

February 24, 2021

**Securities and Exchange Commission**  
G/F Secretariat Bldg., PICC Complex  
Roxas Blvd., Pasay City

Attention: **Vicente Graciano P. Felizmenio, Jr.**  
Director – Market and Securities Regulation Division

**Philippine Stock Exchange**  
6/F PSE Tower  
5<sup>th</sup> Avenue corner 28<sup>th</sup> Street  
Bonifacio Global City, Taguig City

Attention: **Ms. Janet A. Encarnacion**  
Head – Disclosure Department

Subject: **Full disclosure on Da Vinci Capital Holdings, Inc.'s changes in Articles of Incorporation, increase in capital stock, share-swap transaction with Cosco Capital, Inc. and the intended follow-on-offering**

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GENTLEMEN:

For submission is the attached report on material transactions pursuant to the letter of Philippine Stock Exchange dated February 22, 2021.

Very truly yours,

  
**ATTY. CANDY H. DACANAY-DATUON**  
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	February 24, 2021
SEC Identification Number	24015
BIR Tax Identification Number	000-282-553
Name of Issuer as specified in its charter	Da Vinci Capital Holdings, Inc.
Address of principal office and postal code	No. 900 Romualdez St., Paco, Manila, 1007
Industry Classification Code	
Issuer's Telephone Number	(632) 8522-8801
Former Name	None
Securities registered pursuant to Section 8 and 12 of the SRC or Sections 4 and 8 of the RSA	Number of Common Shares – 1,124,999,969
Indicate the item numbers reported therein	Other Matters/Event

**Other Event:**

Pursuant to the letter of the Exchange dated February 22, 2021, we are submitting the attached disclosure on the Company's changes in its Articles of Incorporation, increase in capital stock, share-swap transaction with Cosco Capital, Inc. and the intended follow-on-offering.

**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.

DA VINCI CAPITAL HOLDINGS, INC.

February 24, 2021



ATTY. CANDY M. DACANAY-DATUON  
Corporate Secretary

**Disclosure: Da Vinci Capital Holdings, Inc. dated February 22, 2021**

On October 6, 2020, the Board of Directors of Da Vinci Capital Holdings, Inc. (the "Company") approved to amend the Company's Articles of Incorporation and By-laws to change its name, purpose, term of existence, and increase its authorized capital stock, the pertinent provisions are as follows:

From	To
<p>FIRST: That the name of the said corporation shall be "Da Vinci Capital Holdings, Inc."</p>	<p>FIRST: That the name of the said corporation shall be "The Keepers Holdings, Inc."</p>
<p>SECOND: That the primary purpose for which the corporation is formed are:</p> <p>PRIMARY PURPOSE</p> <p>To purchase, subscribe for or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, engaged in but not limited to, the business of real estate, manufacturing, trading and agribusiness, and to pay, in whole or in part, in cash or by exchanging therefor, stocks, bonds and other evidences of indebtedness or securities of this or any other corporation, and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property and to possess and exercise in respect therefor all the rights, powers and privileges of ownership, including all voting powers on any stock so owned, without however engaging in dealership in securities or in stock brokerage business, to the extent permitted by law, to aid, either by loans or by guaranty of securities or in any other manner, any corporation, domestic</p>	<p>SECOND: That the purpose or purposes for which such corporation is incorporated are:</p> <p>PRIMARY PURPOSE</p> <p>To invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities or obligations of any corporation or corporations, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefore in money or by exchanging shares of stock of this corporation or any other corporation, while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property; and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stock so owned; to carry on and manage the general business of any company.</p> <p>SECONDARY PURPOSES</p> <p>(a) To engage in the management, supervision, or control of business enterprises of all kinds, the operations and transactions of any company or</p>

or foreign, any share of stock, or any bond debenture, evidence of indebtedness or other security whereof are held by this corporation or in which it shall have interest, and to do any act designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by this corporation or in which it at that time may be interested. (As amended 30 May 2008)

#### SECONDARY PURPOSE

1. To invest or acquire any interest in any business firm, or company engaged in the manufacture of ceramic products or other allied industries: to accommodate, act as co-obligor or guarantee the obligation of any person, firm or entity in which the corporation may have a lawful interest without necessarily engaging as a surety broker; to act as financial, commercial or general agent or representative, or to undertake the general management for any person, corporation, or other judicial entity, in carrying on any transactions or negotiation, provided that the corporation shall not exercise the functions of a trust corporation, and provided further, that it shall not include the management of funds, securities portfolio and similar assets of such corporation and entities. (As amended on April 29, 1977). (As amended 30 May 2008).

