

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)

Corporate Finance Dept. 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. **February 22, 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>
Common Shares	4,256,129,420
11. Indicate the item numbers reported herein: **Item 9.**

We advise that at today's meeting the Board of Directors of Semirara Mining and Power Corporation (the "Corporation" or "SCC"), approved the following:

1. Annual Audited Consolidated Financial Statements

The board reviewed and approved the Corporation's audited consolidated financial statements for the year ended December 31, 2017.

Consolidated Net Income After Tax (NIAT) increased by 18% YoY to PhP14.14 billion from PhP12.04 billion in 2016. Consolidated EPS is at PhP3.32, up by 17% from PhP2.83 last year. The net contribution to the bottom line by coal, Sem-Calaca Power Corporation (SCPC), and Southwest Luzon Power Generation Corporation (SLPGC), after eliminations, are PhP 6.08 billion, PhP 4.55 billion, and PhP3.74 billion, respectively.

Before eliminations, the coal segment's core NIAT of PhP9.04, posted a 21% increase from PHP7.50 billion in 2016. This is exclusive of the dividend income of PhP2.5 billion in 2016 from SCPC and PhP1 billion each in 2017 from SCPC and SLPGC. Better coal profitability in 2017 is driven by increased Average Selling Price (ASP) and slight increase in volume sold. Production and coal sales set new record highs at 13.2 million tons and 13.1 million tons, respectively. Coal ASP rose by 20% YoY at PhP2,268/ton from PhP1,886/ton in 2016.

On a stand-alone basis, SCPC posted NIAT of PhP2.33 billion, up by 65% from last year's PhP1.41 billion. There were two significant non-recurring transactions in 2017 that had impact on profitability, namely, partial recognition of income from disputed receivables from Power Sector Assets and Liabilities Management Corporation (PSALM) amounting to PhP330 million and recording of accelerated depreciation amounting to PhP840 million relative to the life extension project of Units 1& 2 which will commence in the later part of 2018. Improved capacity push generation up by 21% to 3,515 GWh this year from 2,905 GWh last year. Unit 1 recorded an average capacity of 257 MW as compared to only 180MW in 2016. Total energy sold thereby rose by 7% to 3,560 GWh in 2017 from 3,322 GWh the previous year. With higher Newcastle price benchmark, ASP improved by 14% at PHP3.75/KWh from PHP3.31/KWh last year. Meanwhile, cost of energy sold slightly increased by 2% to PHP2.27/KWh from PHP2.24KWh in 2016.

SLPGC's 2x150MW plants recorded stand-alone NIAT of PhP3.10 billion this year, slightly down by 4% from 2016's PhP3.22 billion. 2017 NIAT includes unrealized revenue of PhP 219 million from fair market value gain relative to the company's financial contract with a customer and net settlement income of PhP 133 million after the final turnover of the power plants. The drop in NIAT is mostly a result of higher real property taxes due on the new power assets, as well as full depreciation cost of the power plants in the current year. Gross generation posted a 22% growth YoY at 1,687 GWh from 1,383 GWh in 2016. Total volume sold increased by 8% to 1,599 GWh from 1,478 GWh in 2016. ASP is slightly higher this year at PHP4.43/KWh, compared to last year's PHP4.42/KWh.

Consolidated Assets, Liabilities and Equity closed at PhP68.5 billion, PhP30.8 billion, and PhP37.7 billion. Consolidated cash end stood at PhP8.5 billion.

2. Declaration of Cash Dividend

Also at the meeting held today, the Board of Directors of the Corporation approved the declaration of cash dividends at One Peso & Twenty-Five Centavos (PhP1.25) per share. The Board of Directors has fixed the record date on March 8, 2018 and the payment date on March 22, 2018. The Corporation shall use its unrestricted retained earnings for the fiscal year as of December 31, 2017, to pay out the declared cash dividends.

Attached herewith is the Guidelines for Cash Dividend Distribution together with its attachments.

