

1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Non-Compliant		Minutes not available the next working day because its needs to be reviewed by the Chairman of the Board as signatory thereto. However, the Company discloses to the PSE, highlights of the results of the annual stockholders meeting immediately after said meeting.
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Non-Compliant		Minutes not available within five (5) business days because its needs to be reviewed by the Chairman of the Board as signatory thereto. However, the Company will exert its best efforts to comply.
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The external auditor and other relevant individuals were present during the ASM and/or special meeting ( See Annex 29)	
<b>Recommendation 13.4</b>			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Non-Compliant		Under 2.2.1.2 of the Revised Manual on Corporate Governance, the board shall establish and maintain an alternative dispute resolution system that can amicably settle conflicts between the corporation and stockholders. However, the alternative dispute mechanism is still subject to discussion and deliberation.
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Non-Compliant		Under 2.2.1.2 of the Revised Manual on Corporate Governance, the board shall establish and maintain an alternative dispute resolution system that can amicably settle conflicts between the corporation and stockholders. However, the alternative dispute mechanism is still subject to discussion and deliberation.
<b>Recommendation 13.5</b>			

1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Non-Compliant		The function of IRO are being discharged by the office of the President and CEO.
2. IRO is present at every shareholder's meeting.	Non-Compliant		The function of IRO are being discharged by the office of the President and CEO.
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Non-Compliant		No such policy has been formulated. This can be raised to the Board for its consideration.
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant		Public ownership is at 13.1% as of December 31, 2017.
<b>Optional: Principle 13</b>			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting		Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.		Disclose the process and procedure for secure electronic voting in absentia, if any.	
<b>Duties to Stakeholders</b>			
<b>Principle 14:</b> The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
<b>Recommendation 14.1</b>			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Non-Compliant		The company through the office of the President/CEO handles the promotion of cooperation with shareholders for the creation of wealth, growth and sustainability. However, formal policies and programs need to be rationalized.
<b>Recommendation 14.2</b>			



1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Please see Section 6 of the Revised Manual on Corporate Governance.  <a href="http://www.spcpowergroup.com/corporate-governance/manual-of-corporate-governance/">http://www.spcpowergroup.com/corporate-governance/manual-of-corporate-governance/</a>	
<b>Recommendation 14.3</b>			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	<b>Compliance Officer:</b> Maria Luz L. Caminero  <b>Phone:</b> 02.8104450  <b>Email:</b> complaint@spcpower.com  See whistle-blowing policy	
<b>Supplement to Recommendation 14.3</b>			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Non-Compliant		Under 2.2.1.2 of the Revised Manual on Corporate Governance, the board shall establish and maintain an alternative dispute resolution system that can amicably settle conflicts between the corporation and stockholders. However, the alternative dispute mechanism is still for discussion and deliberation.
<b>Additional Recommendations to Principle 14</b>			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	Company did not request for exemption.	

2. Company respects intellectual property rights.	Compliant	For example: The company only procures original and licensed IT products.	
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare		Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures		Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	
<b>Principle 15:</b> A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
<b>Recommendation 15.1</b>			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	For Example: Strategic Planning Session conducted annually.	
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Stock option plan.	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Life Insurance Coverage, Medical Insurance Coverage, Provision of Safety Apparels, Retirement Plan. (Annex 26)	
3. Company has policies and practices on training and development of its employees.	Compliant	Professional Conventions, Seminars and Trainings. Highly specialized trainings such as WESM, SAP, Contracting. ( Annex 27)	
<b>Recommendation 15.2</b>			



1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	See attached Uniform Code of Conduct. ( Annex 22)	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	See attached( Annex 30)	
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	Uniform Code of Conduct ( se Annex 22) and Whistle Blowing Policy ( see website)	
<b>Recommendation 15.3</b>			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	See website link at  <a href="http://www.spcpowergroup.com/corporate-governance/companys-policies/">http://www.spcpowergroup.com/corporate-governance/companys-policies/</a>	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	See website link at  <a href="http://www.spcpowergroup.com/corporate-governance/companys-policies/">http://www.spcpowergroup.com/corporate-governance/companys-policies/</a>	

3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	See website link at  <a href="http://www.spcpowergroup.com/corporate-governance/companys-policies/">http://www.spcpowergroup.com/corporate-governance/companys-policies/</a>	
--	-----------	--	--

**Principle 16:** The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

**Recommendation 16.1**

1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Public Library Feeding Programs Tree Planting ( see Annex 24)	
--	-----------	--	--

**Optional: Principle 16**

1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development		Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.	
2. Company exerts effort to interact positively with the communities in which it operates		Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.	



# SIGNATURES

 Alfredo L. Henares Chairman of the Board	 Dennis T. Villareal Chief Executive Officer
 Roberto F. de Ocampo Independent Director	 Enrique L. Benedicto Independent Director
 Ramon Y. Sy Independent Director	 Sergio R. Ortiz-Luis, Jr Independent Director
 Maria Luz L. Caminero Compliance Officer	 Remigio Michael A. Ancheta II Corporate Secretary

**MAY 29 2018**

**SUBSCRIBED AND SWORN** to before me this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, affiant(s) exhibiting to me their Passport Nos., as follows:

