEC Registration No. 0000024015
Company Name DA VINCI CAPITAL HOLDINGS, INC.
Industry Classification
Company Type Stock Corporation

Document Information

Document ID 107122013004677
Document Type 17-Q (FORM 11-Q: QUARTERLY REPORT/FS)
Document Code 17-Q
Period Covered March 31, 2013
No. of Days Late 0
Department CFD
Remarks Amendment

DA VINCI CAPITAL HOLDINGS, INC.

Orient Square Building, F. Ortigas Road,
Ortigas Center, Pasig City

18 July 2013

Philippine Stock Exchange

Ayala Tower, Ayala Avenue, Makati City
Metro Manila

Attention: **Janet Encarnacion**
Head, Disclosure Department

Ilonah Torres
Specialist

Subject Matter: Amended SEC 17- 1st Quarter

Gentlemen:

Please see attached Amended SEC 17-Q ended March 31, 2013 of Da Vinci Capital Holdings, Inc.

Thank you.

Very truly yours,


ATTY. CANDY H. DACANAY-DATUON
Corporate Information Officer

COVER SHEET

0 0 0 0 0 2 4 0 1 5

SEC Registration Number

DA VINCI CAPITAL HOLDINGS, INC.
FORMERLY MARIWASA SIAM HOLDINGS,
INC.

(Company's Full Name)

ORIENT SQUARE BUILDING, F. ORTIGAS,
JR. ROAD, ORTIGAS CENTER, PASIG,
CITY

(Business Address: No. Street City/Town/Province)

CANDY H. DACANAY-DATUON

(Contact Person)

(02) 523-3055

(Company Telephone Number)

1 2

Month

3 1

Day

SEC FORM 17-Q "A"

(Form Type)

Annual Meeting

(Annual Meeting)

(Secondary License Type, If Applicable)

(Secondary License Type, If Applicable)

Dept. Requiring this Doc

Dept. Requiring this Doc

Amended Articles Number/Section

Amended Articles Number/Section

Total No. of Stockholders

Total No. of Stockholders

Total Amount of Borrowing

Domestic

Domestic

Foreign

Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

LCU

Document ID

Document ID

Cashier

Cashier

DA VINCI CAPITAL HOLDINGS, INC.

Orient Square Building, F. Ortigas Road,
Ortigas Center, Pasig City

July 10, 2013

Securities and Exchange Commission

SEC Building, EDSA
Greenhills, Mandaluyong City

Attn: Director Justina F. Callangan
Corporate Finance Department

Re: Reply to SEC Comments on 2013 First Quarter Report of Da Vinci Capital Holdings, Inc.

Gentlemen:

We reply to your letter dated June 17, 2013 that we received last July 3, 2013 regarding the 2013 First Quarter Report ("SEC Form 17-Q") of Da Vinci Capital Holdings, Inc. (formerly Mariwasa Siam Holdings, Inc.), directing us to submit and amended SEC Form 17-Q and to provide an explanation why a plan of operation was not included in said report as required under SRC Rule 17.1(1)(A)(ii).

In compliance with said letter, we attach herewith the Amended SEC Form 17-Q with a discussion on the Plan of Operation. The omission was an inadvertent oversight on the part of the Company. We note that most of our replies for that period are "Not Applicable" since at that time, the then owners of the Company just acquired it and Management was still in the process of evaluating projects for the Company to undertake.

We would like to assure the Commission that we have no intention to disregard the rules of the Commission or to withhold any pertinent information.

Thank you.

Very truly yours,


ATTY. CANDY H. DACANAY-DATUON
Corporate Secretary

SEC Comment	Remarks	Response of the Corporation
(1) Plan of Operation Describe the plan of operation for the next twelve (12) months. This description should include such matters as:		
(a) a discussion of how long the registrant can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve (12) months	Not complied with	Please refer to Note 2 – Plan of Operations in the amended 2013 First Quarter Report
(b) a summary of any product research and development that the registrant will perform for the term of the plan		Not applicable
(c) any expected purchase or sale of plant and significant equipment		Not applicable
(d) any expected significant changes in the number of employees		Not applicable
SEC Memorandum Circular No. 6, Series of 2013 The interim financial statements as of 30 March 2013 shall contain the following disclosure:		
(a) whether or not the standards below are applicable to the company	Not complied with	No, the standards are not applicable to the Company as of March 31, 2013
(b) If yes, whether or not the company is currently evaluating the impact based on audited figures as of December 31, 2012		
i. Separate Financial Statements PAS 27 (Amended)	Not complied with	Not applicable
ii. Investments in Associate and Joint Ventures PAS 28 (Amended)		Not applicable
iii. Government Loans (Amendments to PFRS1)		Not applicable
iv. Disclosure-Offsetting Financial Assets and Financial Liabilities (Amendments to PRFS 7)		Not applicable
v. Consolidated Financial Statements (PFRS 10)		Not applicable
vi. Joint Arrangements (PFRS 11)		Not applicable
vii. Disclosure of Interests in Other Entities (PFRS 12)		Not applicable
viii. Fair Value Measurement (PFRS 13)		Not applicable

