

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholders:

Please be notified that the Annual Meeting of Stockholders of Semirara Mining and Power Corporation (the "Corporation") will be held on **May 2, 2017, Tuesday at 10:00 o'clock in the morning at the Main Lounge, Manila Polo Club, Inc., McKinley Road, Forbes Park, Makati City, Philippines**, with the following agenda:

- 1) CALL TO ORDER & PROOF OF NOTICE OF MEETING
- 2) CERTIFICATION OF QUORUM
- 3) APPROVAL OF MINUTES OF PREVIOUS STOCKHOLDER'S MEETING HELD ON MAY 2, 2016
- 4) APPROVAL OF MANAGEMENT REPORT
- 5) RATIFICATION OF THE ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT FROM THE DATE OF THE LAST ANNUAL STOCKHOLDER'S MEETING UP TO THE DATE OF THIS MEETING
- 6) AMENDMENT OF THE ARTICLES OF INCORPORATION INCREASING THE AUTHORIZED CAPITAL STOCK FROM ₱3,000,000,000 TO ₱10,000,000,000
- 7) APPROVAL OF 300% STOCK DIVIDENDS AMOUNTING TO ₱3,195,859,290 OR THREE (3) COMMON SHARES FOR EVERY ONE (1) SHARE HELD TO BE ISSUED FROM THE INCREASE IN THE AUTHORIZED CAPITAL STOCK OF THE CORPORATION WITH DELEGATION TO THE PRESIDENT AUTHORITY TO DETERMINE THE RECORD AND PAYMENT DATES
- 8) APPROVAL OF RE-APPOINTMENT OF INDEPENDENT EXTERNAL AUDITOR
- 9) ELECTION OF DIRECTORS FOR 2017-2018
- 10) ADJOURNMENT

Stockholders of record as of **March 10, 2017** will be entitled to notice of, and vote at the said annual meeting or any adjournment or postponement thereof. Submission of proxies shall be no later than **April 21, 2017** and validation thereof on **April 26, 2017**, 4:00 o'clock in the afternoon at the office of the Corporation.

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

Makati City, Metro Manila, February 23, 2017.



JOHN R. SADULLO
Corporate Secretary
For the Board of Directors

*Semirara Mining and Power Corporation's Dividend Policy: Minimum of 20% of Net Profit After Taxes starting from the period ending December 31, 2005, provided however that the Board of Directors shall have the option to declare more than 20%, if there is excess cash and less than 20%, if no sufficient cash is available. On April 29, 2016 the Corporation declared cash dividend of Php4.00 with Record Date on May 17, 2016 and Payment Date on May 27, 2016.

SEMIRARA MINING AND POWER CORPORATION
Annual Stockholders' Meeting
May 2, 2017, 10:00 A.M.
Main Lounge, Manila Polo Club, Inc.
McKinley Road, Forbes Park, Makati City

**RATIONALE FOR EACH AGENDA FOR APPROVAL OF THE STOCKHOLDER AND
PROFILE OF NOMINEES FOR DIRECTORS**

Agenda		Rationale
Item No. 3	Approval of the Minutes of previous meeting held on May 2, 2016.	Every Annual Stockholder's Meeting of the Corporation the minutes of previous meetings are presented to the stockholders for their approval.
Item No. 4	Approval of Management Report.	At every Annual Stockholder's Meeting of the Corporation, the Management of the Corporation presents to the stockholders for approval the results of its operations and financial performance of the Corporation for past year.
Item No. 5	Ratification of the acts of the Board of Directors and Management from the date of the last Annual Stockholders' Meeting up to the date of this Meeting.	At every Annual Stockholder's Meeting of the Corporation seeks ratification of the acts of the Board of Directors and Management. The resolutions of the Board are enumerated on Schedule 3 of its SEC Form 20-IS.
Item No. 6	Amendment to the Corporation's Articles of Incorporation (Article VII) increasing the authorized capital stock from PhP3,000,000,000.00 to PhP10,000,000,000.00.	The Board has determined that the increase is for the best interest of the Corporation. The additional authorized capital will be used to maximize equity funding for future investment/expansion of the business that the Board deems to be in the Corporation's best interest.
Item No. 7	Approval of 300% stock dividends amounting to PhP3,195,859,290.00 divided 3,195,859,290 shares at the par value of PhP1.00 per share or three (3) shares for every one common share held from the unrestricted retained earnings of the Corporation as of December 31, 2016 and to be issued from the increase in the authorized capital stock of the Corporation with authority to delegate to the President to fix the record and payment dates.	This goes hand-in-hand with the increase in the authorized capital stock of the corporation. The stock dividends shall be taken from the Unrestricted Retained Earnings of the Corporation as of December 31, 2016 and issued from the increase in the authorized capital stock to comply with the minimum paid-up capital required by law.
Item No. 8	Re-Appointment of SGV & Co. as Independent External Auditor.	Based on the Audit Committee's evaluation of SGV's performance, independence, qualifications and with due regard of management feedback.
Item No. 9	Election of Directors for 2017-2018.	
Profile of Directors		
Profile Summary		Directorship in Listed Company
1. Isidro A. Consunji , 68, Filipino, is a Director since May 2001 and became the Chairman of the Board in November 2014. Currently, he serves as the Chief Executive Officer; and Member of the Nomination & Election Committee, and Risk Committee, respectively. He is a graduate of B.S. Civil Engineering at the University of the Philippines. He holds a Master's Degree in Business Economics from the Center for		<ul style="list-style-type: none"> • DMCI Holdings, Inc. • Crown Equities, Inc. • Atlas Consolidated Mining and Development Corp.