NAME	PASSPORT NO.	DATE OF ISSUE	PLACE OF ISSUE
Alfredo L. Henares	EC6872847	Feb. 29, 2016	DFA NCR East
Dennis T. Villareral	EC0806090	April 10, 2014	DFA Manila
Roberto F. de Ocampo	EC6721113	Feb. 10, 2016	DFA NCR Central
Enrique L. Benedicto	EC1757446	Jul 30, 2014	DFA Cebu
Ramon Y. Sy	EC1182131	May 22, 2014	DFA NCR South
Sergio R. Ortiz-Luis, Jr.	EC6362062	Jan. 11, 2016	DF Manila
Maria Luz L. Caminero	EC6691715	Feb. 15, 2016	DFA Manila
Remigio Michael A. Ancheta II	N02-97-342413	Jan. 21, 2016	Makati City

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Page No.  
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Series of

380  
77  
746  
2018

**ATTY. RUBEN T.M. RAMIREZ**

**Notary Public**

Appointment No. M-127

Until December 31, 2018

Roll No. 28947

IBP O.R. No. 017527/CY 2016 Nov. 22, 2017

PTR No. 5007723 / Jan. 3, 2018 / Makati

2734 M Aurora St., Makati City



**Risks, Opportunities, Assessment and  
Management (ROAM), Inc.**

awards this

## **CERTIFICATE OF COMPLETION**

to

*Sergio R. Ortiz-Luis, Jr.*

for having completed the seminar on

## **CORPORATE GOVERNANCE**

held on 17 August 2017 at  
Manila Pavilion, U.N. Avenue, Ermita, Manila

**Benjamin I. Espiritu, Ph.D.**  
President





# **Institute of Corporate Directors**

presents this

## **Certificate of Attendance**

to

**Enrique L. Benedicto**

Cebu Holdings, Inc.

*for having attended the Annual Corporate Governance  
Training Program held on August 11, 2017  
at Fairmont Hotel, Makati City, Philippines*

*Given this 11<sup>th</sup> day of August 2017.*

**Ricardo Nicanor N. Jacinto**  
*Chief Executive Officer*



# GGAPP

Good Governance Advocates & Practitioners of the Philippines



*presents this*

## Certificate of Appreciation

*to*

***Dr. Roberto F. De Ocampo***

in recognition of the valuable time and inputs given in the 5th Annual GGAPP Forum on Good Governance, Ethics and Compliance "*Gaps and Bridges: the Future of Philippine Governance*" held on May 24, 2017 at the Conrad Manila, Mall of Asia Complex, Pasay City.

Given this 24<sup>th</sup> day of May 2017

**Vincent Edward R. Festin**

*Chairman*

**Alexander B. Cabrera**

*Chairman and Senior Partner,*

*Isla Lipana & Co. (PwC Philippines)*

**Jocelyn Villar-Altamira**

*President*





Building a better  
working world

This

## Certificate of Attendance

is presented to

**Ramon Y. Sy**

for having completed the seminar on

## Corporate Governance


06 December 2017

1:00 p.m. to 5:00 p.m.

4<sup>th</sup> Floor, Press Room

New World Makati Hotel

Esperanza Street, Makati City



Leonardo J. Matignas, Jr.  
Partner, SGV & Co.



This

# Certificate of Attendance

is presented to

**Guillermo P. Dabbay, Jr.**

for having completed the seminar on

## Corporate Governance

08 December 2017

1:00 p.m. to 5:00 p.m.

4<sup>th</sup> Floor, Press Room

New World Makati Hotel

Esperanza Street, Makati City



Leonardo J. Matignas, Jr.  
Partner, SGV & Co.





This

# Certificate of Attendance

is presented to

**Maria Luz L. Camimero**

for having completed the seminar on

## Corporate Governance

08 December 2017

1:00 p.m. to 5:00 p.m.

4<sup>th</sup> Floor, Press Room

New World Makati Hotel

Esperanza Street, Makati City

A stylized, handwritten signature in black ink, featuring large, flowing loops and a prominent 'L' at the beginning.

Leonardo J. Matignas, Jr.  
Partner, SGV & Co.

**2017 CORPORATE GOVERNANCE SEMINAR SERIES**

For: **The Board of Directors**

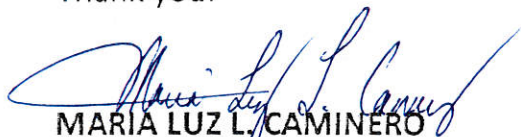
The Securities and Exchange Commission's (SEC) directive requires that key officers and board of directors of publicly listed companies attend a seminar/program on Good Corporate Governance (GCG) at least once a year. In view hereof, we would like to inform everybody that SyCip Gorres Velayo & Co. (SGV) will hold a series of seminars on corporate governance from December 6, 7, and 8, 2017.

Per SGV, you may choose to attend any or all of the offered seminars.

Attached herewith is the detailed program for your perusal.

Kindly inform the undersigned of your confirmation to attend the 2017 Corporate Governance seminar series for proper coordination with SGV. Registration fee shall be for the account of SPC Power Corporation.

Thank you.

  
**MARIA LUZ L. CAMINERO**  
Corporate Secretary

Encl: As stated



# 2017 Corporate Governance Seminar Series

The Securities and Exchange Commission (SEC) issued SEC Memorandum Circular No. 20, Series of 2013, which requires publicly listed companies' key officers and board members to annually attend a program on Corporate Governance. As an accredited institutional training provider on Corporate Governance, SGV will be holding batches of seminars that will discuss Corporate Governance principles and leading practices.

Kindly accomplish the attached registration form and send a scanned copy to Corporate.Governance@ph.ey.com. For a worthwhile learning experience, the accommodation of participants will be limited to **60 slots only and on a first come-first served basis**. Payments should be made before a slot is guaranteed.