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the quarter ended March 31, 2013
2. SEC Identification Number 24015 3. BIR Tax Identification Number 000-282-553
4. Exact name of issuer as specified in its charter DA VINCI CAPITAL HOLDINGS, INC. (FORMERLY: MARIWASA SIAM HOLDINGS, INC. AND MARIWASA MANUFACTURING, INC.)
5. Province, Country or other jurisdiction of incorporation or organization: PHILIPPINES
6. SEC Identification Number: 24015
7. Address of Principal Office and Postal Code: 2401 The Orient Square, F. Ortigas Jr. Road, Ortigas Center, Pasig City 1600
8. Issuer's telephone number, including area code: (632) 687-1195
9. Former name, former address, and former fiscal year, if changed since last report: Formerly Mariwasa Siam Holdings, Inc. and Mariwasa Manufacturing, Inc.: Barrio San Antonio, Sto. Tomas, Batangas
10. Securities registered pursuant to Sections 8 and 12 of the SRC, or Sec. 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock, P0.023	1,124,999,969

11. Are any or all of these securities listed on a Stock Exchange.

Yes [] No []

If yes, state the name of such stock exchange and the classes of securities listed therein:
Philippine Stock Exchange Common stocks

12. Check mark whether the issuer:

(a) has filed all reports required to be filed by Section 17 of the SRC 17.1 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of The Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports);

Yes [] No []

(b) has been subject to such filing requirements for the past ninety (90) days.

Yes [] No []

13. Aggregate market value of the voting stock held by non-affiliates P 747,323,580 (approx.)

DA VINCI CAPITAL HOLDINGS, INC.
(Formerly: MARIWASA SIAM HOLDINGS, INC.
and MARIWASA MANUFACTURING, INC.)
Quarterly Report

March 31, 2013

Item 1. Interim Financial Statements

Statement of Financial Position *
Statement of Comprehensive Income
Statement of Changes in Equity
Statement of Cash Flows

* With comparative audited figures as of December 31, 2012.

DA VINCI CAPITAL HOLDINGS, INC.
(Formerly: MARIWASA SIAM HOLDINGS, INC.)

STATEMENT OF FINANCIAL POSITION

(Amounts in Thousands)

	March 31, 2013 Unaudited	December 31, 2012 Audited
ASSETS		
Noncurrent Assets		
Prepayments and other assets	23,717	23,717
Total Noncurrent Assets	23,717	23,717
TOTAL ASSETS	23,717	23,717
LIABILITIES AND EQUITY		
Current Liabilities		
Accrued expenses	232	231
Advances from stockholders (note 2)	776	-
Total Current Liabilities	1,008	231
Equity		
Capital stock (note 3)	25,875	25,875
Additional paid-in capital	46,033	46,033
Deficit	(49,199)	(48,422)
Total Equity	22,709	23,486
TOTAL LIABILITIES AND EQUITY	23,717	23,717

DA VINCI CAPITAL HOLDINGS, INC.
(Formerly: MARIWASA SIAM HOLDINGS, INC.)
STATEMENTS OF COMPREHENSIVE INCOME
(Amounts in Thousands)

	Three Months Ended	
	March 31, 2013	March 31, 2012
Dividend income	-	-
Operating expenses	(777)	(7,926)
Financing charges	-	(5,441)
Gain on redemption and disposal of investment	-	(34,824)
Others	-	-
Income (loss) before income tax	(777)	(48,191)
Provision for income tax	-	-
Net Income (Loss)	(777)	(48,191)
Other comprehensive income	-	-
Total comprehensive income (loss)	(777)	(48,191)

DA VINCI CAPITAL HOLDINGS, INC.
(Formerly: MARIWASA SIAM HOLDINGS, INC.)

