## **COVER SHEET**

|             |                                         |      |      |                                        |             |     |          |          |                                               |                                               |          |       |                 |       |                                              |       |                                              |       |                                               |       | 0                                            | 0    | 0   | O<br>EC I | <b>0</b><br>Regi | <b>0</b><br>stra | 1     | <b>9</b> | 1<br>mbe | <b>4</b> | 4    | 7     |
|-------------|-----------------------------------------|------|------|----------------------------------------|-------------|-----|----------|----------|-----------------------------------------------|-----------------------------------------------|----------|-------|-----------------|-------|----------------------------------------------|-------|----------------------------------------------|-------|-----------------------------------------------|-------|----------------------------------------------|------|-----|-----------|------------------|------------------|-------|----------|----------|----------|------|-------|
|             |                                         |      | S    | F                                      | M           | 1   | R        | Δ        | R                                             | Δ                                             |          | M     |                 | N     | <br>                                         | N     | G                                            |       | ٦                                             | 0     | R                                            | Р    |     |           |                  | T                | г     | r-       |          |          |      |       |
|             |                                         |      |      |                                        | /**         |     | <u> </u> |          | <u>L``</u><br>[                               |                                               | <u>L</u> | 74,   |                 | **    | <u>                                     </u> | 13    | <u>                                     </u> |       | <u>                                     </u>  |       | <u>                                     </u> |      |     | I.        |                  | <u>'</u>         | 1     |          | 1.4      |          |      |       |
|             |                                         |      |      |                                        |             |     | <u> </u> | <u> </u> | <u> </u>                                      | <u>                                      </u> |          |       |                 |       | <u> </u>                                     |       |                                              |       | <u> </u>                                      |       | <u> </u>                                     |      |     |           |                  |                  | <br>  |          |          |          |      |       |
| _           |                                         |      |      |                                        |             |     | L<br>    |          |                                               |                                               |          |       |                 | L.,   |                                              |       |                                              |       |                                               |       | <u> </u>                                     |      |     |           |                  |                  |       |          |          |          |      |       |
|             |                                         |      |      |                                        |             |     |          |          | <u>                                      </u> |                                               |          |       |                 |       |                                              |       |                                              |       | <u>                                      </u> |       |                                              |      |     |           |                  |                  |       |          |          |          |      |       |
|             | 1                                       |      |      |                                        |             |     |          | <u> </u> |                                               |                                               |          |       |                 | (Cor  | npa                                          | ny's  | <br>  Ful                                    | l Na  | me)                                           |       |                                              |      |     |           |                  |                  |       | <u> </u> |          |          |      |       |
| <u> </u>    |                                         | 2    | n    | d                                      |             | F   | 1        | 0        | 0                                             | r                                             |          | D     | M               | С     | ı                                            |       | Р                                            | L     | Α                                             | Z     | Α                                            |      | В   | U         | 1                | L                | D     | 1        | N        | G        |      |       |
| F           |                                         |      | 2    | 2                                      | 8           | 1   |          | P        | Α                                             | s                                             | 0        | N     | G               |       | Т                                            | Α     | M                                            | 0     |                                               | Ε     | Х                                            | T    | Е   | N         | S                | 1                | 0     | N        |          |          |      |       |
|             |                                         |      |      |                                        |             |     |          |          |                                               |                                               |          |       | Α               | K     | Α                                            | Т     |                                              |       | С                                             | ı     | T                                            | Υ    |     |           |                  |                  |       |          |          |          |      | _     |
|             |                                         |      |      |                                        |             |     |          |          |                                               |                                               |          |       |                 |       |                                              |       |                                              |       |                                               |       |                                              | _    |     |           |                  |                  |       |          |          |          |      |       |
| L           | <u>.l</u>                               |      |      |                                        |             |     |          |          |                                               | (Bu                                           | usine    | ess / | \ddı            | ess:  | No                                           | . Str | eet                                          | City  | y/To                                          | wn,   | /Pro                                         | vinc | :e) |           | <b>I</b>         | I                |       |          |          |          |      |       |
|             |                                         |      |      | ΑH                                     | <b>y. J</b> |     | n R      |          |                                               | oilu                                          | )        |       |                 |       |                                              |       |                                              |       |                                               |       |                                              |      |     | (Cc       | mp               |                  |       | -36      |          | Num      | ber  | )     |
| 1           | 2                                       | ſ    | 3    | 1                                      |             |     |          |          | ·                                             |                                               |          |       |                 | 1     | 7                                            |       | С                                            |       |                                               |       |                                              |      |     | ,         |                  |                  |       |          |          | ſ        |      | ,<br> |
| Ľ           | لــــــــــــــــــــــــــــــــــــــ | [    | 1    | لـــــــــــــــــــــــــــــــــــــ |             |     |          |          |                                               |                                               |          |       |                 | L     |                                              | n T   | ype)                                         |       |                                               |       |                                              |      |     |           |                  |                  | ļ     | Moi      |          |          | Do   |       |
|             | (Fisc                                   | al Y | ear) | •                                      |             |     |          |          |                                               |                                               |          | 1     |                 |       |                                              |       |                                              |       |                                               | _     |                                              |      |     |           |                  |                  |       | (Ar      | inua     | l Me     | etir | ig)   |
|             |                                         |      |      |                                        |             |     |          |          |                                               |                                               | ť        | Seco  | onda            | arv I | .iceı                                        | ise i | Туре                                         | e. If | Apr                                           | lica  | ıble                                         | 1    |     |           |                  |                  |       |          |          |          |      |       |
|             | Corp                                    | 201  | ote  | Fi                                     | nar         | 106 | ם ב      | eni      | .                                             |                                               | •        |       |                 | ,     |                                              |       | ,,,                                          | ,     | . , ,                                         |       | ,<br>                                        |      |     |           |                  |                  |       |          |          |          |      |       |
| ı           | ot. Re                                  |      |      |                                        |             |     | - 10     | CP.      | •                                             |                                               |          |       |                 |       |                                              |       |                                              |       |                                               |       | l                                            |      | Ame | nde       | d Ar             | ticle            | es N  | uml      | er/      | Sect     | ion  |       |
| F           |                                         |      |      |                                        |             |     |          |          |                                               |                                               |          |       |                 |       |                                              |       |                                              |       |                                               |       | ı                                            |      | Т   | otal      | l Am             | oun              | it of | Вог      | row      | ings     |      |       |
| L           | al No                                   |      | Cha  | nlch                                   | مامام       |     |          |          |                                               |                                               |          |       |                 |       |                                              |       |                                              |       |                                               |       |                                              |      | Dav |           |                  |                  |       |          | r_       |          |      |       |
| 100         | .al Ni                                  |      |      |                                        |             |     |          |          | . – –                                         |                                               |          |       |                 |       |                                              |       |                                              |       |                                               |       |                                              |      |     | nest      |                  |                  |       |          | FU<br>   | reig     |      |       |
|             |                                         |      |      |                                        |             |     |          |          |                                               | To                                            | be       | acc   | om <sub>l</sub> | olish | ed l                                         | by S  | EC F                                         | erse  | onne                                          | el co | once                                         | rne  | d   |           |                  |                  |       |          |          |          |      |       |
|             |                                         |      |      |                                        |             |     |          |          |                                               | _                                             |          |       |                 |       |                                              |       |                                              |       |                                               |       |                                              |      |     |           |                  |                  |       |          |          |          |      |       |
| _           |                                         |      | F16  | e Nu                                   | ımbe        | er  | _        |          |                                               |                                               |          |       |                 |       | LC                                           | U     |                                              |       |                                               |       |                                              |      |     |           |                  |                  |       |          |          |          |      |       |
| <u> </u>    |                                         |      | Doc  | um                                     | ent         | ID  | l        |          |                                               | -                                             |          |       |                 | ,     | Casł                                         | nier  |                                              |       |                                               |       |                                              |      |     |           |                  |                  |       |          |          |          |      |       |
| ;<br>       |                                         |      |      |                                        |             |     |          |          |                                               | ·                                             |          |       |                 |       |                                              |       |                                              |       |                                               |       |                                              |      |     |           |                  |                  |       |          |          |          |      |       |
| ;<br>[<br>! |                                         |      | 9    | 5 T A                                  | A M I       | PS  |          |          |                                               |                                               |          |       |                 |       |                                              |       |                                              |       |                                               |       |                                              |      |     |           |                  |                  |       |          |          |          |      |       |
|             |                                         |      |      |                                        |             |     |          |          |                                               | - !                                           |          |       |                 |       |                                              |       |                                              | F     | ₹em                                           | arks  | : Pl                                         | ease | use | ₽BL       | ACK              | ink              | for   | scar     | ากเก     | g pu     | rpo: | ses.  |

