

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)

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

1 7 - C

(Form Type)

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Month Day
(Annual Meeting)

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(Secondary License Type, If Applicable)

Corporate Finance Dept.

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

To be accomplished by SEC Personnel concerned

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File Number

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Document ID

_____ Cashier

S T A M P S

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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 4, 2015
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. Semirara Mining Corporation
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>
Common Shares	1,068,750,000
11. Indicate the item numbers reported herein: **Item 9.**

At the Annual Stockholders' Meeting of Semirara Mining and Power Corporation (the "Corporation") held today, May 4, 2015, 10:00 a.m., at the Big Function Room, Manila Golf & Country Club, Inc., Harvard Road, Forbes Park, Makati City, were a quorum existed comprising of at least 867,721,016 or 81.19% of the Corporation's issued and outstanding common capital stock were present in person or represented by proxy.

The following items in the Agenda were taken up, duly approved and voted upon by the stockholders:

1. Item 3. Approval of minutes of previous Annual Stockholders' Meeting held on May 5, 2014.
2. Item 4. Approval of Management Report.
3. Item 5. Ratification of the acts of the Board of Directors and Management from the date of the last Annual Stockholders' Meeting up to the date of this meeting.
4. Item 6. Approval of Independent Director and Non-Executive Director Fees from PHP20,000.00 to PHP150,000.00 per month or PHP1.8 million per annum to take effect on June 1, 2015. The amount is set at an appropriate level with due regard to the significant contribution of Non-Executive Directors and Independent Directors in the performance of board functions and duties, and to align director's fees to market for

similar roles at a level commensurate with Boards of similar size and type. Further the increase in fees will result to a compensation restructure of a fixed pay without variable pay for Non-Executive Directors and Independent Directors in consonance with ASEAN Corporate Governance Scorecard best practices espoused by SEC.

5. Item 7. Re-appointment of Sycip Gorres Velayo & Co. as Independent External Auditor.
6. Item 8. The following directors were elected as Directors of the Corporation for a term of one (1) year until their successors are duly qualified and elected:
 - a. Regular Director
 1. Isidro A. Consunji
 2. Victor A. Consunji
 3. Jorge A. Consunji
 4. Cesar A. Buenaventura
 5. Herbert M. Consunji
 6. Ma. Cristina C. Gotianun
 7. Ma. Edwina C. Laperal
 8. Josefa Consuelo C. Reyes
 9. George G. San Pedro
 - b. Independent Director
 1. Victor C. Macalincag
 2. Rogelio M. Murga

Attached for this purpose is the result of the votes cast during the meeting.

After the Stockholders' Meeting, the Board of Directors elected convened and organized themselves by the election of officers and appointment of members in the existing Committees of the Corporation to serve as such until their successors shall have been duly elected and qualified, to wit:

A. Principal Officers:

No.	Names	Position
1.	Isidro A. Consunji	Chairman of the Board & Chief Executive Officer
2.	Victor A. Consunji	Vice-Chairman of the Board, President & Chief Operating Officer
3.	Ma. Cristina C. Gotianun	Executive Vice President
4.	Junalina S. Tabor	Vice-President & Chief Finance Officer
5.	George G. San Pedro	Vice-President & Resident Manager
6.	Jaime B. Garcia	Vice-President, Procurement & Logistics
7.	Nena D. Arenas	Vice-President, Chief Governance Officer & Compliance Officer
8.	John R. Sadullo	Vice-President, Legal, Corporate Secretary & Counsel, and Corporate Information Officer
9.	Antonio R. Delos Santos	Vice-President, Treasury
10.	Jose Anthony T. Villanueva	Vice-President, Marketing
11.	Sharade E. Padilla	Assistant Vice-President, Investor & Banking Relations

B. Corporate Governance Committees:

1. Audit Committee:
 1. Victor C. Macalincag - Chairman
 2. Victor A. Consunji - Member
 3. Rogelio M. Murga - Member

2. Compensation & Remuneration Committee:
 1. Victor C. Macalincag - Chairman
 2. Ma. Cristina C. Gotianun - Member
 3. Rogelio M. Murga - Member