STATEMENT OF CHANGES IN EQUITY
(Amounts in Thousands)

	Unaudited Quarter ended	
	March 2013	March 2012
Capital stock (note 3)	25,875	25,875
Additional paid-in capital	46,033	46,033
Deficit		
Beginning of year	(48,422)	(622,246)
Wipe-out of deficit	-	622,246
Net income (loss)	(777)	(48,191)
End	(49,199)	(48,191)
TOTAL STOCKHOLDERS' EQUITY	22,709	23,717

DA VINCI CAPITAL HOLDINGS, INC.
(Formerly: MARIWASA SIAM HOLDINGS, INC.)

STATEMENT OF CASH FLOWS

(Amounts in Thousands)

	Unaudited	
	March 2013	March 2012
Cash flows from operating activities		
Income before income tax	(777)	(48,191)
Adjustments for		
Loss on disposal of investments		34,824
Financing charges		5,441
Operating income (loss) before working capital changes	(777)	(7,926)
(Increase) decrease in:		
Receivables		7,926
Prepaid expenses and other current assets		-
Increase (decrease) in accrued expenses	1	-
Cash used in operations	(776)	-
Income tax paid, including creditable withholding and final taxes	-	-
Net cash flows from operating activities	(776)	-
Cash flows from financing activities		
Dividend received		14,289
Advances from shareholders	776	
Net cash flows obtained from financing activities	776	14,289
Cash flows from investing activities		
Additional investment in MSCI		(14,289)
Decrease (increase) in amount advanced to subsidiary		
Net cash flows used in investing activities	-	(14,289)
NET INCREASE (DECREASE) IN CASH	0	-
CASH AND CASH EQUIVALENT, BEGINNING	-	-
CASH AND CASH EQUIVALENT, ENDING	0	-

DA VINCI CAPITAL HOLDINGS, INC.
Financial Soundness Indicator

Below are the financial ratios that are relevant to the group for the period ended March 31, 2013 and 2012.

		2013	2012
Current Ratio	$\frac{\text{Current Assets}}{\text{Current Liabilities}}$	-	-
Long term Debt-to-Equity Ratio	$\frac{\text{Long term debt}}{\text{Equity}}$	-	-
Asset-to-equity Ratio	$\frac{\text{Asset}}{\text{Equity}}$	1.04	1.00
EBITDA to total interest	$\frac{\text{EBITDA}}{\text{Interest Expense}}$	-	(8.86)
Return on Equity	$\frac{\text{Net Income (Net Loss)}}{\text{Equity}}$	(3.42%)	(203.19%)

Note 1 Summary of Significant Accounting and Financial Reporting Policies

Basis of Preparation

The financial statements were prepared under the historical cost basis. The financial statements are presented in Philippine peso (Peso) which is the Company's functional and presentation currency, and rounded off to the nearest thousands, except when otherwise stated.

Statement of Compliance

The separate financial statements were prepared in compliance with Philippine Financial Reporting Standards (PFRS).

Note 2 Advances from Stockholders

In light of the implementation of the Mariwasa Group Reorganizational Plan effective March 15, 2012, Mariwasa Siam Ceramics, Inc. (or MSCI, the operating company), ceased to be a subsidiary of the Corporation. As a result, the Company no longer generates cash from operations of its subsidiary to cover its operating expenses.

In order to settle fees and expenses regularly incurred by the Company for meeting reportorial requirements of regulators, its stockholders have advanced monies to pay for the said fees and expenses. These fees and expenses include transfer agent fees and PSE listing maintenance fees.

Note 3 Capital Stock

Information on Capital Stock as of March 31, 2013 follows:

	Number of Shares
Preferred stock – P0.10 par value	
Authorized	3,000,000,000
Issued	
Common stock – P0.023 par value	
Authorized	1,200,000,000
Issued	1,124,999,969

The Company applied for reduction of authorized capital stock to P327,600 divided into 1,200,000,000 common shares with par value of P0.023 per share, and 3,000,000,000 preferred shares with par value of P0.10 per share as approved by the BOD on November 25, 2011 and by the stockholders on January 12, 2012. This was intended to wipe out all the Company's deficit and return to the stockholders any remaining capital surplus created out of the capital reduction. On February 16, 2012, the Philippine SEC approved the application.

The accompanying unaudited interim statement of financial position, statement of changes in equity and cash flows of the Company as of March 31, 2013, and the related unaudited interim statement of income for the quarter ended adopts the same accounting policies and methods of computation with that of the most recent annual audited financial statements and is in conformity with the generally accepted accounting principles.

The comparative statement of financial position as of the end of the immediately preceding financial year is audited.