3. Annual Stockholders' Meeting

The Annual Stockholders' Meeting is scheduled as follows:

Date : May 7, 2018, 10:00 a.m.
Venue : Main Lounge, Manila Polo Club, Inc., McKinley Road
Forbes Park, Makati City

The Record Date is March 8, 2018 to determine stockholders entitled to notice of, and vote at the said meeting or any adjournment or postponement thereof.

Submission of proxies shall be no later than April 27, 2018 and validation thereof is on May 3, 2018, 4:00 p.m. at the office of the Corporation. Attached is the Notice and Agenda of the Annual Stockholders' Meeting.

4. Re-appointment of External Auditor

The Board approved the re-appointment of SyCip Gorres Velayo & Co. as the Corporation's Independent External Auditor for the calendar year 2018.

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 22, 2018

ADVISORY TO STOCKHOLDERS

Guidelines for Cash Dividend Distribution

Notice is hereby given to all stockholders of Semirara Mining and Power Corporation (the "Company") as of March 8, 2018 ("Record Date") on the following guidelines for the distribution of cash dividends declared in the meeting of the Board of Directors held on **February 22, 2018** in the amount of One Peso and Twenty Five Centavos (PhP1.25) per share (the "Dividends") payable on March 22, 2018 ("Payment Date"):

1. The Dividends to be distributed to the stockholders will be subject to the following final withholding tax rates prescribed under the National Internal Revenue Code ("NIRC"):

Taxpayer	Final Withholding Tax Rate
Individual citizen	Ten percent (10%)
Individual resident alien	Ten percent (10%)
Non-resident alien individual	a. Engaged in trade or business – Twenty percent (20%) b. Not engaged in trade or business – Twenty five percent (25%)
Domestic corporation	Not subject to tax
Resident foreign corporation	Not subject to tax
Non-resident foreign corporation ("NRFC")	a. Thirty percent (30%) b. If current Bureau of Internal Revenue ("BIR") rulings or jurisprudence indicate that the tax sparing requirement under Section 28(B)(5)(b), NIRC, is complied with, i.e., that the country of residence of the NRFC allows a deemed paid tax credit of fifteen percent (15%) on taxes due from the NRFC - Fifteen percent (15%)

In the case of stockholders whose shares are lodged with the Philippine Depository and Trust Corporation or PDTC (formerly, PCD), whether individuals or non-individuals, resident or non-resident, and whether claiming a withholding tax exemption or not, it is understood that they have authorized their respective custodians/brokers to submit to the Company a notarized list of beneficial owners in the form attached as **Schedule A**, which may contain personal information that will be used for the sole purpose and within the period of processing the cash dividend payment and determining the appropriate final withholding tax to be remitted in compliance with BIR Revenue Memorandum Circular No. 73-2014 dated September 12, 2014¹, and provided further, that the Company may store the said information in whatever form until its legal purpose is served pursuant to BIR rules and procedures.

¹ As mandated under Section 12(c) of RA 10173 and Section 21(f) of its IRR

The list shall be certified true and correct by the custodian's/broker's President and Head of Settlements or authorized representative, duly notarized, and submitted to the Company on or before **March 15, 2018, 5:00 p.m.** (Manila Time). The custodian/broker shall ensure that its list is consistent with the balances reflected in the PDTC alphabetical list of depository account holders and corresponding total shareholdings submitted by PDTC to the Company. Furthermore, this does not relieve the stockholders wanting to avail of the preferential tax rate/exemption from compliance with the provisions of Sections 2 to 4 below. The documents required therein shall be among the documents to be submitted by the custodian/broker to the Company. Should the custodian/broker fail to submit the required documents within the time prescribed above, the Company will have to withhold and remit the taxes at the applicable withholding tax rate based on current BIR issuances.

The Company may further request for documents to verify the information stated in the custodian's/broker's alphabetical list, such as copies of BIR Certificates of Registration or Form 1901/1902/1903 or 1904 (as applicable), SEC Certificates of Incorporation or Registration, passports, etc., subject to the limitations set forth above.