2. To cooperate with any person or company carrying on or any business which this corporation is authorized to carry on or any business capable of being conducted so as directly or indirectly to benefit this corporation in accordance with existing laws;

3. To establish and maintain such stores, hostels, establishments or offices necessary in the Philippines or elsewhere for the accomplishment of the primary purpose;

4. To enter into, make and perform contracts of every kind and to borrow money, issue, accept, endorse and execute promissory notes, drafts, bills of exchange, warrants, bonds, and other

undertaking and to manage and administer lands, buildings, whether real or personal, and in general, to act as agent, attorney-in-fact, or in any representative capacity as may be permitted by law, except the management of funds, securities, portfolio and other similar assets of any firm or entity.

(b) To own, acquire, construct, maintain and operate plants, factories, and buildings that are necessary for the production and manufacturing of all kinds of goods, wares, and merchandise of all kinds and descriptions within the commerce of men.

(c) To hold, purchase, acquire, or be interested in the shares or capital stocks, bonds, or other evidence of debts issued or created by any other corporation, partnership or company, domestic or foreign, governmental or otherwise, and as the owner and holder of any such shares of stock, to exercise all the rights and privileges of ownership, including the right to vote thereon and exercise all the rights to pertaining thereto.

(d) To act as joint or solidary obligor, mortgagor, guarantor, or surety for principal and accessory security obligations incurred or to be incurred by subsidiaries, affiliates, sister companies, and other corporations.

#### AND IN FURTHERANCE OF THE FOREGOING CORPORATE PURPOSES:

(1) To enter into, make, and perform contracts of every kind for any lawful purpose with any person, firm, corporation, national government, or any of its instrumentalities.

(2) To purchase, hold, convey, sell, lease, rent, mortgage, encumber and otherwise deal with real property, improved or unimproved, as the purposes for which the corporation is formed may permit.