#### 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. | January 13, 2012<br>Date of Report                                                                                                                                                                                                                                                                                      |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. | SEC Identification No.: 91447  3. BIR Tax Identification No.: 410-000-190-324                                                                                                                                                                                                                                           |
| 4. | SEMIRARA MINING 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 Bldg., 2281 Chino Roces Avenue, Makati City1231Address of principal officePostal Code                                                                                                                                                                                                                    |
| 8. | (2) 888-3555 Fax No. (2) 888-3955<br>Issuer's telephone number, including area code                                                                                                                                                                                                                                     |
| 9. | 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> (Outstanding)                                                                                                                                                                                                                                        |
|    | Common Shares 356,250,000                                                                                                                                                                                                                                                                                               |
| 11 | . Indicate the item numbers reported herein: <u>Item 9</u> .                                                                                                                                                                                                                                                            |
|    | We are pleased to submit herewith Semirara Mining Corporation's (the "Corporation") Certifications, duly notarized, on the following: (i) attendance of Directors during Board Meetings, and (ii) extent of the Corporation's compliance with its Revised Code of Corporate Governance for the year 2011, respectively. |
|    | SIGNATURES                                                                                                                                                                                                                                                                                                              |
|    | Pursuant to the requirements of the Securities Regulation Code, the issuer has duly used this report to be signed on its behalf by the undersigned thereunto duly thorized.                                                                                                                                             |
|    | ynature and Title :  John R. Sadullo  Corporate Secretary                                                                                                                                                                                                                                                               |

