



Integrated Micro-Electronics, Inc.
Board of Directors Assessment Questionnaire

The objectives of this survey are to (1) evaluate the performance of the Board of Directors and its individual members, (2) to measure the effectiveness of the Company's governance practices and identify areas for improvement and adopt new methodologies to further strengthen our Company's corporate governance standards.

This self-assessment tool covers the following areas with the corresponding weight:

Part I. Board Appraisal	
A. Structure of the Board	10%
B. Shareholder Benefits	15%
C. Fulfillment of the Board's Key Responsibilities	20%
D. Oversight Function	15%
E. Effectiveness of the Board's Processes and Meetings	10%
F. Quality of Board – Management Relationship	15%
G. Corporate Ethics	10%
H. Performance Evaluation	5%
TOTAL (Part I.)	<u>100%</u>
Part II. Individual Director Appraisal	
TOTAL (Part II.)	<u>100%</u>

The performance shall be based on the 4-point rating scale below:

- 4 Strongly Agree
- 3 Agree
- 2 Disagree
- 1 Strongly Disagree

The overall score will have the following equivalent performance assessment:

96-100%	Excellent
91-95%	Very Good
81-90%	Good
76-80%	Average
71-75%	Poor
70% & below	Very Poor

Kindly check (✓) the box corresponding to your response. An additional column for remarks is provided at the end of each question. After the tabulation and analysis of the results, a summary report will be presented to the Board along with any recommended plan of action. No personal attribution will be made in case your comments are used as reference in the summary report. Your comments will be treated with strict confidentiality.

Once completed, kindly indicate your name, signature and date of completion at the end of this questionnaire.



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Criteria	Rating					Comments / Suggestions
	Strongly Disagree	Disagree	Agree	Strongly Agree	NA	
I. BOARD APPRAISAL						
A. Structure of the Board						
1. The Board as a whole possesses the right skills and background for the current issues facing the Company. There is sufficient diversity in the Board (e.g. in experience, expertise and skills) and an appropriate mix of non-executive and executive directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. The Board has a process of selection that ensures an optimum mix of directors and officers who can perform competently and professionally and add value to the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. The powers, roles, responsibilities and accountabilities between the Board and management are clearly defined, segregated and understood.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. The Board has in place the necessary Committees with appropriate delegation of business to assist the Board in the performance of its duties and responsibilities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. The Board has appropriate succession plans in place.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
B. Shareholders Benefits						
1. The Board ensures that the Company implements a process to facilitate stockholders' participation in annual or special meetings of stockholders.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. The Board ensures that the Company provides stockholders with relevant and timely information prior to stockholders' meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. The Board ensures transparency and fairness in the conduct of stockholders' meetings.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. The Chairman of the meeting of stockholders provides stockholders an opportunity to raise any concern or question relating to the items in the agenda of the meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	



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	Strongly Disagree	Disagree	Agree	Strongly Agree	NA	
C. Fulfillment of the Board's Key Responsibilities						
1. The Board, together with the management periodically reviews the Company's principles, values, philosophy, mission and vision that guide the activities of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. The Board devotes significant time to determine the emerging issues and risks that could affect the organization in the future.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. The Board has a good understanding of the Company's key drivers of performance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. The Board is adequately involved in the determination and evaluation of the Company's strategic initiatives / risks and focuses on corporate strategy designed to maximize long-term shareholder value.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. The Board is effective in monitoring management's implementation and execution of the Company's strategy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. The Board regularly and periodically monitors the Company's corporate performance against such strategic objectives and business plans.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7. The Board regularly and consistently considers the interests of minority shareholders and ensure their equitable treatment in its decision-making processes. The interests of all other shareholder groups are also carefully considered.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8. The Board has established appropriate and clear threshold limits for its involvement in major / significant business transactions, including the monitoring of management's execution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
9. The Board ensures that the Company complies with all relevant laws and regulations and endeavors to adopt accepted best business practices.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	



