

COVER SHEET

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 B D O T o w e r s P a s e o

8 7 4 1 P a s e o d e R o x a s

M a k a t i 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

Month

3 1

Day

Calendar Year

SEC FORM

1 7 - C

FORM TYPE

0 5

Month

2 8

Day

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

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. April 3, 2023
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. Philippines 6. (SEC Use Only
Province, country or other jurisdiction of Industry Classification Code:
Incorporation
7. 7th Floor, BDO Towers Paseo, 8741 Paseo 1209 Philippines
de Roxas, Makati City
Address of principal office Postal Code
8. (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 | 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

We are pleased to submit the Certification of Independent Directors, namely: Messrs. Francisco L. Viray, Enrique L. Benedicto and Sergio R. Ortiz-Luis, Jr.

- 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.

SPC Power Corporation
Issuer

Date : April 3, 2023


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

Certification

I, Mishelle Anne Rubio-Aguinaldo. Assistant Corporate Secretary of SPC Power Corporation with SEC registration number AS094-002365 with principal office at the 7/F BDO Towers Paseo, 8741 Paseo de Roxas, Makati City, on oath state:

- 1) That on behalf of SPC Power Corporation, I have caused SEC Form 17-C report to be prepared;
- 2) That I read and understood its contents which are true and correct of my own personal knowledge and/or based on true records;
- 3) That said Certification of Independent Directors is submitted in compliance with SEC reportorial requirements;
- 4) That SPC Power Corporation will comply with the requirements set forth in SEC Notice dated June 24, 2020 for a complete and official submission of reports and/or documents through electronic mail;
- 5) That I am fully aware that documents filed online which requires pre-evaluation and/or processing fee shall be considered complete and officially received only upon payment of the filing fee; and
- 6) That this certification is issued to attest to the truthfulness of the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of April, 2023.

Mishelle Anne R. Rubio-Aguinaldo
Affiant

MAKATI CITY

APR 03 2023

SUBSCRIBED AND SWORN TO before me this _____, at Makati City, Philippines by the affiant who exhibited to me her Passport No.P7454258B, issued on August 24, 2021 at DFA Manila, valid until August 23, 2031.

Doc. No. 16;
Page No. 5;
Book No. h;
Series of 2023.

ATTY. JOEL FERRER FLORES
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023 (2023-2024)
APPOINTMENT NO. M-115
ROLL NO. 77376 / MCLE (EXEMPT)
PTR NO. 9563564 / JAN. 03, 2023/MAKATI CITY
IBP NO. 261994 / JAN. 03, 2023/PASIG CITY
1107 D. BATAAN ST., GUADALUPE NUEVO, MAKATI CITY

CERTIFICATION OF INDEPENDENT DIRECTOR

I, FRANCISCO L. VIRAY, Filipino, of legal age and a resident of 10 Sydney Street, Vista Real Classica, Batasan Hills, Quezon City, after having been duly sworn to in accordance with law hereby declare that:

1. I am a nominee for independent director of SPC Power Corporation and have been its independent director since November 4, 2021.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP
Shin Clark Power Holdings, Inc	President & Director
Shin Clark Power Corporation	Chairman & Director
San Roque Power Corporation	Director
Phinma Solar Corporation	Chairman & Director

GOVERNMENT AFFILIATIONS:

CIVIC ORGANIZATION:

OTHERS:

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, 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.
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 and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
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 27th day of March 2023 at Makati City.



FRANCISCO L. VIRAY

Affiant

MAR 27 2023

SUBSCRIBED AND SWORN to before me this _____ day of March 2023 at Makati City, affiant personally appeared before me and exhibited to me his passport number P26111868B issued on July 19, 2019 at DFA NCR East with expiry date on July 18, 2029.

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ATTY. JOEY FLORER FLORES
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023 (2023-2024)
APPROVED BY: _____
RULING NO. _____
PTR NO. _____
IBP NO. _____
NOTARY PUBLIC FOR MAKATI CITY

CERTIFICATION OF INDEPENDENT DIRECTOR

I, Enrique L. Benedicto, Filipino, of legal age and a resident of Doña Emilia Benedicto Bldg., 7 E. Benedicto St., Cebu 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 September 16, 2008.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Consulate of Belgium	Honorary Consul	1986 to 2017
Mabuhay Filcement Inc.	Chairman	2003 to present
Enrison Land Inc.	Chairman	2007 to present

I am not affiliated to any Government-Owned and Controlled Corporation.

