

# COVER SHEET

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SEC Registration Number

S	E	M	I	R	A	R	A	M	I	N	I	N	G	A	N	D	P	O	W	E	R
C O R P O R A T I O N																					

(Company's Full Name)

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2	2	8	1	D	O	N	C	H	I	N	O	R	O	C	E	S	A	V	E	N	U	E
M A K A T I C I T Y																						

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

<b>John R. Sadullo</b> (Contact Person)
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<b>(632) 888-3000/3055</b> (Company Telephone Number)
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1 2	3 1
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(Fiscal Year)

1 7 - C
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(Form Type)

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Month      Day  
(Annual Meeting)

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(Secondary License Type, If Applicable)

<b>Corporate Finance Dept.</b> Dept. Requiring this Doc.
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Amended Articles Number/Section

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Total No. of Stockholders

Total Amount of Borrowings	
Domestic	Foreign

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To be accomplished by SEC Personnel concerned

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File Number

\_\_\_\_\_ LCU

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Document ID

\_\_\_\_\_ Cashier

S T A M P S
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Remarks: Please use BLACK ink for scanning purposes.

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. February 15, 2018  
Date of Report
2. SEC Identification No.: 91447
3. BIR Tax Identification No.: 000-190-324-000
4. SEMIRARA MINING AND POWER CORPORATION  
Exact name of issuer as specified in its charter
5. Philippines  
Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)  
Industry Classification Code:
7. 2/F, DMCI Plaza, 2281 Chino Roces Avenue, Makati City  
Address of principal office
- Postal Code: 1231
8. (632) 888-3000/3055 Fax No. (632) 888-3955  
Issuer's telephone number, including area code
9. N.A.  
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  

<u>Title of Each Class</u>	<u>Number of Shares of Common Stock</u>
	<u>(Outstanding)</u>
<b>Common Shares</b>	<b>4,256,129,420</b>
11. Indicate the item numbers reported herein: Items No. 4 and 9.

Item 4. Appointment of Officer

The Board of Directors of Semirara Mining and Power Corporation (the "Corporation" or "SCC") at its special meeting held today, February 15, 2018, upon motion duly made and seconded, unanimously approved the appointment of Mr. Jojo L. Tandoc as the Corporation's Asst. Vice-President, Human Resources effective immediately.

Item 9. Other Matters

1. The Corporate Governance Committee (the "Committee") of Semirara Mining and Power Corporation (the "Corporation") at its meeting held today, February 15, 2018, in relation to the Corporation's forthcoming Annual Stockholders' Meeting on May 7, 2018, hereby sets February 23, 2018 (Friday), as the deadline of submission of nominees to the Board of Directors. The Committee likewise sets March 2, 2018 (Friday), as the date to approve the final list of nominees to the Board of Directors. Attached for this purpose is the Nomination Form as well as the Nomination Procedure for your immediate reference.
2. In compliance with the Honorable Commission's requirement pursuant to SEC Memorandum Circular No. 20, Series of 2013 please be advised that **Ms. Ma. Edwina C. Laperal**, Director of Semirara Mining and Power Corporation attended the Corporate Governance Training Program for the year 2018 led by the Institute of Corporate Directors, duly accredited training provider of the Commission. Attached for this purpose is her Certificate of Attendance.

**SIGNATURES**

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 thereunto duly authorized.

Issuer : Semirara Mining and Power Corporation

Signature and Title :   
**JOHN R. SADULLO**  
VP-Legal & Corporate Secretary

Date : February 15, 2018

## PROCEDURE ON THE NOMINATION AND ELECTION OF DIRECTORS

Section 1. Period. Nomination for the position of directors shall be submitted to the Corporate Governance Committee or the Corporate Secretary not later than March 15 of every year or such other dates as may be fixed by the Committee.

Section 2. Right to Nominate. A Stockholder who owns at least one (1) share standing in his name in the books of the corporation as of record date shall have the right to nominate.

Section 3. Form and Content.<sup>1</sup> The Committee may adopt a Nomination Form which it may from time to time be amended; provided that such form shall require that:

- a) All nominations shall be signed by the nominating stockholder/s together with the acceptance and conformity by the would-be nominees.
- b) Each nomination shall set forth (i) the name, age, citizenship, status, business address and residence of each nominee; (ii) educational attainment and work and business experience (iii) the principal occupation or employment of each nominee, (iv) the number of shares of stock of the Corporation which are beneficially owned by each such nominee, (v) the interest and position held by each nominee in other corporations, (vi) and other relevant information. In addition, the stockholder making such nomination shall promptly provide any other information reasonably requested by the Committee.
- c) In case of nomination of independent directors, the nominee shall be required to sign a certification that he/she has the qualifications and none of the disqualifications as provided for in SEC Memorandum Circular No. 16, Series of 2002, Section 38 of the Securities Regulation Code and its implementing Rules and Regulations.