3. Nomination & Election Committee:
 1. Rogelio M. Murga - Chairman
 2. Isidro A. Consunji - Member
 3. Victor C. Macalincag - Member

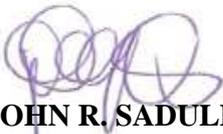
4. Risk Committee:
 1. Herbert M. Consunji - Compliance Officer
 2. Isidro A. Consunji - Member
 3. Victor A. Consunji - Member
 4. Ma. Cristina C. Gotianun - Member
 5. Victor C. Macalincag - Member

5. Compliance Committee:
 1. Nena D. Arenas - Compliance Officer
 2. George G. San Pedro - Member
 3. Junalina S. Tabor - Member
 4. John R. Sadullo - Member

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 : May 4, 2015

SEMIRARA MINING & POWER CORPORATION
2015 ANNUAL STOCKHOLDERS' MEETING

<u>ITEM NO:</u>	<u>TITLE</u>	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>TOTAL</u>
1	APPROVAL OF MINUTES OF PREVIOUS ANNUAL STOCKHOLDER'S MEETING HELD ON MAY 5, 2014	867,718,876.00 100.00%	- 0.00%	- 0.00%	867,718,876.00 100.00%
2	APPROVAL OF MANAGEMENT REPORT	866,751,396.00 99.89%	216,880.00 0.02%	750,600.00 0.09%	867,718,876.00 100.00%
3	RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT FROM THE DATE OF THE LAST ANNUAL STOCKHOLDERS' MEETING UP TO THE DATE OF THIS MEETING	832,657,422.00 95.96%	- 0.00%	35,061,454.00 4.04%	867,718,876.00 100.00%
4	APPROVAL OF INDEPENDENT DIRECTOR AND NON-EXECUTIVE DIRECTORS FEES	867,718,876.00 100.00%	- 0.00%	- 0.00%	867,718,876.00 100.00%
5	ELECTION OF DIRECTORS FOR 2015-2016				
	Isidro A. Consunji	867,210,535.00 99.94%	197,675.00 0.02%	310,666.00 0.04%	867,718,876.00 100.00%
	Victor A. Consunji	862,999,565.00 99.46%	4,408,585.00 0.51%	310,726.00 0.04%	867,718,876.00 100.00%
	Jorge A. Consunji	858,109,905.00 98.89%	8,595,095.00 0.99%	1,013,876.00 0.12%	867,718,876.00 100.00%
	Cesar A. Buenaventura	858,104,855.00 98.89%	8,595,095.00 0.99%	1,018,926.00 0.12%	867,718,876.00 100.00%
	Herbert M. Consunji	865,845,915.00 99.78%	1,517,235.00 0.17%	355,726.00 0.04%	867,718,876.00 100.00%
	Ma. Cristina C. Gotianun	858,104,830.00 98.89%	8,595,095.00 0.99%	1,018,951.00 0.12%	867,718,876.00 100.00%

Ma. Edwina C. Laperal	867,180,400.00	197,675.00	340,801.00	867,718,876.00
	99.94%	0.02%	0.04%	100.00%
Josefa Consuelo C. Reyes	867,185,400.00	197,675.00	335,801.00	867,718,876.00
	99.94%	0.02%	0.04%	100.00%
George G. San Pedro	822,402,404.00	8,835,095.00	36,481,377.00	867,718,876.00
	94.78%	1.02%	4.20%	100.00%
<i>Independent Directors</i>				
Victor C. Macalincag	867,182,492.00	185,558.00	350,826.00	867,718,876.00
	99.94%	0.02%	0.04%	100.00%
Rogelio M. Murga	864,284,021.00	3,089,025.00	345,830.00	867,718,876.00
	99.60%	0.36%	0.04%	100.00%
6 RE-APPOINTMENT OF SYCIP GORRES VELAYO & CO. AS INDEPENDENT EXTERNAL AUDITOR	867,718,876.00	-	-	867,718,876.00
	100.00%	0.00%	0.00%	100.00%

TOTAL NO. OF SHARES OUTSTANDING

1,068,750,000.00

QUORUM

867,721,016.00

PERCENTAGE OF TOTAL OUTSTANDING SHARES

81.19%