2. FOR NON-RESIDENT FOREIGN STOCKHOLDERS (CORPORATE OR INDIVIDUAL) CLAIMING ENTITLEMENT TO A PREFERENTIAL TAX RATE ON DIVIDEND INCOME UNDER A TAX TREATY. – Any foreign stockholder (the "Claiming Stockholder") claiming entitlement to a preferential tax rate on dividend income under a tax treaty with the Republic of the Philippines under Revenue Memorandum Order No. 8-2017 ("RMO No. 8-2017"), shall be required to submit the following documents to the Company not later than March 15, 2018, 5:00 p.m. (Manila Time):

a. Three (3) Originals of the following:

- a.1. Certificate of Residence for Tax Treaty Relief ("CORTT") Form duly accomplished by the (i) Claiming Stockholder *and* (ii) the authorized person from the taxing jurisdiction of a treaty partner to certify residency of nonresident income earners for tax treaty purposes ("Competent Authority") of the Claiming Stockholder's country of residence, which need not be notarized / consularized; and
- a.2. Notarized Board Resolution or Special Power of Attorney, as applicable, confirming the authority of the individual who signed the CORTT Form on behalf of the Claiming Stockholder, and which originals need not be consularized even if issued abroad;

- or -

b. Three (3) Originals of the following:

- b.1. CORTT Form duly accomplished by the Claiming Stockholder as to Part I (A), (B), (C), and Part II (D) of the CORTT Form, which need not be notarized / consularized;
- b.2. Prescribed certificate of residency issued by the Claiming Stockholder's country of residence ("Prescribed Certificate of Residency"), with a date that is valid as of Payment Date, and which originals need not be consularized even if issued abroad;
- b.3. Notarized Board Resolution or Special Power of Attorney, as applicable, confirming the authority of the individual who signed the CORTT Form on behalf of the Claiming Stockholder, and which originals need not be consularized even if issued abroad; and

(a copy of the CORTT Form is attached as **Schedule 1** hereof)

- c. a signed and duly notarized /consularized (if issued abroad) certification on beneficial ownership indicating, among others, the number of shares held by the Claiming Stockholder in the form attached as **Schedule A** hereof.

Upon submission of the documents above, the Claiming Stockholder shall be entitled to avail of the preferential tax rate.

If the Claiming Stockholder is unable to submit the documents within the time prescribed, the Company will withhold and remit the taxes at the applicable withholding tax rates.

- 3. FOR NON-RESIDENT FOREIGN CORPORATIONS CLAIMING THE TAX SPARING RATE OF 15%. – Any foreign stockholder (the “Claiming Stockholder”) claiming entitlement to the 15% tax rate on dividend income under Section 28(B)(5)(b) of the NIRC shall be required to submit the following documents to the Company not later than March 15, 2018, 5:00 p.m. (Manila Time):

- a. Certified copy of a BIR ruling addressed to it confirming the application of the tax sparing rate of 15%;

- or -

Signed and duly notarized / consularized (if issued abroad) indemnity undertaking in the form attached as **Schedule 2** hereof; and

- b. A signed and duly notarized / consularized (if issued abroad) certification on beneficial ownership indicating, among others, the number of shares held by the Claiming Stockholder in the form attached as **Schedule A** hereof.

Upon submission of the required document, the Claiming Stockholder shall be entitled to avail of the 15% tax sparing rate.

If the Claiming Stockholder is unable to submit the required document within the time prescribed, the Company will withhold and remit the taxes at the regular 30% withholding tax rate.

- 4. FOR STOCKHOLDERS CLAIMING TAX EXEMPTION. - Any stockholder (the “Claiming Stockholder”) claiming exemption from withholding tax in respect of the Dividends in accordance with any provision of the NIRC or special law shall be required to submit the following documents to the Company not later than March 15, 2018, 5:00 p.m. (Manila Time):

- a. Certified copy of a BIR ruling addressed to it confirming the exemption claimed;

- or -

Signed and duly notarized / consularized (if issued abroad) indemnity undertaking in the form attached as **Schedule 3** hereof; and

- b. A signed and duly notarized / consularized (if issued abroad) certification on beneficial ownership indicating, among others, the number of shares held by the Claiming Stockholder in the form attached as **Schedule A** hereof.