January 13, 2012

Date

Republic of the Philippines Makati City, Metro Manila Sc.

### **CERTIFICATION**

- I, JOHN R. SADULLO, of legal age, Filipino, and with office address located at 2<sup>nd</sup> Floor, DMCI Plaza Bldg., 2281 Don Chino Roces Avenue, Makati City, being the duly elected and qualified Corporate Secretary of Semirara Mining Corporation, (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, under SEC Certificate of Registration No. 0000091447, under oath, do hereby certify that:
- 1. Based on the records filed with the Corporation, the following members of the Board of Directors of the Corporation were present (<)/absent (—) during the meeting of the Corporation's Board of Directors for the year 2011, to wit:
  - a) Composition of the Board BEFORE the May 2, 2011 Annual Stockholders' Meeting:

|                          | 2011 Board Meetings |          |  |  |  |  |  |  |
|--------------------------|---------------------|----------|--|--|--|--|--|--|
| Name of Directors        | Mar-7               | Apr-27   |  |  |  |  |  |  |
| David M. Consunji        | ✓                   | <b>V</b> |  |  |  |  |  |  |
| Isidro A. Consunji       | <b>√</b>            | <b>✓</b> |  |  |  |  |  |  |
| Victor A. Consunji       | <b>✓</b>            | <b>Y</b> |  |  |  |  |  |  |
| Jorge A. Consunji        |                     | <b>*</b> |  |  |  |  |  |  |
| Herbert M. Consunji      | ✓                   | <b>Ý</b> |  |  |  |  |  |  |
| Cesar A. Buenaventura    | <b>√</b>            | <b>✓</b> |  |  |  |  |  |  |
| Ma. Cristina C. Gotianun | ✓                   | ¥        |  |  |  |  |  |  |
| Ma. Edwina C. Laperal    | ✓                   | ¥        |  |  |  |  |  |  |
| George G. San Pedro      | ✓                   | <b>✓</b> |  |  |  |  |  |  |
| Victor A. Macalincag*    | ✓                   | <b>*</b> |  |  |  |  |  |  |
| Federico E. Puno*        |                     |          |  |  |  |  |  |  |

b) Composition of the Board AFTER the May 2, 2011 Annual Stockholders' Meeting:

|                          | 2011 Board Meetings |          |          |          |  |  |  |  |  |  |
|--------------------------|---------------------|----------|----------|----------|--|--|--|--|--|--|
| Name of Directors        | May- 111            | Jun-21   | Jul-14   | Nov-9    |  |  |  |  |  |  |
| David M. Consunji        | <b>√</b>            | <b>~</b> | ✓        | <b>-</b> |  |  |  |  |  |  |
| Isidro A. Consunji       | ✓                   | <b>√</b> | ✓        | _        |  |  |  |  |  |  |
| Victor A. Consunji       | <b>✓</b>            | ✓        | ✓        | ✓        |  |  |  |  |  |  |
| Jorge A. Consunji        | ✓                   | ✓        | ✓        | <b>√</b> |  |  |  |  |  |  |
| Herbert M. Consunji      | <b>V</b>            | ✓        | ✓        | _        |  |  |  |  |  |  |
| Cesar A. Buenaventura    | -                   | ✓        | ✓        | √        |  |  |  |  |  |  |
| Ma. Cristina C. Gotianun | <b>√</b>            | _        |          | ✓        |  |  |  |  |  |  |
| Ma. Edwina C. Laperal    | _                   | <b>√</b> | ✓        | -        |  |  |  |  |  |  |
| George G. San Pedro      | _                   | ✓        | _        |          |  |  |  |  |  |  |
| Victor A. Macalincag*    | <b>✓</b>            | ✓        | <b>√</b> | <b>√</b> |  |  |  |  |  |  |
| Federico E. Puno*        | _                   | <b>√</b> | ✓        | ✓        |  |  |  |  |  |  |

