

# COVER SHEET

9 1 4 4 7 - - - - -  
SEC Registration Number

S E M I R A R A M I N I N G C O R P O R A T I O N

(Company's Full Name)

2 n d F l o o r D M C I P L A Z A B U I L D I N G  
2 2 8 1 P A S O N G T A M O E X T E N S I O N  
M A K A T I C I T Y

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

**Affy. John R. Sadullo**  
(Contact Person)

**888-3622**  
(Company Telephone Number)

1 2      3 1  
(Fiscal Year)

1 7 - C  
(Form Type)

    |    |      |    |  
Month      Day  
(Annual Meeting)

\_\_\_\_\_  
(Secondary License Type, If Applicable)

**Corporate Finance Dept.**  
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 ID

\_\_\_\_\_  
Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.





February 16, 2009

ATTY. PETE M. MALABANAN  
Head, Disclosure Department  
Philippine Stock Exchange  
4<sup>th</sup> Floor, Philippine Stock Exchange Center,  
Exchange Road, Ortigas Center, Pasig City

Subject : Nomination of Candidates for Director

Dear Atty. Malabanan:

Please be informed that in today's meeting of the Corporation's Nomination and Election Committee, the following resolution was adopted:

RESOLUTION

*"WHEREAS, Section 1 of the Corporation's Procedure for the Nomination and Election of Directors provides that the Nomination for the position of directors shall be submitted to the Nomination Committee or the Corporate Secretary not later than March 15 of every year or such other dates as may be fixed by the Committee;*

*"WHEREAS, the Committee, after considering the time line for the submission of the Definitive Information Statement (SEC Form 20-IS) to the Securities and Exchange Commission (SEC), deems it necessary to set an earlier date for the submission of Nomination for the election of directors;*

*"RESOLVED AS IT IS HEREBY RESOLVED, that the Nomination and Election Committee of Semirara Mining Corporation hereby sets not later than 5:00 o'clock in the afternoon of February 26, 2009, as the deadline for the submission of Nomination for Directors for the scheduled Annual Stockholders' Meeting which under the Corporation's By-laws (first Monday of May of each year) will be on May 4, 2009;*

Further to the above, please find attached a copy of the Corporation's Nomination Form.

Very truly yours,

  
JOHN R. SADULLO  
Corporate Secretary



**NOMINATION FORM**

**PLS. CHECK PROPER BOX**

- Nominee for Regular Director

- Nominee for Independent Director -b/

Name of Nominee -a/ \_\_\_\_\_

CITIZENSHIP: \_\_\_\_\_ AGE: -c/ \_\_\_\_\_

DATE OF BIRTH: \_\_\_\_\_ NAME OF SPOUSE: \_\_\_\_\_

RESIDENCE ADDRESS: \_\_\_\_\_

OFFICE ADDRESS: \_\_\_\_\_

CELLPHONE NO.: \_\_\_\_\_ HOME NO.: \_\_\_\_\_

OFFICE NO.: \_\_\_\_\_ FAX NO.: \_\_\_\_\_

EDUCATIONAL BACKGROUND/ATTAINMENT: -d/ (Please use separate sheet, if necessary)

WORK AND/OR BUSINESS EXPERIENCE: (Please use separate sheet, if necessary)

DIRECTORSHIP/POSITION IN OTHER CORPORATIONS/ASSOCIATIONS: (Please use separate sheet, if necessary)

**STOCKHOLDINGS/SECURITY OWNERSHIP**

Direct: \_\_\_\_\_  
Indirect: \_\_\_\_\_

CONVICTION, **IF ANY**, JUDICIAL OR ADMINISTRATIVE, OF AN OFFENSE OR JUDICIAL DECLARATION OF BEING INSOLVENT, SPENDTHRIFT OR INCAPACITATED TO CONTRACT, IF ANY. IF APPLICABLE, PLEASE STATE:

Particulars & Nature of Offense	Court/Body	Date of Complaint/ Information was filed

**CONFORMITY & ACCEPTANCE:**

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name of Nominee

\_\_\_\_\_  
Date Submitted

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name of Nominator-Stockholder  
or his/her/its Authorized Representative -e/

\_\_\_\_\_  
Date Submitted

-a/ Must be an owner of at least one (1) share of stock of the Corporation.

-b/ Independent Director is hereby defined by SEC Memorandum Circular No. 16, Series of 2002, as a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could or could reasonably be perceived to, materially interfere with his exercise of

independent judgment in carrying out his responsibilities as a director in any corporation that meets the requirements of Rule 38 of the Securities Regulation Code and its Implementing Rules and Regulations and those required/implicit under R.A. No. 8791 and includes, among others, any person who:

- i. is not a director or officer or substantial stockholder of the corporation or of its related companies or any of its substantial shareholders (other than as an independent director of any of the foregoing);
  - ii. does not own more than two percent (2%) of the shares of the corporation and/or related companies or any of its substantial shareholders;
  - iii. is not a relative of any director, officer or substantial shareholder of the corporation, any of its related companies or any of its substantial shareholders. For this purpose, relatives includes spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
  - iv. is not acting as a nominee or representative of a substantial shareholder of the corporation, any of its related companies or any of its substantial shareholders;
  - v. has not been employed in any executive capacity by that public company, any of its related companies or by any of its substantial shareholders within the last two (2) years;
  - vi. is not retained as professional adviser by that public company, any of its related companies or any of its substantial shareholders within the last two (2) years, either personally or through his firm;
  - vii. has not engaged and does not engage in any transaction with the corporation or with any of its related companies or with any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner or a company of which he is a director or substantial shareholder, other than transactions which are conducted at arms length and are immaterial or insignificant.
  - viii. is not convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Securities Regulation Code, committed within five (5) years prior to the date of his election.
- c/ Nominee must be at least twenty-five (25) years old at the time of election/appointment.
- d/ Nominee must be at least a college graduate or have been engaged or exposed to the business of the corporation for at least five (5) years.
- e/ Nominee must attach a copy of pertinent Board of Partnership Resolution or a Special Power of Attorney if an individual stockholder is making the nomination through his representative.
- f/ Nominee of Independent Director must certify under oath that he has all the qualifications and none of the disqualifications under the foregoing enumeration.

### **CERTIFICATION -f/**

As nominee for Independent Director of Semirara Mining Corporation, I hereby certify that I have all the qualifications and none of the disqualifications as provided under SEC Memorandum Circular No. 16, Series of 2002, Section 38 of the Securities Regulation Code and its Implementing Rules and Regulations.

IN WITNESS WHEREOF, I have hereunto signed this certification on this \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
Signature of Nominee

SUBSCRIBED AND SWORN to before me on this \_\_\_\_\_ day of \_\_\_\_\_, affiant exhibited to me his/her Community Tax Certificate No. \_\_\_\_\_ issued on \_\_\_\_\_ at \_\_\_\_\_, personally known to me, who is the same person who personally signed before me the foregoing and acknowledged that he/she executed the same.

Doc. No. \_\_\_\_\_;  
Page No. \_\_\_\_\_;  
Book No. \_\_\_\_\_;  
Series of \_\_\_\_\_.