Upon submission of the documents, the Claiming Stockholder shall be entitled to receive the Dividends without deduction for withholding tax.

If the Claiming Stockholder is unable to submit the required documents within the time prescribed, the Company will withhold and remit the taxes at the applicable withholding tax rates.

Should a Stockholder be unable to submit the requirements stated above by March 15, 2018, the Stockholder must accomplish the "Affidavit of Undertaking" (**copy attached as Schedule B**) in addition to Schedule A, which warrants the submission of additional or complete set of documentary requirements on or before April 2, 2018 in order to avail of their preferential tax rates.

You may email your queries to:

John R. Sadullo
Corporate Secretary and Legal Counsel
Email Addresses: jrsadullo@semirarampc.com
kmdomingo@semirarampc.com



JOHN R. SADULLO
Corporate Secretary

Copy Furnished:
Ms. Sharade E. Padilla
AVP- Investor and Banking Relations

CERTIFICATION

I, _____, of legal age, Filipino, with office address at _____, being the [position] of [name of custodian/security services firm], a corporation duly organized and existing under the laws of _____, with office address at _____, under oath, do hereby certify that:

The following is a list of the beneficial owners of the _____ shares of SEMIRARA MINING AND POWER CORPORATION (the "Company") held by [name of custodian/security services firm], in its capacity as agent/custodian, as of March 8, 2018, the record date for the dividends declared by the Company's Board of Directors on February 22, 2018:

Beneficial Owner (Corporations/ Individuals) And corresponding BP ID no/s.	Nationality and Residence	Number of shares owned	Gross Amount of dividends
TOTAL			P _____00

The Stockholder agrees to indemnify and hold the Company and its shareholders, directors, officers, employees, agents and assignees harmless from and against any and all claims, losses, expenses, taxes, penalties or fines incurred in relation to the filings or payments of, or failure to file or pay, any amounts to the Philippine BIR due to or on account of the dividends, on the basis of the Company's reliance upon the information found in this Schedule A.

[● name of custodian or broker] further agrees and acknowledges that it will be solely liable for, and will promptly pay when due, any taxes, fees, charges or other amounts (including interest and penalties) due to the BIR with respect to the dividends payable to its clients, as indicated in this Schedule A. For this purpose, [● name of custodian or broker] undertakes to pay to the Company, upon written notice, the amounts that the Company may be required to pay to the BIR for any shortfall in the amount of tax withheld and remitted. [● name of custodian or broker] accepts the continuity of this indemnity undertaking, which shall survive the transfer of shares.

The signatories of this instrument represent and warrant that they have the power, authority, and legal capacity to execute and perform the obligations under this instrument on behalf of [● name of custodian or broker] under the penalties of perjury.

IN WITNESS WHEREOF, this Certification has been signed this ___ day of ___ 2018 in Makati City, Philippines.

[Name]
[Position]

SUBSCRIBED AND SWORN to before me, a Notary Public for and in the City of _____, Philippines, this _____, by affiant who is personally known to me and whose identity I have confirmed through his/her Passport / Driver's License No. _____, issued in _____ on _____, bearing the affiant's photograph and signature.

Notary Public

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2018.

AFFIDAVIT OF UNDERTAKING

I, _____, of legal age, Filipino, with office address at _____, being the [position] of [name of custodian/security services firm], a corporation duly organized and existing under the laws of _____, with office address at _____, after having been sworn to in accordance with law hereby depose and state:

That I, on behalf of and as duly authorized by the said corporation, hereby undertake to submit a complete, verified, and notarized/consularized set of documentary requirements to SEMIRARA MINING AND POWER CORPORATION (the "Company"), following its Guidelines for Cash Dividend Distribution¹, on or before **April 2, 2018** in order for the corporation to avail of the tax refund based on the preferential tax rate of its beneficial owners.

That should the corporation fail to comply with this Undertaking, the Company shall not be held liable against our beneficial owners in due regard of and in reliance to the corporation's submission.

This affidavit is executed to attest to the truth of the foregoing and for whatever legal purpose and intent it may serve.

