

# COVER SHEET

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S.E.C. Registration Number

[illegible]

( 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. Jaime M. Balisacan  
Contact Person

8810 44 74 to 77  
Company Telephone Number

1	2
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Month

3	1
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Day

Calendar Year

SEC FORM				
1	7	-	C	
FORM TYPE				

0	6
<i>Month</i>	

2	5
<i>Day</i>	

**Annual Meeting**

Secondary License Type, If Applicable

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

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File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. 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 5, 2021  
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 6.  (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 32) 232 0377; (63 2) 8810 44 74 to 77, 8810 44 50, 8810 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

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 - N.A.
- 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 -

Pursuant to SEC's reportorial requirements, we are submitting herewith (see attached) the Certification of Independent Directors, Mr. Roberto F. de Ocampo, Mr. Ramon Y. Sy, and Mr. Sergio R. Ortiz-Luis., who are three (3) current independent directors of SPC Power Corporation.

### 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.

**SPC Power Corporation**  
Issuer

Date : February 5, 2021

  
**MISHELLE ANNE R. RUBIO-AGUINALDO**  
Asst. Corporate Secretary  
Signature and Title



## CERTIFICATE OF INDEPENDENT DIRECTOR

I, Roberto F. de Ocampo, Filipino, of legal age and a resident of 121 Victoria Cor. Homonhon Sts. Magallanes Village, Makati, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of SPC Power Corporation and have been its independent director since November 25, 2002.
2. I am affiliated with the following companies or organizations:

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
RFO Center for Public Finance and REGIONAL Economic Cooperation	Chairman of the Board of Advisors	2006
Philippine Veterans Bank	Chairman and CEO	2013
MoneyTree Publishing Inc.	Chairman	2007
Stradcom Corporation	Chairman	2003
Public Finance Institute of the Philippine	Chairman	2007
Intervest Project Inc. (IPI)	Chairman	2013
British Alumni Association	Chairman	2007
Libera International Advisory Board (London)	Chairman	2013
Foundation for Economic Freedom	Chairman	2012
Philam Fund Inc., Philam Bond Fund Inc., Philam Strategic Growth Inc., Philam Managed Income Fund Inc., PAMI Global Bond Fund, Inc., Philam Dollar Bond Fund Inc.	Chairman	2014
Center for Philippine Futuristics Studies and Management Inc.	Chairman	2014
La Costa Development	Vice-Chairman	2007
Makati Business Club	Vice-Chairman	2006
Centennial Group (Washington), D.C.	Founding Director	1999
Emerging Markets Forum	Founding Director	2005
Pacific Gaming Investments Pte. Ltd.	Independent Director	2010
Bankard, Inc.	Independent Director	2006
EEl Corporation	Independent Director	2005



House of Investments	Independent Director	2000
Beneficial Life Insurance Co., Inc.	Independent Director	2008
Robinsons Land Corporation	Independent Director	2003
SPC Power Corporation	Independent Director	2002
DFNN Inc.	Independent Director	1999
Investment & Capital Corporation of the Philippines (ICCP)	Independent Director	2011
Banker's Association of the Philippines	Director	2016
South Forbes City College	Director	2016
Philippine Business for the Environment (PBE)	Board Member	2015
The Conference Board (New York)	Member, Global Advisory Board	2004
Corporate Governance Institute of the Philippines	Member, Board of Advisers	2004
Philippine Cancer Society	Member, Board of Advisers	1998
Ramos Peace and Development Foundation	Member, Board of Trustees	1999
SGV Foundation	Member, Board of Trustees	1999
Trilateral Commission	Member, Asia Pacific Group Representing ASEAN	2000
Philippine Quality & Productivity Movement Inc.	Member, Board of Advisers	2012

I am not affiliated to any government/owned and controlled corporation.

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of SPC Power Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of SPC Power Corporation as provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
N.A.	N.A.	N.A.

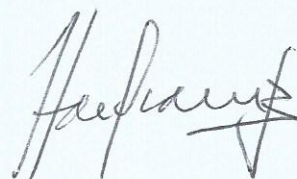


5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
N.A.	N.A.	N.A.

6. (For those in government service/affiliated with a government agency or GOCC) I have the required written permission or consent from SPC Power Corporation to be and independent director in SPC Power Corporation, pursuant to Office of the President Memorandum Circular' No. 17 and Section 12, Rule XVIII of the Revised Civil Services Rules.
7. I shall faithfully and diligently comply with my duties as responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
8. I shall inform the Corporate Secretary of SPC Power Corporation of any changes in the abovementioned information within five days from its occurrence.
- 9.