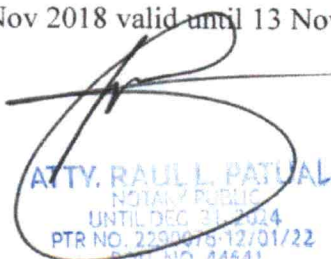
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of SPC Power Corporation, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of SPC Power Corporation, as provided under Rule 38.2.3 of the Securities Regulation Code.
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 29th day of March, 2023 at Cebu City, Philippines.


ENRIQUE L. BENEDICTO

SUBSCRIBED AND SWORN to before me this MAR 29 2023 at _____, affiant personally appeared before me and exhibited to me his Passport No. P9540542A issued at DFA Cebu on 14 Nov 2018 valid until 13 Nov 2028.

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Page No. 22
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ATTY. RAUL L. PATUAL
NOTARY PUBLIC
UNTIL DEC 31, 2024
PTR NO. 2290978-12/01/22
ROLL NO. 44541
COMMISSION NO. 0121
LIFETIME NO. 07936
60 JAKOSALEM ST., CEBU CITY
PROVINCE OF CEBU
MCLE NO. 11055570

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **SERGIO R. ORTIZ-LUIS JR.**, Filipino, of legal age and a resident of 3RD 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):

Philippine Exporters Confederation Inc. (PHILEXPORT)	President
Employers Confederation of the Philippines (ECOP)	President
Philippine Chamber of Commerce & Industry (PCCI)	Honorary Chairman/Treasurer
Asia Pacific Chinese Media, Inc.	President
Philippine International Airways	Chairman
One Philippines Foundation, Inc.	President
National Center for Mediation	Chairman
Waterfront Philippines, Inc.	Chairman
Grand Ilocandia Resort and Development, Inc.	Chairman
Mayo Bonanza, Inc.	Chairman
Club Waterfront International, Limited	Chairman
Davao Insular Hotel Company, Inc.	Chairman
Aristocrat Manila City Holdings, Inc.	Chairman
Country Garden Agri-Tourism Dev't Inc.	Chairman
VC Securities Corporation	Vice Chairman/Director
Integrated Concepts & Solutions, Inc.	Honorary Chairman
Empire East	Independent Director
Acesite Hotel Philippines, Inc.	Director
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, Inc.	Director
Philippine Estate Corporation	Director
B.A Securities	Director
Forum Pacific, Inc. (FPI: Philippines)	Director
LikeCash Asia & Pacific Corp. (LikeCash)	Director
SPC Power Corporation	Director

Alliance Energy Power and Development Inc.	Director
MREIT Inc.	Independent Director
Philippine Ventures H2O Ventures Corporation	Independent Director
Jollville Holdings Corporation	Independent Director
Export Development Council	Vice Chairman
The Philippine Bamboo Council	Private Sector Representative
Rotary Club of Green Meadows Foundation	Chairman
Philippine Jaycee Senate	Senator
Philippine Coastguard Auxiliary	Captain
JARDELI Club Foundation	Vice Chairman
Bayaning Pulis Foundation, Inc	Director/ Treasurer
Human Resources Development Foundation	Trustee & Treasurer
Drug Abuse Resistance Education (DARE) Phils.	Director

GOVERNMENT AFFILIATIONS:

Export Development Council	Vice Chairman
Patrol 117 (Foundation for Crime Prevention)	Commissioner
Industry Development Council	Member
The Philippine Bamboo Council	Private Sector Representative

CIVIC ORGANIZATION:

Rotary Club of Green Meadows Foundation	Chairman
Philippine Jaycee Senate	Senate
Philippine Coastguard Auxiliary	Captain
JARDELI Club Foundation	Vice Chairman
Bayaning Pulis Foundation, Inc	Director/ Treasurer
Human Resources Development Foundation	Trustee & Treasurer
One Philippine Foundation, Inc.	President
Drug Abuse Resistance Education (DARE) Phils.	Director

OTHERS:

Consulate of Romania in the Philippines	Honorary Consul General
Consular Corps of the Philippines	Past 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.


Done, this MAR 31 2023 day of _____, at MAKATI CITY.


SERGIO R. ORTIZ-LUIS JR.
Affiant

MAR 31 2023

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. 4;
Page No. 2;
Book No. 5;
Series of 2021.


ATTY. JOEL M. FLORES
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31, 2023 (2023-2024)
APPOINTMENT NO. M-115
ROLL NO. 77376 / MCLE (EXEMPT)
PTR NO. 9563564 / JAN. 03, 2023 / MAKATI CITY
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