IN WITNESS WHEREOF, this Affidavit of Undertaking has been signed this ___ day of ___ 2018 in Makati City, Philippines.

[Name]
[Position]

SUBSCRIBED AND SWORN to before me, a Notary Public for and in the City of _____, Philippines, this _____, by affiant who is personally known to me and whose identity I have confirmed through his/her Passport / Driver's License No. _____, issued in _____ on _____, bearing the affiant's photograph and signature.

Notary Public

Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2018.

¹ Advisory to Stockholders dated February 22, 2018



Republika ng Pilipinas
Kagawaran ng Pananalapi
Kawanihan ng Rentas Internas

Certificate of Residence (for Tax Treaty Relief) PART I

Schedule 1

BIR Form No. _____

Version 22 July 2016

A. APPLICABLE TAX TREATY

1. Double Tax Convention/Agreement between the Philippines and _____ Art. _____, Par. _____
at a rate of _____%

B. INFORMATION OF INCOME RECIPIENT/BENEFICIAL OWNER (INDIVIDUAL)

2. Full Name: _____
3. Citizenship: _____ 4. Date of Birth (MM/DD/YYYY): _____
5. Foreign Registered Address: _____
6. Philippine Tax ID No. _____ 7. Foreign Tax ID No. _____
8. Do you have permanent residence in the Philippines? Yes No
9. Philippine registered address (if applicable) _____

C. INFORMATION OF INCOME RECIPIENT/BENEFICIAL OWNER (NON-INDIVIDUAL)

10. Registered Name: _____
11. Entity type: (Check one box only) Corporation Central Bank Government Trust
 Partnership International Organization Others specify: _____
12. Country of Incorporation: _____
13. Place (Country) of effective management: _____
14. Nature of Activities: _____
15. Foreign Registered Address: _____
16. Philippine Tax ID No. _____ 17. Foreign Tax ID No: _____
18. Do you have permanent establishment in the Philippines? Yes No
19. Philippine registered address (if applicable): _____

D. CERTIFICATION OF COMPETENT AUTHORITY OR AUTHORIZED TAX OFFICE OF COUNTRY OF RESIDENCE

(To be accomplished by the Competent Authority of Treaty Partner)

It is hereby confirmed and certified that the income recipient/beneficial owner mentioned in **B** or **C** of this form is a resident of (20) _____ within the meaning of the Double Taxation Agreement/Convention between the Philippines and that country.

(21) _____ (23) _____
Name and Signature of the Competent Authority or Authorized Representative with Seal _____
Address _____

(22) _____
Date (MM/DD/YYYY)

Stamp of BIR receiving Office and Date of Receipt
ITAD Filing Reference No.

For dividend income purposes, this form is valid for two (2) years from the date of issuance. However, if a Certificate of Residence (COR) prescribed by the foreign tax authority is used, the date of validity of the latter document will prevail over the two (2) year period given.



Certificate of Residence (for Tax Treaty Relief) PART II

A. INFORMATION OF WITHHOLDING AGENT/INCOME PAYOR

1. Registered Name: _____
2. Registered Address: _____
3. Tax Identification No. _____ 4. Telephone No: _____
5. Email address of responsible person: _____

B. DETAILS OF WITHHOLDING OF TAX

6. Total withholding tax due under the Tax Code	7. Withholding tax due under applicable tax treaty	8. Amount withheld and paid	9. Date Paid

C. TYPE OF INCOME EARNED WITHIN THE PHILIPPINES IN RESPECT TO WHICH RELIEF IS CLAIMED (may use a separate paper for this part)

DIVIDENDS

10. Type of Shares	11. Date of Declaration of Dividends	12. Date of Payment	13. Number of shares	14. Percentage of Shares	15. Date of Acquisition	16. Amount of dividend in Pesos

INTEREST (17)

- Kind of Principal:
- | | |
|---|---|
| <input type="checkbox"/> Bonds and Debentures | <input type="checkbox"/> Sale on credit of any industrial, commercial or scientific equipment |
| <input type="checkbox"/> Loan | <input type="checkbox"/> Government made/guaranteed loan/secured loan |
| <input type="checkbox"/> Bank Deposits | <input type="checkbox"/> Others specify _____ |

