

COVER SHEET

0 0 0 0 0 0 0 9 1 4 4 7

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)

2 n d F l o o r D M C I P L A Z A  
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)

(632) 888-3000/3055  
(Company Telephone Number)

1 2 3 1

(Fiscal Year)

1 7 - C

(Form Type)

Month Day

(Annual Meeting)

(Secondary License Type, If Applicable)

MSRD

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings  
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

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. **May 5, 2023**  
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
- 1231**  
Postal Code
8. **(632) 888-3000**  
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>4,250,547,620</b>
11. Indicate the item numbers reported herein: **Item 9.**

Semirara Mining and Power Corporation in compliance with Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations, and in relation to SEC Memorandum Circular No. 5, Series of 2017 submits the attached Certificates of Qualification, duly notarized, of its Independent Directors, Ferdinand M. dela Cruz, Roberto L. Panlilio and Francisco A. Dizon elected as such at the Annual Stockholders' Meeting held on May 2, 2023.

**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 5, 2023

**CERTIFICATE OF QUALIFICATION**

I, **FERDINAND M. DELA CRUZ**, of legal age, Filipino, with address located at [REDACTED], after being duly sworn to in accordance with law do hereby declare that:

1. I am an Independent Director of Semirara Mining and Power Corporation (the "Corporation") since May 3, 2021.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
<i>Listed</i>		
None.	None.	None.
<i>Non-Listed</i>		
U.P. Engineering R&D Foundation, Inc.	Member	2020-Present
Institute of Corporate Directors	Fellow	2020-Present
Franklin Baker Company of the Philippines	President, CEO & Chief Sustainability Officer	2021-Present
Institute for Solidarity in Asia, Inc.	Board Trustee	2021-Present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of the Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any of the directors/officers/substantial shareholders of the Corporation, its subsidiaries and affiliates, nor a relative in any other way than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not an officer or director of any government agency.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. That I shall inform the Corporate Secretary of the Corporation of any changes in the above-mentioned information within five (5) days from its occurrence.

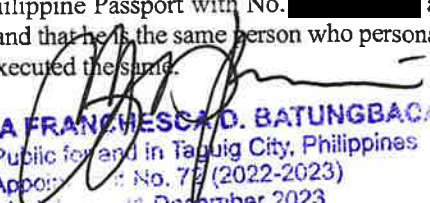
Done on this 03 MAY 2023, Makati City, Metro Manila, Philippines.

  
**FERDINAND M. DELA CRUZ**  
Affiant

**SUBSCRIBED AND SWORN** to before me, a Notary Public in and for the city named above, on this 03 MAY 2023, affiant exhibited to me his Philippine Passport with No. [REDACTED] and will expire on January 24, 2029 bearing his photograph and signature, and that he is the same person who personally signed before me the foregoing Certificate and acknowledged that he executed the same.

Doc. No. 322 ;  
Page No. 66 ;  
Book No. I ;  
Series of 2023.



  
**ATTY. MINA FRANCESCA D. BATUNGBACAL**  
Notary Public for and in Taguig City, Philippines  
Appointment No. 72 (2022-2023)  
Valid until December 2023  
24th Flr., BGC Corporate Center, 30th St. corner 11th Ave.  
Bonifacio Global City, Taguig City 1635  
Roll of Attorneys No. 64290  
IBP Lifetime No. 18737; Makati City  
PTR No. A-5701030; 1/9/2023; Taguig City  
MCLE Compliance No. VII-0015858 issued on 04/29/22

### CERTIFICATE OF QUALIFICATION

I, **ROBERTO L. PANLILIO**, of legal age, Filipino, with address located at [REDACTED], after being duly sworn to in accordance with law do hereby declare that:

1. I am an Independent Director of **Semirara Mining and Power Corporation (SMPC)** elected at its Annual Stockholders' Meeting on May 2, 2023.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
<b>Listed:</b>		
DMCI Holdings, Inc.	Independent Director	2022-Present
<b>Non-Listed:</b>		
Endeavor Philippines	Director	2015-Present
L&R Corporation	President	1992-Present
Philippine Association of Securities Brokers and Dealers, Inc.	Director	1992-Present
Maya Bank	Director	2022-Present

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of SMPC, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any of the directors/officers/substantial shareholders of SMPC, its subsidiaries and affiliates, nor a relative in any other way than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I am not an officer, employee or director of any government agency.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. That I shall inform the Corporate Secretary of SMPC of any changes in the above-mentioned information within five (5) days from its occurrence.

Done on this \_\_\_\_ day of 03 MAY 2023 2023, Makati City, Metro Manila, Philippines.

**ROBERTO L. PANLILIO**  
Affiant

**SUBSCRIBED AND SWORN** to before me, a Notary Public in and for the city named above, on this 03 MAY 2023, affiant exhibited to me his Passport No. [REDACTED] issued at DFA, Manila on May 18, 2018, bearing his photograph and signature, and that he is the same person who personally signed before me the foregoing Certification and acknowledged that he executed the same.

Doc. No. 323  
Page No. 66  
Book No. 5  
Series of 2023.