Note 4 Basic/Diluted Earnings (Loss) Per Share

Basic/diluted earnings per share is computed as follows:

	March 31, 2013	March 31, 2012
Net income (loss) [a]	(777)	(48,191)
Weighted average number of shares outstanding [b]	1,124,999,969	1,124,999,969
Basic/diluted earnings (loss) per share [a/b]	(0.00069)	(0.04284)

Item 2. Management Discussion and Analysis of Financial Condition and Results of Operations

The financial analysis tool used as key performance indicators for the Company's operations is *Financial Highlights* that summarizes the operating results for the last two years that includes return on assets and return on equity.

Note that as of March 31, 2012, the Company ceased to be the parent of its wholly owned subsidiary as a result of the Mariwasa Group Reorganizational Plan. The percentage analysis ceased to be applicable to the Company being a holding company that does not have any operations and there is no investment yet to date.

Operating Results for First Quarter 2013

Since there is no other operating subsidiary, the Company did not generate cash, while it incurred operating expenses due to third parties for services rendered to the Company to comply with regulators' reportorial requirements. In this light, the Company stockholders advanced monies to settle and pay for the fees and expenses incurred by the Company for the period.

Financial Highlights (based on financial statements)

	First Quarter

	2013	2012
Return on Assets ¹	(0.03)	(2.03)
Return on Equity ²	(0.03)	(2.03)

Note that as of March 31, 2012, the Company ceased to be the parent of its wholly owned and lone operating subsidiary as a result of the Mariwasa Group Reorganizational Plan.

Profitability

The Company shows a net loss brought about by the disposal of its wholly owned subsidiary.

Material Changes in the Financial Statements

	Unaudited March 31, 2013	Audited December 31, 2012	Inc/Dec. (Amount)
Advances from stockholders	776	-	776

Advances from stockholders increased by 100% as the stockholders settled the fees and expenses incurred by the Company to third party companies and regulators for reportorial requirements.

Other reporting disclosures

As a result of the BOD approval last November 25, 2011 regarding Mariwasa Group Reorganizational Plan, one of its steps is the full redemption or payment of the Corporation's CSDs and interest thereon within the first quarter of 2012 by way of conveyance of MSCI shares, subject to the Corporation and MSCI being able to secure the consent of the restructuring creditors. On March 15, 2012, the Company entered into a Deed of Exchange of Convertible Subordinated Debentures for Common Shares of MSCI with the holders of the Company's CSDs as full payment of all principal and accrued interest up to March 15, 2012. As a result, all liabilities of the Company were paid. Other than this, there are no events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of an obligation.

Management discloses other than already discussed above and information detailed on the recent annual audited statement that there are no other:

1. Known trends, demand, commitments, events or uncertainties that will have material impact on the Company's liquidity;
2. Issuances, repurchases, and repayment of equity securities;
3. Material commitments for capital expenditures;
4. Known trends, event or uncertainties that have or that are reasonably expected to have favorable or unfavorable impact on sales/revenues/income from continuing operations;
5. Significant elements of income or loss that did not arise from the Company's continuing operations;
6. Seasonal aspects that had a material effect on the financial condition or result of operations;
7. Material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons created during the reporting period.

Financial Risk Disclosure

At present, the Company has no operations and as such, is not exposed to any financial risk. Furthermore, the Company has no financial instruments following the implementation of the Mariwasa Group Reorganizational Plan.

¹ Represents percentage (%) of net income over total assets.

² Represents percentage (%) of net income over stockholders' equity.

Plan of Operations

As of March 31, 2013, the Company has yet to identify a feasible investment opportunity. When the Company identifies such a viable project, it will then pursue capital raising activities either by way of a rights offering, public offering or private placement transaction. Since there is no operation and no business opportunity at this time, the Company's stockholders have advanced and are willing to advance monies to satisfy the cash requirements of the Company.

PFRS 9, Financial Instruments: Classification and Measurement

The Company will not early adopt but will adopt the standards and interpretations when become effective on January 1, 2015. The adoption of the first phase of PFRS 9 will have an effect on the classification and measurement of the Company's financial assets, but will potentially have no impact on classification and measurements of financial liabilities.

PART II – OTHER INFORMATION

No other significant information for the quarter.

SIGNATURES

DA VINCI CAPITAL HOLDINGS, INC.
(Formerly: MARIWASA SIAM HOLDINGS, INC.)
Issuer

By:



ATTY. CANDY H. DACANAY-DATUON
Corporate Secretary

The facts stated herein are information coming from the old management of Da Vinci Capital Holdings, Inc. and which pertains to 2012 records only. The Corporate Secretary signs as the current authorized representative of the new management/owner of the Company.