## Target audience:

Key officers and members of the Board of Directors in publicly listed companies, who have not attended any of previous corporate governance briefings facilitated by SGV & Co.



The topics offered are as follows:

## I. Adapting Changes in the Corporate Governance Code and Internal Control Environment

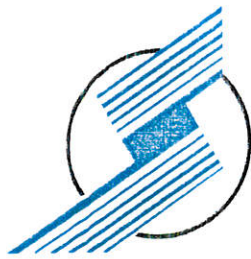
- Introduction to Corporate Governance
- Key developments in the Code of Corporate Governance
- Internal control
- Case studies

## II. Philippine Corporate Governance and Enterprise Risk Management

- Introduction to Corporate Governance
- Key developments in the Code of Corporate Governance
- Enterprise Risk Management
- Case studies

## III. Fraud Awareness

- Introduction to Corporate Governance
- Key developments in the Code of Corporate Governance
- Fraud management
- Case studies



# SPC Power Corporation

November 6, 2017

**MR. ALFREDO L. HENARES**  
SPC Power Corporation  
7<sup>th</sup> Floor, Citibank Tower  
8741 Paseo de Roxas, Makati City  
Fax No.: 893 48 44

- Julie 11/22/17

**MR. DENNIS T. VILLAREAL**  
SPC Power Corporation  
7<sup>th</sup> Floor, Citibank Tower  
8741 Paseo de Roxas, Makati City  
Fax No.: 893 48 44

RECEIVED  
NOV 23 2017

BY: LOUISE

**DR. ALBERTO P. FENIX, JR.**  
2741 Taguile St. cor. Guijo Street  
United Hills Village  
Parañaque City  
Email add: apfenix@gmail.com

RECEIVED  
NOV 23 2018

BY: nina

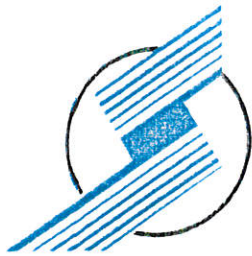
**MR. RAMON Y. SY**  
Asia United Bank  
Joy-Nostalgi Center  
No. 17 ADB Avenue, Ortigas Center  
Pasig City  
Tel. No.: 689 09 20

RECEIVED BY: Cheng Borromer 11/23/18

**MR. ENRIQUE L. BENEDICTO**  
Enrison Land, Inc.  
Doña Emilia Benedicto Building  
#7 E. Benedicto Street  
Zapatera, Cebu City  
Fax No.: (032) 255 82 00

COURIER: LBC 11/23/18





**SPC Power Corporation**

**DR. ROBERTO F. DE OCAMPO**  
RFO Center for Public Finance &  
Regional Economic Cooperation  
AIM Conference Center  
123 Paseo de Roxas, Makati City  
Fax No.: 832 53 28

*Received by Sarah 11/27/18*

**MR. SERGIO R. ORTIZ-LUIS, JR.**  
Philippine Chamber of Commerce and Industry (PCCI)  
3rd Floor, Commerce and Industry Plaza (CIP)  
1030 Campus Avenue cor Park Avenue  
McKinley Town Center, Fort Bonifacio  
Taguig City

 Philippine Chamber of Commerce and Industry	
Received by: _____	Date: <u>11/27/18</u>
Signature: _____	

**MR. AHN, SOONCHAN**  
Kepco Philippines Corporation  
18<sup>th</sup> Floor, Citibank Tower  
8741 Paseo de Roxas, Makati City  
Fax No.: 848 00 62

**MR. GO, JAE-HAN**  
Kepco Philippines Corporation  
18<sup>th</sup> Floor, Citibank Tower  
8741 Paseo de Roxas, Makati City  
Fax No.: 848 00 62

**MR. SHIN, DONG-WOO**  
Kepco Philippines Corporation  
18<sup>th</sup> Floor, Citibank Tower  
8741 Paseo de Roxas, Makati City  
Fax No.: 848 00 62

**ATTY. GUILLERMO P. DABBAY, JR.**  
Kepco Philippines Corporation  
18<sup>th</sup> Floor, Citibank Tower  
8741 Paseo de Roxas, Makati City  
Fax No.: 848 00 62



*11/22/18*

*copy*





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**SECURITIES AND EXCHANGE COMMISSION**

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Name SPC POWER CORPORATION  
Industry Classification Generation, Collection And Distribution Of Electricity  
Company Type Stock Corporation

**Document Information**

Document ID 111212017001791  
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Document Code 17-C  
Period Covered November 20, 2017  
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Remarks

# COVER SHEET

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S.E.C. Registration Number

S P C P O W E R C O R P O R A T I O N  
( f o r m e r l y S A L C O N P O W E R C O R P . )

( Company's Full Name )

7 t h F l o o r C e b u H o l d i n g s C e n t e r  
A r c h b i s h o p R e y e s A v e n u e ,  
C e b u B u s i n e s s P a r k , C e b u C i t y

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

Mr. Reynante C. Del Rosario

Contact Person

810 44 74 to 77

Company Telephone Number

1 2 3 1  
Month Day  
Calendar Year

SEC FORM  
1 7 - C  
FORM TYPE

0 5 3 0  
Month Day  
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number / Section

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

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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. November 20, 2017

Date of Report (Date of earliest event reported)

2. SEC Identification Number AS094-002365 3. BIR Tax Identification No. 003-868-048

4. SPC POWER CORPORATION

Exact name of issuer as specified in its charter

5. Cebu City, Philippines

Province, country or other jurisdiction of  
Incorporation

6. (SEC Use Only)