(3) To borrow money or create indebtedness, bonded or otherwise; to

<p>negotiable documents, including the issuance of convertible subordinated debentures to such existing shareholders of the corporation as the Board of Directors may deem proper, which convertible subordinated debentures shall be subject to the following terms and conditions:</p> <p>a. the convertible subordinated debentures shall be issued in units valued at One Hundred Thousand Pesos (Php100,000.00) each unit;</p> <p>b. the convertible subordinated debentures may be converted into preferred shares of the corporation, at the sole option of the holder, starting from the fifth (5th) anniversary up to the thirteenth (13th) anniversary of their issuance, with such conversion exercisable every quarter. The conversion price shall be TEN CENTAVOS (Php0.10) per share;</p> <p>c. the convertible subordinated debentures shall have a coupon rate of two percent (2%) per annum, the same to accrue until conversion of the convertible subordinated debentures into preferred shares, provided that there shall be no interest on accrued interest;</p> <p>d. such other terms and conditions as the Board of Directors of the corporation may deem proper to include. (As amended on March 15, 2007).</p> <p>5. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concessions or cooperation with any person, firm, partnership, corporation or entity in the carrying out of any business which the corporation is authorized to undertake or any transaction deemed necessary or incidental to effectuate the objects of the corporation;</p> <p>6. To acquire or obtain from any governmental authority or any corporation, company or person, such characters, franchises, licenses, rights, privileges and concessions, which may be conducive to the attainment of any of the objects of the corporation;</p>	<p>secure the payment of any such obligations by a mortgage, pledge or agreement as to all or any part of properties, real and personal, of the corporation; to provide that any such obligations shall be convertible into or exchangeable for stocks of the corporation upon such terms permitted by law as the Board of directors shall determine.</p> <p>(4) To apply for, register, produce, purchase, exchange, lease, acquire, own, operate, or negotiate for, licenses or other rights in respect of, sale, transfer, grant or licenses, and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create a lien upon, or otherwise dispose of, deal in, and turn to account, letters patent, patent rights, inventions, discoveries, machines, licenses, processes, data and formulate any kinds pursuant to the laws of the Philippines, or any country whatsoever, and with a view to the working and development of the same.</p> <p>(5) To finance, enter into, or perform contracts and agreements in connection or furtherance of any of the foregoing.</p> <p>(6) To promote any company or companies to acquire all or any part of the stockholdings, properties, and liabilities of said company, as may be permitted by law, or for any other purpose which may seem directly or indirectly calculated to benefit the Corporation under law.</p> <p>(7) Without in any way limiting the powers of the Corporation, it shall have the power to make and perform contracts of any kind and description with any person, firm, or corporation; to have one or more offices within the Philippines and abroad; and to conduct its business and exercise its powers, authorities, and privileges granted by the laws of the Philippines to corporations organized under said laws and, in particular, unto corporations of similar nature and kind.</p> <p>(8) Generally, to do all such acts, things and to transact all business as may be</p>
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<p>7. To purchase, acquire, sell and convey, to the extent allowed by law, such real and personal properties as may be necessary for the proper conduct of the corporate business including patents, trademarks, tradenames, easements and/or the enhancement of the value of the business of the corporation; (As amended 30 May 2008).</p> <p>8. To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firms, corporation, association, or other entity, to conduct in any lawful manner the business so acquired and to exercise all the powers necessary of incidental to the proper conduct, management and carrying out of such business;</p> <p>9. To borrow or raise money necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness and to secure the repayment thereof by mortgage, pledge, deed of trust, or lien upon the properties of the corporation, or to issue pursuant to law shares of its capital stock, debentures and other evidences of indebtedness in payment of properties acquired by the corporation or for money borrowed in the prosecution of its lawful business;</p> <p>10. To purchase, acquire, hold, dispose of an otherwise deal in shares, stocks, bonds, securities and other evidences of indebtedness, created by any company having objects altogether or is part similar to those of this corporation and while the owner and holder thereof, to exercise all the rights and incidence of ownership, including the right to vote the same to receive, collect and dispose of the interests, dividends and income therefrom;</p> <p>11. To conduct the business of general bonded warehouse and to build, purchase, lease or otherwise acquire, build and maintain all such structures, warehouses, lighters,</p>	<p>directly or indirectly incidental to or conducive to the attainment of the above objects or any of them, respectively.</p>
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<p>launches, trucks and other facilities as may be necessary for the furtherance of its business or warehousing and/or customs broker (As amended on March 15, 1965).</p> <p>12. To do and perform all work and things necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation, including the exercise of the power, authorities and attributes conferred upon corporations organized under the laws of the Philippines in general and upon domestic corporation of like nature in particular.</p> <p>The foregoing clauses are to be construed both as both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation.</p>	
<p>FOURTH: That the term for which said corporation is to exist is fifty (50) years from November 5, 2013 or up to November 5, 2063.</p>	<p>FOURTH: That the Corporation shall have perpetual existence.</p>
<p>SEVENTH: SEVENTH: That the authorized capital stock of the said Corporation is THREE HUNDRED TWENTY SEVEN MILLION SIX HUNDRED THOUSAND PESOS (P327,600,000.00), Philippine Currency, divided into ONE BILLION TWO HUNDRED MILLION (1,200,000,000) common shares with par value of TWO AND THREE-TENTHS CENTAVOS (P0.023) per share, and THREE BILLION (3,000,000,000) preferred shares with par value of TEN CENTAVOS (PhP0.10) per share. (As amended by the Board of Directors in its meeting held on 25 November 2011 and by the Stockholders in their meeting held on 12 January 2012).</p>	<p>SEVENTH: That the capital stock of the said Corporation is One Billion Pesos (P1,000,000,000.00), Philippine currency, divided into One Billion (1,000,000,000) common shares with a par value of One Peso (P1.00), Philippine currency, per share.</p> <p>No stockholders of the Corporation shall have any pre-emptive or preferential right to subscribe for the remaining portion of the capital stock nor a pre-emptive or preferential right to subscribe for any increase thereof."</p>

<p>The preferred shares shall have the following features:</p> <ol style="list-style-type: none"> <li>1. The preferred shares shall have the same voting rights as common shares.</li> <li>2. The preferred shares shall have the same dividend rights as common shares.</li> <li>3. In the event of liquidation, dissolution, receivership, bankruptcy, or winding up of the affairs of the corporation, voluntary or involuntary, except in the case of merger or consolidation, the holders of the preferred shares shall be entitled to be paid in full, at par, or ratably, insofar as the assets of the corporation will permit, for each share of preferred shares held together with the accumulated and unpaid dividends thereon, in Philippine currency, to the date of distribution, before any distribution shall be made to the holders of common stock; the remaining assets of the corporation shall be apportioned to the holders of the common stock. (As amended on March 15, 2007).</li> </ol>	
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On the same meeting, the Board of Directors approved the appointment of RG Manabat & Company as External Auditor for the year 2020 and the nominations of Mr. Lucio Co, Ms. Camille Co, Mr. Jose Paulino Santamarina, Mr. Robin Chua, Ms. Janelle Uy as regular directors and Mr. Enrico Cruz and Atty. Bienvenido Laguesma as independent directors. The special stockholders' meeting was set on November 20, 2020 for the stockholders' approval of the said items.