<p>Research & Communication, and Business Management from the Asian Institute of Management. He also took an Advanced Management from IESE School in Barcelona, Spain. He is also the Chairman & CEO of SEM-Calaca Power Corporation, Semirara Claystone Inc., Semirara Energy Utilities Inc., SEM-Balayan Power Generation Corporation, Southwest Luzon Power Generation Corporation, SEM-Cal Industrial Park Developers Inc., and DMCI Mining Corporation. He is also the Chairman of St. Raphael Power Generation Corporation, and ENK Plc (U.K.); Vice-Chairman of DMCI Masbate Power Corporation; Director of Dacon Corporation, M&S Company Inc., DMCI Projects Developers, Inc., Crown Equities, Inc. (<i>listed company</i>), Toledo Mining Corporation Plc (U.K.) Semirara Cement Corporation, Atlas Consolidated Mining and Development Corporation (<i>listed company</i>), Maynilad Water Services, Private Infra Dev Corp., and SEM-Calaca Res Corporation; and President of DMCI Holdings, Inc. (<i>listed company</i>). He was the former President of the Philippine Constructors Association and Philippine Chamber of Coal Mines, Inc. He is a Civil Engineer by profession.</p> <p>2016 Nomination & Election Committee, Member 2016 Risk Committee, Member</p>	
<p>2. Victor A. Consunji, 66, Filipino, is a Director since May 2001 and became the Vice-Chairman of the Board in November 2014. Currently, he serves as the President, Chief Operating Officer; and Member of the Audit Committee and Risk Committee, respectively. He is a graduate of A.B. Political Science at the Ateneo de Davao. He is also the President and COO of SEM-Calaca Power Corporation, Semirara Claystone Inc., Semirara Energy Utilities Inc., SEM-Balayan Power Generation Corporation, Southwest Luzon Power Generation Corporation, and SEM-Cal Industrial Park Developers Inc.; Chairman, President & CEO of Semirara Training Center, Inc.; Chairman and CEO of DMCI Power Corporation; Chairman & President of Sirawai Plywood & Lumber Corp., and SEM-Calaca Res Corporation; Chairman of Divine Word School of Semirara Island, Inc.; Director of DMCI Holdings, Inc. (<i>listed company</i>), D.M. Consunji, Inc., M&S Company, Inc., Dacon Corporation, Sodaco Agricultural Corporation, DMC Urban Property Developers, Inc., Ecoland Properties, Inc., DMCI Masbate Power Corporation, St. Raphael Power Generation Corporation, Checklink Holdings, Inc., and DMCI Mining Corporation; and President of Sirawai Plywood & Lumber Corp.; and Vice-President of Dacon Corporation.</p>	<ul style="list-style-type: none"> • DMCI Holdings, Inc.