Industry Classification Code:

7. 7<sup>th</sup> Floor, Cebu Holdings Center,  
Archbishop Reyes Avenue, Cebu Business  
Park

Cebu City, 6000 Philippines

Address of principal office

Postal Code

8. (63 2) 810 44 74 to 77, 810 44 50, 810 44 65

Issuer's telephone number, including area code

9. N.A.

Former name of former address, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Section 4 and 8 of the RSA

Title of Each Class

Number of Shares of Common Stock  
Outstanding and Amount of Debt  
Outstanding

Common Shares: Issued

1,569,491,900 shares

Treasury Stock

72,940,097 shares

Outstanding

1,496,551,803 shares

11. Indicate the item numbers reported herein: Item No. 9 and 4

Item 1. Changes in Control of Issuer - N.A.



Item 2. Acquisition or Disposition of Assets - N.A.

Item 3. Changes in Issuer's Certifying Accountant - N.A.

Item 4. Resignation, Removal or Election of Registrant's Directors or Officers

The Board, in its regular meeting of the Board of Directors on November 20, 2017, elected/appointed Atty. Remigio Michael A. Ancheta II as its new Corporate Secretary vice Ms. Maria Luz L. Caminero, who was elected/appointed as the new Compliance Officer vice Mr. Reynante C. del Rosario who resigned from the Company. Their respective appointments immediately took effect today.

Item 5. Legal Proceedings - N.A.

Item 6. Changes in Securities - N.A.

Item 7. Defaults Upon Senior Securities - N.A.

Item 8. Change in Fiscal Year - N.A.

Item 9. Other Events

The Board, in its regular meeting of the Board of Directors on November 20, 2017, authorized the declaration of cash dividends in the amount of ₱0.40 per share, to all stockholders of record as of December 4, 2017. The reckoning dates for entitlement of and payment to stockholders are as follows:

Record date :	December 4, 2017
Payment date :	December 14, 2017

Item 10. Financial Statements and Exhibits - N.A.

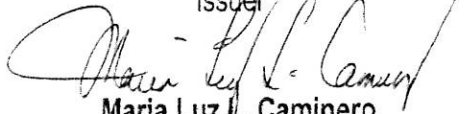
**SIGNATURE**

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 hereunto duly authorized.

Date : November 20, 2017

**SPC Power Corporation**

Issuer

A handwritten signature in black ink, appearing to read "Maria Luz L. Caminero", written over a horizontal line.

**Maria Luz L. Caminero**

Compliance Officer

Signature and Title



*presents this*

# CERTIFICATE OF ATTENDANCE

*to*

**Atty. Remigio Michael A. Ancheta II**


*for attending the training program*

## ***BEST PRACTICES IN CORPORATE HOUSEKEEPING***

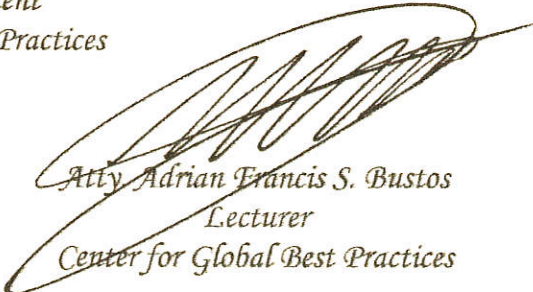
*held on May 17 & 18, 2018 at*

***EDSA SHANGRI-LA HOTEL  
MANDALUYONG CITY, PHILIPPINES***

*given this 18<sup>th</sup> day of May 2018*

  
Henry Belleza Aquende  
Founder & President  
Center for Global Best Practices

  
Prof. Tristan A. Catindig  
Course Director & Lecturer  
Center for Global Best Practices

  
Atty. Adrian Francis S. Bustos  
Lecturer  
Center for Global Best Practices





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**SECURITIES AND EXCHANGE COMMISSION**

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Department CFD

Remarks

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A S 0 9 4 0 0 2 3 6 5  
S.E.C. Registration Number

S P C P O W E R C O R P O R A T I O N  
( f o r m e r l y S A L C O N P O W E R C O R P . )

( Company's Full Name )

7 t h F l o o r C e b u H o l d i n g s C e n t e r  
A r c h b i s h o p R e y e s A v e n u e ,  
C e b u B u s i n e s s P a r k , C e b u C i t y

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

Mr. Reynante C. Del Rosario

Contact Person

810 44 74 to 77

Company Telephone Number

1 2

Month

3 1

Day

Calendar Year

SEC FORM

1 7 - C

FORM TYPE

0 5

Month

3 0

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number / Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

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SECURITIES AND EXCHANGE COMMISSION

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4. SPC POWER CORPORATION  
Exact name of issuer as specified in its charter
5. Cebu City, Philippines 6. [REDACTED] (SEC Use Only  
Province, country or other jurisdiction of Industry Classification Code:  
Incorporation
7. 7<sup>th</sup> Floor, Cebu Holdings Center, Cebu City, 6000 Philippines  
Archbishop Reyes Avenue, Cebu Business  
Park  
Address of principal office Postal Code
8. (63 2) 810 44 74 to 77, 810 44 50, 810 44 65  
Issuer's telephone number, including area code
9. N.A.  
Former name of former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Section 4 and 8 of the RSA

Title of Each Class

Number of Shares of Common Stock  
Outstanding and Amount of Debt  
Outstanding

Common Shares: Issued

1,569,491,900 shares

Treasury Stock

72,940,097 shares

Outstanding

1,496,551,803 shares

11. Indicate the item numbers reported herein: Item No. 9 and 4

Item 1. Changes in Control of Issuer - N.A.