In case of interest derived from Securities (bonds and debentures and other similar obligations)

18. Description	19. Quantity of Securities	20. Date of acquisition	21. Amount of Interest

In case of other interest

22. Date of Contract	23. Period of Contract	24. Amount of Principal	25. Amount of Interest

ROYALTIES

26. Description of Royalties	27. Date of Contract	28. Period of Contract	29. Amount of Royalties

D. DECLARATION OF INCOME RECIPIENT/BENEFICIAL OWNER

Under penalties of perjury, I (full name) (30) _____ declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. I further certify under penalties of perjury that:

I am or the company (underline) is the beneficial owner of the income for which the treaty benefits are being claimed. I or the company (underline) do not have any permanent establishment (PE) in the Philippines and if ever I have a PE, such income is not in any way attributable or connected to that PE.

Furthermore, I or the company (underline) authorize this form to be provided to the withholding agent stated under Part V that has control, receipt, or custody of the income of which I am or the company (underline) is the beneficial owner or any withholding agent that can disburse or make payments of the income of which I am or the company (underline) is the beneficial owner.

(31) _____
Signature over printed name
of Income Recipient/Beneficial Owner or
Individual Authorized to sign for the beneficial owner

(32) _____
Date (MM/DD/YYYY)

(33) _____
Capacity in which acting

E. DECLARATION OF WITHHOLDING AGENT/INCOME PAYOR

Under penalties of perjury, I/We hereby declare that I/we have withheld tax at the rate of (34) _____% based on the Double Taxation Agreement/Convention between the Philippines and (35) _____ for the (36) _____ (dividend, interest or royalty) income that we have paid to the beneficial owner.

(37) _____
Signature over printed name
of Withholding Agent/Income Payor or
Individual authorized to sign for the withholding agent

(38) _____
Date (MM/DD/YYYY)

(39) _____
Capacity in which acting

Stamp of BIR receiving Office and Date of Receipt
ITAD Filing Reference No.

Schedule 2
Indemnity – tax sparing

(Date)

SEMIRARA MINING AND POWER CORPORATION
2/F DMCI Plaza, 2281 Don Chino Roces Avenue Ext.
1231 Makati City, Philippines

Attention: Mr. Victor A. Consunji
President

Re: Indemnity Undertaking

Gentlemen:

This refers to the cash dividends due from SEMIRARA MINING AND POWER CORPORATION (the “**Company**”) to _____, a corporation organized and existing under the laws of _____ and with _____ principal place of business at _____ (the “**Stockholder**”) in the amount of _____ (Php ___) pursuant to the declaration of the Board of Directors of the Company in its meeting held on February 22, 2018 (the “**Dividends**”).

The Stockholder requests the Company to apply a withholding tax rate of fifteen percent (15%) on the Dividends pursuant to Section 28(B)(5)(b) of the National Internal Revenue Code (the “**Tax Sparing Provision**”), which reduces from 30% to 15% the withholding tax on dividends received by a nonresident foreign corporation on the condition that the country of residence of the Stockholder will allow the latter a *credit* for taxes deemed to have been paid in the Philippines (but actually waived or spared) equivalent to 15%, representing the difference between the regular income tax rate of 30% and the 15% tax sparing rate.¹

In this connection, it hereby represents and warrants:

(a) That [*the country of residence of Stockholder*], in accordance with its laws now currently in force, fulfills the foregoing ‘deemed paid tax credit’ condition.

(b) That it shall comply with Revenue Memorandum Circular No. 80-91 requiring the submission by the Stockholder of documents showing the actual amount credited by the foreign government against the foreign income tax due from the Stockholder in respect of the Dividends. The documents required under

¹ Based on jurisprudence, the above ‘deemed paid tax credit’ condition is also met if the residence country of the Stockholder fully exempts the Dividends from tax in the residence country. (*Commissioner of Internal Revenue vs. Wander Philippines, Inc.*, 160 SCRA 573)

RMC 80-91 may only be provided after the payment of the Dividends and the filing of its own income tax return in its country of residence. It is only upon presentation of those documents to the Bureau of Internal Revenue (“BIR”) that its entitlement to the tax sparing rate may be determined.