2016 Audit Committee, Member 2016 Risk Committee, Member	
<p>3. Jorge A. Consunji, 65, Filipino, is a Director since May 2001. He is a graduate of B.S. Industrial Management Engineering at the De La Salle University. He is also the Chairman of DMCI Masbate Power Corporation; and Director of DMCI Holdings, Inc. (<i>listed company</i>), Dacon Corporation, DMCI Project Developers, Inc., SEM-Calaca Power Corporation, Southwest Luzon Power Generation Corporation, Semirara Claystone Inc., Semirara Energy Utilities Inc., St. Raphael Power Generation Corporation, SEM-Balayan Power Generation Corporation, SEM-Cal Industrial Park Developers Inc., SEM-Calaca Res Corporation, Cotabato Timberland Co., Inc., M&S Company, Inc., Sodaco Agricultural Corporation, DMCI Mining Corporation, DMCI Power Corporation, Eco-Process & Equipment Phils. Inc., and Maynilad Water Services, Inc.; President & COO of D.M. Consunji, Inc., and Royal Star Aviation, Inc.; and Vice-President of Divine Word School of Semirara Island, Inc. He was the former Chairman of the Board of Contech Panel Mfg., Inc., and of Wire Rope Corp. of the Philippines. He was the former President of ACEL and Former First Vice-President of Phil. Constructors Association.</p>	<ul style="list-style-type: none"> • DMCI Holdings, Inc.
<p>4. Cesar A. Buenaventura, 87, Filipino, is a Director since May 2001. He graduated from the University of the Philippines with a degree of Bachelor of Science in Civil Engineering. He received his M.S. Civil Engineering as Fulbright Scholar at the Lehigh University, Bethlehem, Pennsylvania. In 1991, Mr. Buenaventura was made Honorary Officer of the Order of the British Empire (OBE) by Her Majesty Queen Elizabeth II. He is currently the Chairman of Maibarara Geothermal, Inc., and Vice-Chairman of Atlantic Gulf & Pacific Company of Manila (AG&P), DMCI Holdings, Inc. (<i>listed company</i>), and Montecito Properties, Inc. He is a director of DMCI Holdings, Inc., iPeople, Inc. (<i>listed company</i>), PetroEnergy Resources Corp. (<i>listed company</i>), AG&P Company of Manila, Maibarara Geothermal, Inc., Montecito Properties, Inc., Pilipinas Shell Petroleum Corporation, Philippine American Life Insurance Company, and Manila International Airport Authority. He is the founding Chairman of Pilipinas Shell Foundation, Inc., and founding member of the Board of Trustees of the Makati Business Club. His former affiliations are: President of the Benigno S. Aquino Foundation; Member of the Board of Trustees of Asian Institute of Management; Chief Executive Officer of Shell Group of Companies; Member of the Monetary Board of the Central Bank of the Philippines; Member of the Board of Directors of the Philippine International Convention Center; Member of the Board of Regents of the</p>	<ul style="list-style-type: none"> • DMCI Holdings, Inc. • PetroEnergy Resources Corporation • iPeople, Inc.

<p>University of the Philippines. He was also a former director of Ayala Corporation, First Philippine Holdings Corporation, Philippine Airlines, Philippine National Bank, Benguet Corporation, Asian Bank, Ma. Cristina Chemical Industries, and Paysetter International Inc.</p>	
<p>5. Herbert M. Consunji, 65, Filipino, is a Director since May 2001. He earned his degree of Bachelor of Science in Commerce Major in Accounting at De La Salle University. Currently, he is the Chairman, Subic Water & Sewerage Corp.; Director of DMCI Holdings, Inc. (<i>listed company</i>), DMCI Power Corporation, DMCI Mining Corporation, SEM-Calaca Power Corp., Southwest Luzon Power Generation Corporation, Subic Water & Sewerage Corp., SEM-Cal Industrial Park Developers Inc.; Vice-President & CFO, DMCI Holdings, Inc.; and Treasurer of SEM-Calaca Res Corporation.</p>	<ul style="list-style-type: none"> • DMCI Holdings, Inc.
<p>6. Maria Cristina C. Gotianun, 63, Filipino, is a Director of SMPC since May 2006 and currently serves as the Executive Vice President and member of the Remuneration & Compensation Committee, Risk Committee, and Compliance Committee, respectively. She is a graduate of B.S. Business Economics at the University of the Philippines and majored in Spanish at the Instituto de Cultura Hispanica in Madrid, Spain. She is also a Director and Corporate Secretary of Dacon Corporation; Vice-President for Finance & Administration/CFO of D.M. Consunji, Inc.; Finance Director of DMC-Project Developers, Inc.; Director and Treasurer of SEM-Calaca Power Corporation, Southwest Luzon Power Generation Corporation, Semirara Claystone Inc., Semirara Energy Utilities Inc., St. Raphael Power Generation Corporation, SEM-Balayan Power Generation Corporation, DMCI Power Corporation, DMCI Masbate Power Corporation, and SEM-Cal Industrial Park Developers Inc.; Director of Daveprime Holdings, Inc.; Assistant Treasurer of DMCI Holdings, Inc. (<i>listed company</i>); and a Trustee, CFO and Corporate Secretary of Divine Word School of Semirara Island, Inc.</p> <p>2016 Compensation & Remuneration Committee, Member 2016 Risk Committee, Member 2016 Compliance Committee, Member</p>	
<p>7. Ma. Edwina C. Laperal, 55, Filipino, is a Director since May 2007. She is a graduate of B.S. Architecture at the University of the Philippines, obtained her Master's Degree in Business Administration at the same University, and earned her Executive Certificate for Strategic Business Economics Program at the University of Asia & The Pacific. She is currently a Director and Treasurer of Dacon Corporation, DMCI Holdings, Inc. (<i>listed company</i>), D.M. Consunji, Inc., DFC Holdings, Inc., and DMCI Project</p>	<ul style="list-style-type: none"> • DMCI Holdings, Inc.