Item 2. Acquisition or Disposition of Assets - N.A.

Item 3. Changes in Issuer's Certifying Accountant - N.A.

Item 4. Resignation, Removal or Election of Registrant's Directors or Officers

The Board, in its regular meeting of the Board of Directors on November 20, 2017, elected/appointed Atty. Remigio Michael A. Ancheta II as its new Corporate Secretary vice Ms. Maria Luz L. Caminero, who was elected/appointed as the new Compliance Officer vice Mr. Reynante C. del Rosario who resigned from the Company. Their respective appointments immediately took effect today.

Item 5. Legal Proceedings - N.A.

Item 6. Changes in Securities - N.A.

Item 7. Defaults Upon Senior Securities - N.A.

Item 8. Change in Fiscal Year - N.A.

Item 9. Other Events

The Board, in its regular meeting of the Board of Directors on November 20, 2017, authorized the declaration of cash dividends in the amount of ₱0.40 per share, to all stockholders of record as of December 4, 2017. The reckoning dates for entitlement of and payment to stockholders are as follows:

Record date :	December 4, 2017
Payment date :	December 14, 2017

Item 10. Financial Statements and Exhibits - N.A.

**SIGNATURE**

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 hereunto duly authorized.

Date : November 20, 2017

**SPC Power Corporation**  
Issuer  
  
**Maria Luz L. Caminero**  
Compliance Officer  
Signature and Title



*presents this*

# CERTIFICATE OF ATTENDANCE

*to*

**Atty. Maria Luz L. Caminero**

*for attending the training program*

## ***BEST PRACTICES IN CORPORATE HOUSEKEEPING***

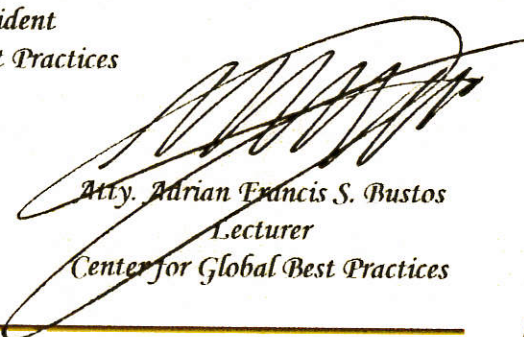
*held on May 17 & 18, 2018 at*

***EDSA SHANGRI-LA HOTEL  
MANDALUYONG CITY, PHILIPPINES***

*given this 18<sup>th</sup> day of May 2018*

  
Henry Belleza Aguende  
Founder & President  
Center for Global Best Practices

  
Prof. Tristan A. Calindig  
Course Director & Lecturer  
Center for Global Best Practices

  
Atty. Adrian Francis S. Bustos  
Lecturer  
Center for Global Best Practices



**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
OF  
SPC POWER CORPORATION**

Held at the SPC Conference Room, 7<sup>th</sup> Floor, Citibank Center  
8741 Paseo de Roxas, Makati City  
On November 20, 2017 (2:00 P.M.)

**PRESENT:**

ALFREDO L. HENARES  
DENNIS T. VILLAREAL  
ALBERTO P. FENIX, JR.  
RAMON Y. SY  
ENRIQUE L. BENEDICTO  
ROBERTO F. DE OCAMPO  
SERGIO R. ORTIZ-LUIS, JR.  
GO, JAE-HAN  
AHN, SOON-CHAN  
GUILLERMO P. DABBAY, JR.

**ALSO PRESENT:**

JAIME M. BALISACAN  
MA. LUZ L. CAMINERO  
CORAZON L. GAMEZ  
ANTONIO T. CORPUZ  
CESAR O. VILLEGAS  
REMIGIO MICHAEL A. ANCHETA II

**1. Call to Order**

The Chairman, Mr. Alfredo L. Henares, called the meeting to order at 2:10 p.m. The Corporate Secretary, Atty. Ma. Luz L. Caminero, recorded the proceedings of the meeting.

**2. Quorum Certification**

Ms. Caminero certified that with all ten (10) Directors present, there was a quorum to transact business.

**3. Minutes of Previous (August 14, 2017) Meeting**

The Board reviewed the draft of the minutes of its meeting of August 14, 2017 attached to the agenda folder.

Upon motion duly made and seconded, without any objection, the Board approved the minutes of its meeting on August 14, 2017.

**4. Matters Arising from Previous Meeting**

Ms. Caminero informed the Board that matters arising from the previous meeting were included in the agenda.

**5. Operations Report**

Mr. Cesar O. Villegas presented the respective performances of the four (4) power plants and informed the Board that (a) demand declined due to the July 6, 2017 Leyte earthquake, and it only started to recover in September, 2017; (b) the plant capacities decreased due to maintenance operations after the Leyte earthquake; and (c) revenue declined because of the Leyte earthquake with total revenue of 4 plants from January to October 2017 at Php781.5 Million (net of fuel).

## **6. Update on PB 104**

Mr. Villegas informed the Board that PB 104 was temporarily moored at Ubay, Bohol and the proposed permanent mooring site was at Loon, Bohol. He said that PB 104 was undergoing rehabilitation to provide emergency power to Bohol island in case of "islanding operation," in addition to the capacity of Bohol Diesel Power Plant (BDPP).