Done, this 1<sup>st</sup> day of February 2021, at Makati City



ROBERTO F. DE OCAMPO

Affiant

**FEB 01 2021**

SUBSCRIBED AND SWORN to before me this 1<sup>st</sup> day of February 2021 at Makati City, affiant personally appeared before me and exhibited to me his passport with no. P5685296B valid until 26 October 2030 issued at DFA NR Central on 27 October 2020.

Doc. No. 138 :  
Page No. 29 :  
Book No. 37 :  
Series of 2021:

**ATTY. JOSHUA P. LAPUZ**  
Notary Public for and in Makati City,  
Appointment No. 12-66 until 12/31/2021  
PTR No. 0531012, Exp. 4/2021, Mak. Dec. 31, 2021 Makati City,  
Rol. No. 45790, ISP, Lifetime N. 04897  
MCLE No VI-0016565 / Jan. 14, 2019  
G/F Fedman Suites, 199 Salcedo Street,  
Legaspi Village, Makati City



## CERTIFICATION OF INDEPENDENT DIRECTOR

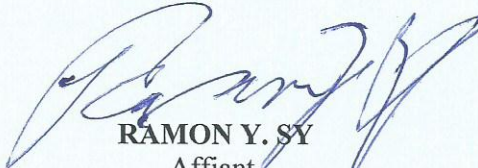
I, **RAMON Y. SY, FILIPINO**, of legal age and a resident of 303 Chico Drive, Ayala Alabang Village, Muntinlupa City, after having been sworn to in accordance with law do hereby declare that:

1. I am nominee for Independent Director of SPC Power Corporation and have been its independent director since May 30, 2017.
2. I am affiliated with the following companies or organization:

Company/Organization (Refer to Annex)	Position/Relationship	Period of Service

3. I possess all qualifications and none of the disqualification to serve as an Independent Director of SPC Power Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to any director/officer/substantial shareholder of SPC Power Corporation, as provided under Rule 38.2.3 of the Securities Regulation code.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation code.
7. I shall inform the Corporate Secretary of SPC Power Corporation of any changes in the abovementioned information within five days from its occurrence.

Done this 21 JAN 2021 day of MAKATI CITY 2021 at

  
**RAMON Y. SY**  
Affiant

**MAKATI CITY**

**SUBSCRIBED AND SWORN TO BEFORE ME** this 21 JAN 2021 day of 2021 at \_\_\_\_\_, affiant exhibiting to me his Philippine Passport No. P0411558B issued on Jan. 25, 2019 at DFA NCR SOUTH and valid until Jan. 24, 2029 and TIN ID No. 107-202-849.

Doc. No. 189  
Page No. 27  
Book No. 24  
Series of 2021

**ATTY. JOSHUA P. LAPUZ**  
Notary Public for and in Makati City  
Appointment No. M-6 until 12/31/2021  
PTR No. 8531012, Jan. 4, 2021, Makati City  
Roll No. 46700, IBR, Lifetime N. 04097  
MCLE No VI-001065, Jan. 14, 2019  
G/F Fedman Suites, 199 Salcedo Street,  
Legaspi Village, Makati City



## ANNEX

### Present Position – Other Private Institution (Including Corporate Directorships)

NAME OF OFFICE	POSITION	DATE ASSUMED	
Ramsy Corporation	Chairman	1992	Stockholder
Travelman, Inc.	Chairman	1984	Stockholder
Xcell Property Ventures, Inc.	Chairman	2005	Stockholder
Asian Alliance Holding and Development Corp.	Director	2005	
Asian Alliance Investment Corp.	Director	2005	
Philippine Equity	Director	2006	
Maxicare Healthcare Corp.	Director	2008	
Monte Oro Resources and Energy, Inc.	President / Director	2012	Stockholder
Apex Mining Co. Inc.	Chairman	2013	Stockholder
Asia United Bank	Vice Chairman	2012	Stockholder



## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **SERGIO R. ORTIZ-LUIS JR.**, Filipino, of legal age and a resident of 3<sup>RD</sup> Flr. Commerce and Industry Plaza, 1030 Campus Avenue corner Park Avenue, Mckinley Hills, Fort Bonifacio, Taguig City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of SPC POWER CORPORATION and have been its independent director since 2017.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP
Philippine Exporters Confederation Inc. (PHILEXPORT)	President
Employers Confederation of the Philippines (ECOP)	President
Philippine Chamber of Commerce & Industry (PCCI)	Honorary Chairman/Treasurer
Philippine Foundation, Inc. (Team Phil.)	Director/Past President
Asia Pacific Chinese Media, Inc.	President
Philippine International Airways	Chairman
National Center for Mediation	Chairman
Waterfront Mactan Casino Hotel, Inc.	Chairman
Waterfront Wellness Group, Inc.	Chairman
Grand Ilocandia Resort and Development, Inc.	Chairman
Waterfront Philippines, Inc.	Chairman
Waterfront Hotel Management Corporation	Chairman
Mayo Bonanza, Inc.	Chairman
Club Waterfront International, Limited	Chairman
Waterfront Food Concepts, Inc.	Chairman
Waterfront Cebu City Casino Hotel, Inc.	Chairman
Waterfront Entertainment Corporation	Chairman
Waterfront Promotion Limited	Chairman
Waterfront Horizon Corporation	Chairman
Davao Insular Hotel Company, Inc.	Chairman
Eastridge Golf	Chairman
One Philippines Foundation	Chairman
Country Garden Agri-Tourism Dev't Inc.	Chairman
Manila Waterfront City	Chairman
VC Securities Corp	Vice Chairman
Alliance Global, Inc.	Director
Acesite Hotel Philippines, Inc.	Director



Integrated Concepts & Solutions, Inc.	Honorary Chairman
GS1 Philippines, Inc. (Formerly Philippine Article Numbering Council)	Director
International Chamber of Commerce of the Phil	Director
The Wellex Group	Director
Manila Exposition Complex, Inc (World Trade Center)	Director
La Salle Tech Academy	Director
Philippine Estate Corporation	Director
B.A Securities	Director
Rural Bank of Baguio	Director
Forum Pacific, Inc. (FPI: Philippines)	Director
LikeCash Asia & The Pacific Corporation	Director
SPC Power Corporation	Director
Drug Abuse Resistance Education (DARE) Philippines	Director
Jollville Holdings Corporation	Director
Human Resources Development Foundation	Trustee & Treasurer
Lasaltech Academy	Director

#### GOVERNMENT AFFILIATIONS:

Export Development Council	Vice Chairman
Foundation for Crime Prevention	Commissioner
National Competitiveness Council	BPLS Champion
Industry Development Council	Member
The Philippine Bamboo Council	Private Sector Representative
Philippine National Police, Regional Advisory Council (PNP-RAC)	Director

#### CIVIC ORGANIZATION:

Rotary Club of Green Meadows Foundation	Chairman
Rotary Club Green Meadows QC RI District 3780	Past President
Philippine Jaycee Senate	Member
Philippine Coastguard Auxiliary	Captain
JARDELI Club Foundation	Vice Chairman
Bayaning Pulis Foundation, Inc	Director/ Treasurer

#### OTHERS:

Consulate of Romania in the Philippines	Honorary Consul General
Consular Corps of the Philippines	Vice Dean
International Association of Educator for World Peace	Honorary Adviser



1. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of SPC Power Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
2. I am not related to any director/officer/substantial shareholder of SPC Power Corporation, and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Implementing Rules and Regulations of the Securities Regulation Code.
3. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
4. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
5. I shall inform the Corporate Secretary of SPC Power Corporation of any changes in the abovementioned information within five days from its occurrence.

03 FEB 2021


Done, this \_\_\_\_\_ day of \_\_\_\_\_, at MAKATI CITY.

  
**SERGIO R. ORTIZ-LUIS JR.**  
 Affiant

03 FEB 2021

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_ at Makati City, affiant personally appeared before me and exhibited to me his passport number P5889673B issued at DFA Manila on December 02, 2020.

Doc. No. 268;  
 Page No. 51;  
 Book No. 37;  
 Series of 2021.

  
**ATTY. JOSHUA P. LAPUZ**  
 Notary Public for and in Makati City  
 Appointment No. M-64 until 12/31/2021  
 PTR No. 8531012, Jan. 4, 2021, LRA No. 51, 2021 Makati City  
 Roll No. 45790, IBP, Lifetime N. 04897  
 MCLE No. VI-0016565 / Jan. 14, 2019  
 G/F Fedman Suites 199 Salcedo Street  
 Legaspi Village, Makati City





**SPC Power Corporation**

**CERTIFICATION**

This is to certify that the information contained in our report is true and correct

Issued on February 5, 2021 at Makati City, Philippines.

Very truly yours,

**Michelle Anne R. Rubio-Aguinaldo**  
Assistant Corporate Secretary