On October 26, 2020, the Board of Directors of the Company approved to change the earlier resolution to increase and change the par value of the authorized capital stock, to be read as follows:

“SEVENTH: That the authorized capital stock of the said Corporation is TWO BILLION PESOS (P2,000,000,000.00), Philippine currency, divided into TWENTY BILLION (20,000,000,000) common shares with a par value of TEN CENTAVOS (P0.10) per share.”

No stockholders of the Corporation shall have any pre-emptive or preferential right to subscribe for the remaining portion of the capital stock nor a pre-emptive or preferential right to subscribe for any increase thereof.”

On November 20, 2020, the stockholders of the Company representing 956,213,343 or 85% of the issued and outstanding shares, in a special meeting, approved the following items:

1. Approval of Amendment of Articles of Incorporation and By Laws:
  - a) Amendment of name to “The Keepers Holdings, Inc.”



- b) Amendment of purposes, please see attached.
  - c) Amendment of corporate term to perpetual existence.
  - d) Conversion of preferred shares to common shares
  - e) Change in par value of common shares and increase in authorized capital stock to P2 billion at P0.10 per share
  - f) Delegation to the Board of Directors of the authority to determine the manner of subscription and subscriber/s of the increase in the authorized capital stock.
2. Election of regular and independent directors, namely: Mr. Lucio Co, Ms. Camille Co, Mr. Jose Paulino Santamarina, Mr. Robin Derrick Chua, Ms. Janelle Uy, Atty. Bienvenido Laguesma and Mr. Enrico Cruz for a term of one year until their successors are elected and qualified.
  3. Appointment of RG Manabat & Company as External Auditor.
  4. Approval of the 2019 Audited Financial Statements.

On January 28, 2021, Invescap Incorporated, being the majority stockholder of the Company, agreed to subscribe to the 25% of the increase of authorized capital stock at par value of P0.10 per share.

On February 19, 2021, the Board of Directors of the Company approved the following:

1. Ratification of Invescap Incorporated's subscription of 25% of the proposed increase in the authorized capital stock of the Company from PhP327.6 million to PhP2 billion at par value.
2. Approval of the Share Swap Transaction wherein the Company is authorized to enter into a Deed of Exchange of Shares with, and issue common shares of stock to, Cosco Capital, Inc., and in exchange and as consideration thereof, Cosco Capital shall assign 100% of its shares in the following unlisted companies in favor of the Company:
  - (1) Montosco, Inc.
  - (2) Meritus Prime Distributions, Inc.
  - (3) Premier Wine and Spirits, Inc.
3. Approval of the delegation to Management of the power to determine the final terms and conditions of the Share Swap, including the price/ratio, etc.
4. Authorization to apply with the Bureau of Internal Revenue for a Tax-Free Exchange Ruling.
5. Plan to conduct a follow-on public offering to comply with the minimum public ownership requirement and approval of the delegation to Management of the power to determine the conduct and the terms and conditions of the follow-on public offering.
6. Schedule of Annual/Special Stockholder's Meeting and Setting of Record Date.

Record Date: March 8, 2021  
Special Stockholders' Meeting: April 8, 2021

7. Election of Mr. Jose Paulino Santamarina as President and appointment of Ms. Imelda Lacap as Comptroller and Ms. Baby Gerlie I. Sacro as Corporate Secretary of the Company.

With the subscription of Invescap Incorporated to the required 25% increase of authorized capital stock of the Company at par value of P0.10 per share, the capital structure of the Company would be as follows:

<i>From</i> 1,200,000,000 common shares at P0.023 per share and 3,000,000,000 preferred shares at P0.10 per share authorized capital stock	<i>To</i> P2,000,000,000 at P0.10 per share or 20,000,000,000 shares authorized capital stock
85% Invescap Incorporated with 956,204,837 common shares and 15% public float or 168,795,132 common shares	99% Invescap Incorporated with 4,400,926,767.28 and 1% public float or 38,882,880.36 common shares

After the share-swap transaction between the Company and Cosco Capital, Inc., the Company would be substantially owned by Cosco Capital, Inc. as more shares will be issued in favor of Cosco Capital, Inc. in exchange for its 100% shares in the following unlisted companies:

- (1) Montosco, Inc.
- (2) Meritus Prime Distributions, Inc.
- (3) Premier Wine and Spirits, Inc.

Considering that Invescap Incorporated and Cosco Capital, Inc. are both under the control of Mr. Lucio L. Co, the Company will go below its minimum public ownership requirement. The Company is preparing for a follow-on public offering to raise more funds for the operation of its new business and to comply with the minimum public ownership requirement.