Replying to the questions of Mr. Go, Jae-Han, Mr. Villegas said that PB 104 could serve the ASPA market and the WESM, and it could also supply the peaking power requirements of Bohol.

Ms. Caminero requested board approval for the filing of applications with the Energy Regulatory Commission (ERC) for the approval of the separate Interim Power Supply Agreements (IPSAs) of the Corporation with Bohol Light Company, Inc. (BLCI), Bohol I Electric Cooperative, Inc. (BOHECO I), and Bohol II Electric Cooperative, Inc. (BOHECO II).

Upon motion duly made and seconded, without any objection, the Board approved the following resolutions:

RESOLVED that the Corporation authorize the filing of (a) applications with the Energy Regulatory Commission (ERC) for the approval of its Interim Power Supply Agreements (IPSAs) with Bohol Light Company, Inc. (BLCI), Bohol I Electric Cooperative, Inc. (BOHECO I), and Bohol II Electric Cooperative, Inc. (BOHECO II), and (b) related actions and legal remedies.

RESOLVED further that the Corporation authorize the President, Mr. Dennis T. Villareal, or his authorized representative(s) to represent the Corporation in the ERC applications, related actions, and legal remedies.

RESOLVED finally that the Corporation authorize Ancheta & Associates Attorneys-at-Law or any of its lawyers and/or Atty. Benjamin P. Lozada III to represent the Corporation in the ERC applications, related actions, and legal remedies with power to act on behalf of the Corporation in matters covered by pre-trial conferences and to enter into compromise agreements.

## **7. Update on Naga Power Plant**

Ms. Caminero recalled that the Supreme Court decision in the *Osmeña v. PSALM, et al.* declared null and void SPC's right to top the bid of the highest bidder of the Naga Power Plant, and consequently annulled the Asset Purchase Agreement and the Land Lease Agreement between PSALM and SPC.

She informed the Board that (a) as of August 9, 2017, PSALM and SPC met to determine the timeline for the turnover of the Naga Power

Plant to PSALM and the return of the bid price of SPC; (b) on October 9, 2017, PSALM wrote SPC requesting documents to support its claim and SPC referred the matter to its counsel; and (c) on November 3, 2017, PSALM requested SPC access to the plant for the conduct of ocular inspection on November 17, 2017 by the representatives of PSALM and Therma Power Visayas, Inc. (TPVI), and that SPC granted such request.

The Board noted the report.

**8. Interim Consolidated Financial Statements as of and for the Nine Months Ended September 30, 2017**

Mr. Jaime M. Balisacan presented the financial statements attached to the agenda folder:

- a. Consolidated Statement of Comprehensive Income for the Nine Months Ended September 30, 2017 and 2016
  1. Net income for the period is Php1,202,603,038 or an 18.6 % decrease (equivalent to Php275,303,557) as compared to previous period mainly due to the Leyte earthquake.
  2. KEPCO SPC's income tax holiday ended in February 2017.
  3. MECO was directed to refund customers for over-recoveries from 2012 to 2015.
  4. SPC Island Power Corporation, BLCI, and SPC had decreases in revenues because of the Leyte earthquake.
- b. Consolidated Statements of Financial Position as of September 30, 2017 and December 31, 2016
  1. Total current assets for the period is Php3.04 Billion or 24.9% increase versus previous period.
  2. Total noncurrent assets for the period is Php8.34 Billion or 4.4% increase versus previous period.
  3. Total current liabilities for the period is Php1.078 Billion or 27.7% increase versus previous period.
  4. Total noncurrent liabilities for the period is Php794.46 Million or 19.5% increase versus previous period. Amount due to NPC/PSALM has substantially increased by 2109.7% because of delayed payments of fuel and building up of fuel stocks.
  5. Total liabilities increased by 24.1% mainly because of higher trade and other payables due to PSALM.
- c. Consolidated Statements of Cash Flows for Nine Months Ended September 30, 2017 and 2016
  1. Cash and cash equivalents at end of period is Php2.034 Billion versus Php2.266 Billion of previous period.
- d. Consolidated Statements of Changes in Stockholders' Equity for Nine Months Ended September 30, 2017 and 2016
- e. Statements of Comprehensive Income by Company for Nine Months Ended September 30, 2017 and 2016.



- f. Statements of Financial Position by Company as of September 30, 2017.

**9. Projected Consolidated Financial Statements as of and for the Year Ending December 31, 2017**

Mr. Balisacan presented the following matters attached to the agenda folder:

a. Summary of Major Assumptions

1. Closing Forex Rate Used: January–September 2017 (average actual) = Php50.308/US\$; October–December 2017 (projected) = Php51.00/US\$.
2. Operating Costs and Expenses:
  - a. January to September 2017 is based on actual; October – December 2017 is projected.
  - b. Management to recommend to SGV to reverse the Asset Retirement Obligation (ARO) of Php11.8 Million and its treatment as income due to the purchase of all the lots underlying the Bohol Diesel Power Plant; No adjustments for other ARO.
  - c. No additional provision for doubtful accounts and probable inventory losses/obsolescence.
3. Cebu Diesel Power Plant (CDPP1): SPC continues to operate and maintain the CDPP1; income generated from CDPP1 accrues to SPC; and the Php1.143 Billion that was paid to PSALM for the acquisition of NPPC is assumed uncollected as of end-December 2017.
4. Long-Term Debt
  - a. Principal prepayment of Php505,555,556 on October 28, 2017.
  - b. Reversal of Php400,000,000 previously appropriated retained earnings in 2015 (for compliance with loan covenant) due to the prepayment of long-term debt.
5. Fuel Deliveries
  - a. Additional cash requirements of Php151,989,361 to stockpile fuel oil (last quarter).
6. PB 104
  - a. Provision for cash requirements in the last quarter of 2017 based on committed expenses as of September 30, 2017 and estimated remaining requirements for the year 2017 with a total amount of Php78,072,278.
7. Cash Dividends Received by SPC (Parent Company)
  - a. KSPC – Php552,743,821 actually declared in June 2017; Php428,400,000 projected for Dec. 2017
  - b. MECO – Php59,999,933 actually declared in July 2017; Php20 Million projected for Dec. 2017