<p>Developers, Inc.; Director and Vice-President of Artregard Holdings, Inc.; and Director of SEM-Calaca Power Corporation, and DMC Urban Property Developers, Inc.; She is a License Architect.</p>	
<p>8. Josefa Consuelo C. Reyes, 69, is a Director since March 2015. She is a graduate of AB Economics at the University of British Columbia, Vancouver, Canada. She is currently the General Manager of Manila Herbal & Essential Oils Co., Inc.; Corporate Secretary of the Philippine Coffee Board; Director and Chairperson of Ecology Village Association. She also worked as Vice-President/Director of Ecology Village Association. She also took Strategic Business Economics Program at the University of Asia and the Pacific in 2007.</p>	
<p>9. Luz Consuelo A. Consunji, 63, Filipino. She is a graduate of Assumption College with a Bachelor's Degree in Commerce Major in Management. She also took her Master's Degree in Business Economics at the University of Asia and the Pacific. She is currently a Director DMCI Holdings, Inc. (<i>listed company</i>), South Davao Development Co., Zanorte Palm-Rubber Corp., and Dacon Corporation; and Treasurer of Missionaries of Mary Mother of the Poor. She was a Director of One Network Bank, and was also the Treasurer of Mary Mother of the Poor Foundation.</p>	<ul style="list-style-type: none"> • DMCI Holdings, Inc.
<p>10. Rogelio M. Murga, 82, Filipino, is an Independent Director since November 2014, and also serves as the Chairman of the Nomination & Election Committee, and a member of both Audit Committee and Compensation & Remuneration Committees of SMPC. He graduated from the University of the Philippines with a Bachelor of Science degree in Mechanical Engineering in 1958. In 1980, he also completed his Senior Management Program at Harvard Business School in Vevey, Switzerland, and was conferred in 2004 an Honorary Degree of Doctor of Science – <i>Honoris Causa</i> by Feati University.</p> <p>Currently, he is the Chairman & CEO of Private Infra Dev Corp. and an Independent Director of SEM-Calaca Power Corporation and Meralco Industrial Engineering Services Corp. His previous employment affiliation includes: President and Chief Executive Officer of the National Power Corporation; Director, President, Chief Operating Officer and eventually Vice-Chairman of EEI Corporation; President of Philippine Constructors Association; President of the International Federation of Asian and Western Pacific Contractors Association; Member of the Management Association of the Philippines; and finally as Chairman of the Committee on Engineering and Construction of the Philippine Chamber of Commerce and Industry. He was also a Consultant of DCCD Engineering</p>	

<p>Corporation and taught as Engineering Professor at the National University.</p> <p>2016 Audit Committee, Member 2016 Compensation & Remuneration Committee, Member 2016 Nomination & Election Committee, Chairman 2016 Risk Committee, Chairman</p>	
<p>11. Honorio O. Reyes-Lao, 72, Filipino, is a nominee for an independent director. He graduated with a degree of Bachelor of Arts Major in Economics and Bachelor of Science in Commerce, Major in Accounting both at De La Salle University. He took his Master's Degree in Business Management at the Asian Institute of Management. Currently, he is an independent director of DMCI Holdings, Inc. (<i>listed company</i>); director of Philippine Business Bank (<i>listed company</i>), and Space2place, Inc.; He was affiliated to the following companies Gold Venture Lease and Management Services Inc. (2008-2009), First Sovereign Asset Management Corporation (2004-2006, CBC Forex Corporation (1998-2002), CBC Insurance Brokers, Inc. (1998-2004), and CBC Properties and Computers Center, Inc. (1993-2006). His civic affiliations includes Institute of Corporate Directors, <i>Fellow</i>, Rotary Club of Makati West, <i>Member/Treasurer</i>, Makati Chamber of Commerce and Industries, <i>Past President</i>.</p>	<ul style="list-style-type: none"> • DMCI Holdings, Inc. • Philippine Business Bank