**ATTY. MINA FRANCESCA D. BATUNGBACAL**  
Notary Public for and in Taguig City, Philippines  
Appointment No. 72 (2022-2023)  
Valid until 31 December 2023  
24th Flr., BGC Corporate Center, 30th St. corner 11th Ave.  
Bonifacio Global City, Taguig City 1635  
Roll of Attorneys No. 64290  
IBP Lifetime No. 18737; Makati City  
PTR No. A-5701030; 1/9/2023; Taguig City  
MCLE Compliance No. VII-0015858 issued on 04/20/202

### CERTIFICATE OF QUALIFICATION

I, **FRANCISCO A. DIZON**, of legal age, Filipino, with address located at No. [REDACTED], [REDACTED], after being duly sworn to in accordance with law do hereby declare that:

1. I am an Independent Director of **Semirara Mining and Power Corporation (SMPC)** elected at its Annual Stockholders' Meeting on May 2, 2023.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

Company/Organization	Position/Relationship	Period of Service
<i>Listed:</i>		
None.		

<i>Non-Listed:</i>		
Sun Savings Bank	President & CEO	2018-Present
Pacific Northstar Inc.	Chairman & President	1995-Present
Project Quest Corporation	Chairman & President	1996-Present
BPO International	Chairman	2004-Present
Sun Star Cebu Publishing, Inc.	Director	1992-Present
Medical Doctors, Inc.	Independent Director	2005-Present
Laura Vicuña Foundation	Trustee	1990-Present
Phoenix One Knowledge Solutions, Inc.	Chairman/Director	2000-Present
Fleetwood Holdings, Inc.	Chairman & President	1999-Present
Capitol Star Development Corporation	President	2014-Present
Diz Shorline Holdings Corp.	Director/Treasurer	2017-Present
Marina Investment, Inc.	Director	2019-Present
Joyzend Corp.	Director/Corp. Sec.	2011-Present
Joygrowth Holdings, Inc.	Director	2016-Present

<i>Former Affiliations:</i>		
Sun Savings Bank, Inc.	Chairman	2011-2018
PNB (EUROPE) PLC	Chairman	2001-2005
PNB General Insurers Company, Inc.	Director	2001-2005
Beneficial-PNB Life Insurers Co., Inc.	Director	2001-2005
PNB Remittance Center (Hong Kong)	Director	2001-2005
PNB Remittance Center (USA)	Director	2001-2005
PNB Holdings Corporation	Director	2001-2005
Bulawan Mining Corporation	Director	2001-2005
Philippine National Bank	Director	2000-2001
Philippine National Bank	Chairman	2001-2005
Rizal Commercial Banking Corporation	President & CEO	1997-2000
RCBC Capital Corporation	Director	1997-2000
RCBC Forex Brokers Corporation	Director	1998-2000
RCBC Savings Bank	Director	1998-2000
Rizal Commercial Banking Corporation	Advisory Board	2000-2000
Asian Bank Corporation	President/CEO/Director	1992-1994
Asian Bank Corporation	President/COO/Director	1990-1992
Asian Savings Bank	Director	1986-1990
AB Capital and Investment Corporation	Vice Chairman	1990-1994
AB Capital and Investment Corporation	President/COO/Director	1986-1990
AB Leasing and Finance Corporation	Director	1986-1994
Stock Transfer Service, Inc.	Director	1986-1994
Investment House Association of the Phils.	President & Director	1987-1998

Cardinal Ceramics, Inc.	Director	1987-1988
Cebu Holdings, Inc.	Director	1988-1994
Ayala Property Ventures Corp.	Director	1987-1989
HI-Cement Corp.	Director	1989-1994
Megalink	Director	1992-1994
Pacific Horizon Investment Trust PLC	Directot	1989-1994
Philippine Long Term Equity Fund	Director/Chairman of Investment Committee	1987-1994
ATSP Management Ltd.	Director	1987-1994
Union Savings and Mortgage Bank	First VP and COO/VP/OIC	1979-1980
Bancom Group, Inc.	Vice-President	1979-1980
Bancom Development Corp.	AVP/ Sr. Asst. Treasurer/ Asst. Treasurer/ Deal Manager	1975-1979
Point Technologies Corporation	Chairman/Vice-Chairman	2004-2018
AB Capital and Investment Corporation	Senior Vice-President	1980-1986

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of SMPC, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any of the directors/officers/substantial shareholders of SMPC, its subsidiaries and affiliates, nor a relative in any other way than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
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6. I am not an officer, employee or director of any government agency.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
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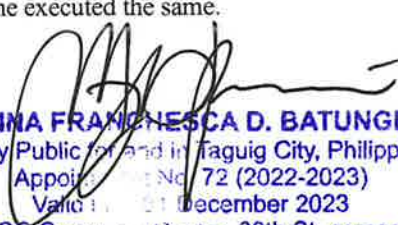
Done on this 03 MAY 2023 day of MAY 2023, Makati City, Metro Manila, Philippines.

  
**FRANCISCO A. DIZON**  
Affiant

**SUBSCRIBED AND SWORN** to before me, a Notary Public in and for the city named above, on this 03 MAY 2023, affiant exhibited to me his National ID No. [REDACTED] issued by the Republic of the Philippines, bearing his photograph and signature, and that he is the same person who personally signed before me the foregoing Certification and acknowledged that he executed the same.

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