- c. SIPC – Php499,999,900 projected; Php500 Million excess in 2016 to be declared to avoid IAET
  - d. SMPC – Php1,439,971 projected; Php3.6 Million excess in 2016 to be declared to avoid IAET
  - e. BLCI – Php5,984,999 partially declared in Aug. 2017; Php8,977,498 projected for Dec. 2017
  - f. SLCI – Php2 Million projected; Php5 Million excess in 2016 to be declared to avoid IAET
  - g. SECI – Php7,999,998 projected; Php20 Million excess in 2016 to be declared to avoid IAET
8. Cash Dividends Declared by SPC: Actual declaration in May 2017 was Php598.6 Million; Any additional declaration in 2017 is not yet considered.
9. Other major assumptions: Possible reclassification of balance sheet and income statement accounts after the audit of SGV is not yet considered; merit increases, year-end bonuses and directors' fees are assumed to be the same as last year's; and cash proceeds from disposal of excess/obsolete inventories and other non-performing assets are not yet considered.
- b. Projected Consolidated Statements of Comprehensive Income
  - c. Projected Consolidated Statements of Financial Position
  - d. Projected Consolidated Statements of Cash Flows
  - e. Projected Consolidated Statements of Changes in Stockholders' Equity
  - f. Projected Consolidated Statements of Comprehensive Income by Company
  - g. Projected Consolidated Statements of Financial Position by Company
- h. List of Items/Assumptions Requiring BOD Resolution/Approval:
- 1. Reversal of retained earnings appropriated in 2015 amounting to Php400 Million for compliance with loan covenant.
  - 2. Review of the following existing appropriation of retained earnings:
    - a. On December 3, 2014, the SPC Board approved an additional appropriation of Php50 Million out of the unappropriated retained earnings of SPC thereby increasing the total appropriation to Php850 Million as of December 31, 2015. The appropriation was for the construction of a new CFBC Coal-Fired Power Plant with a capacity of 2x100MW upon acquisition of the NPPC.
    - b. On March 30, 2016, the SPC Board approved the reversal of appropriation amounting to Php850 Million and the appropriation of retained earnings by the same amount for the construction of a CFBC Coal-Fired Power Plant of at least 300MW in the province of Cebu or in the Visayas region within the years 2016-2020.
  - 3. Disposition of projected excess earnings as of December 31, 2017 amounting to Php1.9 Billion.

## 10. Declaration of Cash Dividends

Mr. Balisacan presented the projected excess earnings of SPC as a Parent Company as of December 31, 2017 in the amount of Php1,945,521,250 which could be subjected to IAET.

He said that Management Committee recommended additional appropriation for new projects in the amount of Php500,000,000 and declaration of cash dividends in the amount of Php598,620,000, which would leave a projected balance of excess earnings of Php846,900,000, which could be cured until end of 2018.

He clarified that:

1. Per projected results of operations, the total balance of cash and cash equivalents as at end-2017 is estimated at Php1.309 Billion versus two-month working capital requirements of around Php95 Million only.
2. The projected cash balance as at end-2017 does not include collection of receivable from PSALM amounting to Php1.143 Billion, which is the amount paid for NPPC.

Mr. Alberto P. Fenix, Jr. moved to (a) reverse the November 24, 2015 appropriation of retained earnings amounting to Php400 Million; (b) appropriate Php500 Million for renewable energy projects; (c) declare cash dividends of Php0.40/share or the equivalent of Php598,620,000; and (d) maintain the Php850 Million appropriation for the construction of a new power plant in the province of Cebu or in the Visayas Region within the years 2016-2020.

Replying to Mr. Ahn, Soon-Chan's question, Mr. Henares said that the Corporation is considering a hydro power plant project in Palawan or an in-island power plant in Bohol.

Mr. Henares also said that in a resolution approved on March 30, 2016, the Board appropriated Php850 Million for a power plant to be constructed in Cebu or in the Visayas Region.

Mr. Ahn, Soon-Chan asked if the Php1.143 Billion refund from PSALM could also be declared as dividends this year. Mr. Henares commented that the Board could not consider for now what the Corporation has not yet received.

Upon motion duly made and seconded, without any objection, the Board approved the following resolutions:

RESOLVED that the Corporation authorize the reversal of retained earnings appropriated in 2015 amounting to Php400 Million for compliance with its loan covenant and the reinstatement of the same amount as unappropriated retained earnings.

RESOLVED further that the Corporation appropriate Php500 Million for the construction of two run-of-river hydro electric power plant projects in Palawan with a

capacity of 15.8 MW to commence within the years 2018-2019.

RESOLVED further that the Corporation be authorized to declare cash dividends in the amount of PhP0.40 per share with the following reckoning dates for the entitlement of and payment to the stockholders:

Record date - December 6, 2017

Payment date - December 14, 2017

RESOLVED finally that the Corporation maintain the amount of Php850 Million as appropriation for the construction of a new CFBC-Fired power plant of at least 300 MW in the Province of Cebu or in the Visayas Region within the years 2018-2021.