Section 4. List of Candidates. After the submission of the nominations, the Committee shall pre-screen the qualifications and prepare a final list of all candidates which shall contain all the information about the nominees not later than ten (10) days from the submission of the nominations. Only nominees whose names appear on the Final List of Candidates shall be eligible for election. No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

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<sup>1</sup> Please see Nomination Form

<b>NOMINATION FORM</b>
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**PLS. CHECK PROPER BOX**

- Nominee for Regular Director

- Nominee for Independent Director -b/

\_\_\_\_\_  
Name of Nominee -a/

CITIZENSHIP: \_\_\_\_\_ AGE:-c/ \_\_\_\_\_

DATE OF BIRTH: \_\_\_\_\_ NAME OF SPOUSE: \_\_\_\_\_

RESIDENCE ADDRESS: \_\_\_\_\_

OFFICE ADDRESS: \_\_\_\_\_

CELLPHONE NO.: \_\_\_\_\_ HOME NO.: \_\_\_\_\_

OFFICE NO.: \_\_\_\_\_ FAX NO.: \_\_\_\_\_

EDUCATIONAL BACKGROUND/ATTAINMENT: -d/ (Please use separate sheet, if necessary)

WORK AND/OR BUSINESS EXPERIENCE: (Please use separate sheet, if necessary)

DIRECTORSHIP/POSITION IN OTHER CORPORATIONS/ASSOCIATIONS: (Please use separate sheet, if necessary)

**STOCKHOLDINGS/SECURITY OWNERSHIP**

Direct: \_\_\_\_\_

Indirect: \_\_\_\_\_

CONVICTION, **IF ANY**, JUDICIAL OR ADMINISTRATIVE, OF AN OFFENSE OR JUDICIAL DECLARATION OF BEING INSOLVENT, SPENDTHRIFT OR INCAPACITATED TO CONTRACT, IF ANY. IF APPLICABLE, PLEASE STATE:

Particulars & Nature of Offense	Court/Body	Date of Complaint/ Information was filed

**CONFORMITY & ACCEPTANCE:**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name of Nominee

\_\_\_\_\_  
Printed Name of Nominator-Stockholder  
or his/her/its Authorized Representative -e/

\_\_\_\_\_  
Date Submitted

\_\_\_\_\_  
Date Submitted

**Note: Please see reverse side to be signed and certified by nominee for Independent Director.**

- a/ Must be an owner of at least one (1) share of stock of the Corporation.
- b/ Independent Director is hereby defined by SEC Memorandum Circular No. 16, Series of 2002, as a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any corporation that meets the requirements of Rule 38 of the Securities Regulation Code and its Implementing Rules and Regulations and those required/implicit under R.A. No. 8791 and includes, among others, any person who:
  - i. is not a director or officer or substantial stockholder of the corporation or of its related companies or any of its substantial shareholders (other than as an independent director of any of the foregoing);
  - ii. does not own more than two percent (2%) of the shares of the corporation and/or related companies or any of its substantial shareholders;
  - iii. is not a relative of any director, officer or substantial shareholder of the corporation, any of its related companies or any of its substantial shareholders. For this purpose, relatives includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
  - iv. is not retained as a nominee or representative of a substantial shareholder of the corporation, any of its related companies or any of its substantial shareholders;
  - v. has not been employed in any executive capacity by that public company, any of its related companies or by any of its substantial shareholders within the last two (2) years;
  - vi. is not retained as professional adviser by that public company, any of its related companies or any of its substantial shareholders within the last two (2) years, either personally or through his firm;
  - vii. has not engaged and does not engage in any transaction with the corporation or with any of its related companies or with any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms-length and are immaterial or insignificant.
  - viii. is not convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Securities Regulation Code, committed within five (5) years prior to the date of his election.
- c/ Nominee must be at least twenty-five (25) years old at the time of election/appointment.
- d/ Nominee must be at least a college graduate or have been engaged or exposed to the business of the corporation for at least five (5) years.
- e/ Nominee must attach a copy of pertinent Board of Partnership Resolution or a Special Power of Attorney if an individual stockholder is making the nomination through his representative.
- f/ Nominee for Independent Director must certify under oath that he/she has all the qualifications and none of the disqualifications under the foregoing enumeration and the subsequent laws, rules and regulations issued by the Commission.

### **CERTIFICATION -f/**

As nominee for Independent Director of Semirara Mining Corporation, I hereby certify that I have all the qualifications and none of the disqualifications as provided under SEC Memorandum Circular No. 16, Series of 2002, Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

IN WITNESS WHEREOF, I have hereunto signed this certification on this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
Signature of Nominee

SUBSCRIBED AND SWORN to before me on this \_\_\_\_ day of \_\_\_\_\_, by the Affiant who has satisfactorily proven to me his identity through his \_\_\_\_\_ valid until \_\_\_\_\_, bearing his/her signature and photograph, and that he/she is the same person who personally signed before me the foregoing Nomination Form and acknowledged that he/she executed the same.

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of \_\_\_\_\_.