<sup>\*</sup>Independent Director

1

<sup>&</sup>lt;sup>1</sup> Organizational Meeting.

- 2. Based on the foregoing, no director has absented himself for more than fifty percent (50%) from all meetings of the Board of Directors during the twelve-month period of his incumbency.
- 3. I am executing this Certification to attest to the veracity of the foregoing statements and in compliance with the Revised Code of Corporate Governance and/or the adopted Revised Code of Corporate Governance of the Corporation.

IN ATTESTATION OF THE ABOVE, this certification was signed on the 1 3 lay 112 January 2012 at Makati City, Metro Manila, Philippines.

JOHN B. SADULLO Corporate Secretary

Countersigned by:

Chairman of the Board

SUBSCRIBED AND SWORN, to before me on this \_\_\_\_\_ day of January 2012, at Makati City, Metro Manila, Philippines, by John R. Sadullo who has satisfactory proven to me his identity through his Philippine Passport with Passport No. WW0173800 expiring on September 8, 2012 and issued at Manila, Philippines; and that he is the same person who personally signed before me the foregoing Certification and acknowledged that he executed the same.

Doc. No. 1/2; Book No. 1/2; Page No. 2/2/ Series of 2012.

ATTY PASILIO D. GASCON JR.

NUTARY PUBLIC FOR MAKAN CITY

UNTIL DECEMBER 31, 2013

NOTARY PUBLIC APPOINTMENT NO. M-46

ROLL OF ATTORNEY NO. 51633

MCLE COMPLIANCE NO. 111-0008967. MAY 17, 2010

IBP LIFEMENDER ROLL NO. 0944 V ZAMBALES CHAPTER

PTR NO. 3175892/ MAKATI CITY

2/F DMCI HOMES CORPORATE CENTRE

1\_2 1 APPLINARY STREET, BANGKAL

MAKATI CITY, METRO MANILA

### **CERTIFICATE**

I, MA. CRISTINA C. GOTIANUN, of legal age, Filipino, with office address located at 2<sup>nd</sup> Floor, DMCI Plaza, 2281 Don Chino Roces Avenue, Makati City, under oath, does hereby depose and state that:

- 1. I am the incumbent Compliance Officer of Semirara Mining Corporation, (the "Corporation"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with the same office address above-mentioned;
- 2. In 2011, the Corporation substantially adopted all the provisions of the Revised Code of Corporate Governance, as prescribed by SEC Memorandum Circular No. 6 dated June 22, 2009; and that the relevant Circulars on Corporate Governance have been monitored;
- 3. There were minor deviations in its compliance from the adopted Revised Code of Corporate Governance due mainly to organizational changes and issues that need to be addressed accordingly; and
- 4. I am issuing this Certificate in compliance with the requirement of the Securities and Exchange Commission on the annual reporting on the Corporation's compliance with the Revised Code of Corporate Governance.

IN ATTESTATION OF THE ABOVE, I have signed this Certificate 113 2012 January 2012, at Makati City, Philippines.

MA. CRISTINA C. GOTIANUN
Compliance Officer

Countersigned by

VICTOR A. CONSUMJI

President

Doc. No. \_\_\_\_;
Book No. \_\_\_\_;
Page No. \_\_\_\_(XX);
Series of 2012.

ATTY. DASILIO D. BASCON, OR.

NOTARY PUBLIC FOR MOKATICITY

ONTIL DECEMBER 37, 2013

NOTARY PUBLIC APPOINTMENT NO. M-46

ROLL OF ATTORNEY NO. DIOS\*

MCLE COMPLIANCE No. 111-0008957. MAY 17, 2010

IBP LIFEMENBER ROLL NO. 09441/ZAMBALLS CHAPTER

PTANO. 31758921 MAKATI CITY

2/F DMC HOMES CORPORATE CENTRE

1021 ACOLL NAM STAEEL, BANGKAL

MAKATI CITY, METRO MANILA