The Stockholder acknowledges that the Company, as withholding agent, is made primarily responsible for the remittance of the correct amount of withholding taxes due on the Dividends. Further, penalties are imposed upon the Company under Philippine law for failure to do so. In view thereof, the Stockholder undertakes:

(a) to indemnify and hold the Company and its shareholders, directors, officers, employees, agents and assignees harmless from and against any and all claims, losses, expenses, taxes, penalties or fines incurred in relation to the filings or payments of, or failure to file or pay, any amounts to the Philippine tax authorities due to or on account of the Dividends;

(b) in the event of an assessment issued by the BIR for the Company’s failure to file or pay the correct amount of tax to the Philippine tax authorities on the basis of the Stockholder’s representations stated herein, to be solely liable for, and promptly pay when due, any taxes, fees, charges or other amounts (including interest and penalties) due to any authorities in the Philippines with respect to the Dividends. For this purpose, the Stockholder undertakes to pay to the Company whatever amounts may be required to pay for any shortfall in the amount of tax withheld and remitted. Furthermore, the Stockholder expressly authorizes the Company to pay over to the Philippine tax authorities any amounts that the Company may hold belonging to the Stockholder to settle any deficiency tax liability of the Stockholder arising from the receipt of the Dividends; and

(c) to submit to the Company proof of compliance with RMC 80-91, including copies of documents provided to the BIR in connection therewith.

The Stockholder accepts the continuity of this indemnity undertaking which shall survive a transfer of shares.

(Name and signature of Stockholder or authorized representative)

Agreed and accepted on _____, 2018 by:

SEMIRARA MINING AND POWER CORPORATION

By:

Victor A. Consunji
President

(NOTARIAL ACKNOWLEDGMENT & CONSULARIZATION)

Schedule 3
Indemnity – tax exemption

(Date)

SEMIRARA MINING AND POWER CORPORATION
2/F DMCI Plaza, 2281 Don Chino Roces Avenue Ext.
1231 Makati City, Philippines

Attention: Victor A. Consunji
President

Re: Indemnity Undertaking

Gentlemen:

This refers to the cash dividends due from SEMIRARA MINING AND POWER CORPORATION (the "Company") to _____, with principal place of business at _____ (the "**Stockholder**"), in the amount of _____ (Php___) pursuant to the declaration of the Board of Directors of the Company in its meeting held on February 22, 2018 (the "**Dividends**").

The Stockholder hereby represents and warrants to the Company that it falls within any one (1) of the following categories of taxpayers whose income in the Philippines are exempt from tax in accordance with the provisions of the National Internal Revenue Code of 1997, as amended (the "**Tax Code**") or any other special law or charter creating it (*please check and fill in the spaces below, as applicable*):

- An entity whose income from the Philippines is exempt from tax in accordance with Section 32 (B) (7) (a) of the Tax Code because it is:
 - The Government of: _____
 - A financing institution owned, controlled, or enjoying refinancing from the Government of: _____
 - An international or regional financial institution established by the Government of: _____

- A Philippine Government-owned or Controlled-Corporation, Agency or Instrumentality whose income in the Philippines are not subject to tax in accordance with Section 27 (C) of the Tax Code, a special law, or charter creating it.

The Stockholder further represents and warrants that its exemption from Philippine tax includes income arising from activities conducted for profit, or activities which are not in its ordinary course of business such as income from investments in domestic corporations.