#### **11. Approval of Directors' Fees**

Mr. Fenix moved for the approval of Director's fee for CY2017 in the amount of Php600,000, which is the same amount as last year's, and an additional Php200,000 for the Chairman.

Upon motion duly made and seconded, without any objection, the Board approved the amount of Php600,000 as Director's fee and an additional amount of Php200,000 for the Chairman for CY 2017.

#### **12. Proposed 2018 Budget of SPC (Parent Company)**

Mr. Balisacan discussed the following:

- a. Summary of Major Assumptions which include operating costs and expenses, projected cash dividends from and budgets of subsidiaries/affiliates.
- b. Projected 2018 Operating Plan for SPC and SIPC Plants
- c. SPC Proposed CY2018 Budget – Proforma Income Statements
- d. 2018 CAPEX Budget

Mr. Dennis T. Villareal moved to approve the proposed budget.

Upon motion duly made and seconded, without any objection, the Board approved the proposed budget for CY2018 as recommended by management.

#### **13. Election of Corporate Secretary and Designation of Compliance Officer**

Ms. Caminero informed the Board that Mr. Reynante del Rosario, who already resigned, was the Compliance Officer of the Corporation, and that such position could only be occupied by an officer with a rank of a Senior Vice-President. Considering that she was being considered as the new Compliance Officer, she had to resign her position as Corporate Secretary because the rules would not allow her to hold both positions. She said that management recommended Atty. Remigio Michael A.



Ancheta II as the new Corporate Secretary and requested for her designation as the new Compliance Officer.

The Board accepted Ms. Caminero's resignation as Corporate Secretary.

Mr. Roberto F. De Ocampo nominated Mr. Ancheta as the new Corporate Secretary.

Upon motion duly made and seconded, without any objection, the Board appointed Mr. Remigio Michael A. Ancheta II as the new Corporate Secretary of the Corporation, and Ms. Ma. Luz L. Caminero as the new Compliance Officer of the Corporation.

#### **14. Designation of Bank Signatories**

Management requested the Board to designate a new bank signatory to replace Mr. Del Rosario who already resigned.

Upon motion duly made and seconded, without any objection, the Board designated Mr. Alberto P. Fenix, Jr. to replace Mr. Reynante Del Rosario as one of the authorized signatories of the bank accounts of the Corporation.

#### **15. Other Matters**

No other matter was discussed.

#### **16. Adjournment**

The meeting was adjourned at 4:30 p.m.

[This portion was intentionally left blank.]

ATTEST:

  
**ALFREDO L. HENARES**  
Chairman

  
**DENNIS T. VILLAREAL**  
Director

  
**ALBERTO P. FENIX, JR.**  
Director


**RAMON Y. SY**  
Director

  
**ENRIQUE L. BENEDICTO**  
Director

  
**ROBERTO F. DE OCAMPO**  
Director

  
**SERGIO R. ORTIZ-LUIS, JR.**  
Director

  
**GO, JAE-HAN**  
Director

  
**AHN, SOON-CHAN**  
Director

  
**GUILLERMO P. DABBAY, JR.**  
Director

  
**REMIGIO MICHAEL A. ANCHETA II**  
Corporate Secretary

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS  
OF**

**SPC POWER CORPORATION**

Held at the SPC Conference Room, 7<sup>th</sup> Floor, Citibank Center  
8741 Paseo de Roxas, Makati City  
On November 20, 2017 (2:00 P.M.)

**PRESENT:**

ALFREDO L. HENARES  
DENNIS T. VILLAREAL  
ALBERTO P. FENIX, JR.  
RAMON Y. SY  
ENRIQUE L. BENEDICTO  
ROBERTO F. DE OCAMPO  
SERGIO R. ORTIZ-LUIS, JR.  
GO, JAE-HAN  
AHN, SOON-CHAN  
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**ALSO PRESENT:**

JAIME M. BALISACAN  
MA. LUZ L. CAMINERO  
CORAZON L. GAMEZ  
ANTONIO T. CORPUZ  
CESAR O. VILLEGAS  
REMIGIO MICHAEL A. ANCHETA II

**1. Call to Order**

The Chairman, Mr. Alfredo L. Henares, called the meeting to order at 2:10 p.m. The Corporate Secretary, Atty. Ma. Luz L. Caminero, recorded the proceedings of the meeting.

**2. Quorum Certification**

Ms. Caminero certified that with all ten (10) Directors present, there was a quorum to transact business.

**3. Minutes of Previous (August 14, 2017) Meeting**

The Board reviewed the draft of the minutes of its meeting of August 14, 2017 attached to the agenda folder.

Upon motion duly made and seconded, without any objection, the Board approved the minutes of its meeting on August 14, 2017.

**4. Matters Arising from Previous Meeting**

Ms. Caminero informed the Board that matters arising from the previous meeting were included in the agenda.

**5. Operations Report**

Mr. Cesar O. Villegas presented the respective performances of the four (4) power plants and informed the Board that (a) demand declined due to the July 6, 2017 Leyte earthquake, and it only started to recover in September, 2017; (b) the plant capacities decreased due to maintenance operations after the Leyte earthquake; and (c) revenue declined because of the Leyte earthquake with total revenue of 4 plants from January to October 2017 at Php781.5 Million (net of fuel).

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Upon motion duly made and seconded, without any objection, the Board approved the following resolutions:

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