The Stockholder acknowledges that the Company, as withholding agent, is made primarily responsible for the remittance of the correct amount of withholding taxes on the Dividends. Further, penalties are imposed upon the Company under Philippine law for failure to do so. In view thereof, the Stockholder hereby undertakes to:

(a) Submit proof satisfactory to the Company of its exemption from withholding tax on the Dividends, such as, but not limited to, a certification or certified true copy of a charter or special law (authenticated, if issued abroad) from the applicable government agency, and such other official documentation (certified, notarized/authenticated, as applicable) confirming its exemption from Philippine tax;

(b) Indemnify and hold the Company and its shareholders, directors, officers, employees, agents and assignees harmless from and against any and all claims, losses, expenses, taxes, penalties or fines incurred in relation to the filings or payments of, or failure to file or pay, any amounts to the Philippine tax authorities due to or on account of the Dividends; and

(c) In the event of an assessment issued by the BIR for the Company's failure to file or pay the correct amount of tax to the Philippine tax authorities on the basis of the Stockholder's representations stated herein, the Stockholder will be solely liable for, and will promptly pay when due, any taxes, fees, charges or other amounts (including interest and penalties) due to any authorities in the Philippines with respect to the Dividends. The Stockholder expressly authorizes the Company to pay over to the Philippine tax authorities any amounts that the Company may hold belonging to the Stockholder to settle any deficiency tax liability of the Stockholder arising from the receipt of the Dividends. Should the Company decide to settle all or part of the obligation with its own funds, the Stockholder undertakes to promptly reimburse the Company for costs expended in relation to the said assessment/s.

Based on the foregoing, the undersigned hereby requests the Company not to withhold taxes on the dividends to be distributed to the Stockholder. The Stockholder accepts the continuity of this indemnity undertaking which shall survive a transfer of shares.

(Name and signature of Stockholder or
authorized representative)

Agreed and accepted on _____, 2018 by:

SEMIRARA MINING AND POWER CORPORATION

By:

Victor A. Consunji
President

(NOTARIAL ACKNOWLEDGMENT & CONSULARIZATION)

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholders:

Please be notified that the Annual Meeting of Stockholders of Semirara Mining and Power Corporation (the "Corporation") will be held on **May 7, 2018, Monday at 10:00 o'clock in the morning at the Main Lounge, Manila Polo Club, Inc., McKinley Road, Forbes Park, Makati City, Philippines**, with the following agenda:

- 1) CALL TO ORDER & PROOF OF NOTICE OF MEETING
- 2) CERTIFICATION OF QUORUM
- 3) APPROVAL OF MINUTES OF PREVIOUS STOCKHOLDER'S MEETING HELD ON MAY 2, 2017
- 4) APPROVAL OF MANAGEMENT REPORT
- 5) RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT FROM THE DATE OF THE LAST ANNUAL STOCKHOLDER'S MEETING UP TO THE DATE OF THIS MEETING
- 6) APPROVAL ON RE-APPOINTMENT OF INDEPENDENT EXTERNAL AUDITOR
- 7) ELECTION OF DIRECTORS FOR 2018-2019
- 8) ADJOURNMENT

Stockholders of record as of **March 8, 2018** will be entitled to notice of, and vote at the said annual meeting or any adjournment or postponement thereof. Submission of proxies shall be no later than **April 27, 2018** and validation thereof on **May 3, 2018**, 4:00 o'clock in the afternoon at the office of the Corporation.

On the day of the meeting, you or your duly designated proxy is hereby required to bring this notice, proper authorization and forms of identification, i.e., driver's license, company, GSIS, SSS and the other valid identification to facilitate registration. Our registration starts at exactly 8:45 and closes at 9:45 o'clock in the morning.

Makati City, Metro Manila, February 22, 2018.



JOHN R. SADULLO
Corporate Secretary
For the Board of Directors

*Semirara Mining and Power Corporation's Dividend Policy: Minimum of 20% of Net Profit after Taxes starting from the period ending December 31, 2005, provided however that the Board of Directors shall have the option to declare more than 20%, if there is excess cash and less than 20%, if no sufficient cash is available.

On March 27 and August 9, 2017 the Corporation declared cash dividends of Php5.00 each with Record Dates on April 11 and August 25, 2017 and Payment Dates on April 25 and September 2017, respectively. The Corporation also declared on February 23, 2017 300% stock dividends with Record Date on September 15 and Payment Date on October 11, 2017.