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	Strongly Disagree	Disagree	Agree	Strongly Agree	NA	
10. The Board ensures the establishment of appropriate corporate governance policies and procedures.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
11. The level of secretarial support placed at the Board's disposal is satisfactory.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
12. There is a process in place to make funds available to the Board to take independent legal, accounting or other advice when it decides to do so.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
D. Oversight Function						
1. The Company's risk management processes provide the Board a full understanding of the critical risk and issues that could impact the organization.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. The Board provides oversight with regard to enterprise risk management and identifies key risk areas and key performance indicators and monitor these factors with due diligence.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. The Board has a good understanding of Management's responsibilities in relation to internal control.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. The Board ensures the continuing soundness, effectiveness, and adequacy of the Company's internal control environment, including a system of check and balance, to manage the major risks faced by the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. The Board oversees management's implementation of sound strategic policies and guidelines on major capital expenditures, business strategies, operational budgets, plans and policies.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	



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	Strongly Disagree	Disagree	Agree	Strongly Agree	NA	
E. Effectiveness of Board Processes and Meetings						
1. The frequency, duration and scheduling of Board meetings per year are adequate to ensure proper coverage of the Board's responsibilities. (e.g. no less than six BOD meetings a year as per BOD Charter). The Board convenes special meetings when required by business exigencies.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. Notice of meetings are given at least two weeks in advance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. The directors receive materials at least five business days prior to each Board meetings to enable full and proper consideration to be given to the important issues. These materials to the Board are adequate in terms of content coverage, relevance, level of information detail, and presentation.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. The directors make it a point to attend all Board meetings. (in person or via teleconferencing)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. There is sufficient time at Board meetings for the presentation and full discussion of the agenda.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. The Board meetings are conducted in a manner that ensures open communication, constructive deliberations, meaningful participation and timely resolution of issues.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7. There is sufficient update and follow through of actions arising from previous meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8. The directors come well prepared for Board meetings. They are abreast of issues and trends affecting the Company and use their knowledge of those issues and trends to assess and guide the Company's performance in the long term.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	



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9. All Committees are effective and provide reports giving the appropriate amount of information to the Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
10. There is sufficient time / opportunity for non-executive and/or independent Directors to meet independently / privately.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
11. The Board meetings are duly minuted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
F. Quality of the Board – Management Relationship						
1. The Board discusses and approves the CEO's Key Result Areas and regularly reviews the performance of the CEO against clear, measurable and documented targets.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. There is a clear understanding of where the role of the Board ends and where that of the CEO / management begins.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. The Board foster an appropriate system of incentives which clearly distinguishes and rewards performers from non-performers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. The Board effectively participate in management development and succession planning for the CEO and other key members of senior management.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. There are open lines of communication and constructive interaction between Directors and CEO / management in order to understand the business better and to drive improvements in the Company's performance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. The Board is both sufficiently challenging and supportive of management, and encourages a culture of candid communication and disciplined decision-making.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	



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G. Corporate Ethics						
1. The Board demonstrates commitment to good corporate governance and provide adequate oversight to ensure that the Company operates in a moral, legal and ethical manner.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. The Board has adopted a Code of Ethics which shall govern the conduct of the Board, the officers and employee of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. There is a formal system to monitor compliance with the Code of Conduct.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. There are appropriate policies and procedures governing related party transactions.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
H. Performance Evaluation						
1. The existing performance measures are broad enough to monitor management's performance and are linked to the organization's strategy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. The annual review of the Board, its Committees and Directors is satisfactory.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3. The Board regularly consider the performance of peer or comparable companies in tracking the Company's performance and use these as benchmarks for management.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
II. INDIVIDUAL DIRECTOR APPRAISAL						
1. I understand and faithfully uphold the mission, vision, values and strategies of the Company and I am aware of what is expected of me as a Board member.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2. I act in a manner characterized by transparency, accountability, integrity and fairness fully aware that the office of a director is one of trust and confidence.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	



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3. I keep myself updated on developments in the Company, including its financial and operational performance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4. I come to Board and Committee meetings on time, prepared and knowledgeable about the issues to be discussed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5. As a Board member, I avoid entering into situations where I may be placed in a conflict of interest with that of the Company and I promptly disclose any conflict which might occur.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6. I have a good record of Board and Committee meeting attendance.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7. I actively participate in Board discussions with a sense of independence and objectivity and I encourage other Board members to express different opinions as much as possible.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8. I promote the work and the mission of the Company in the community whenever I have the chance to do so.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
9. I have a working knowledge of the statutory and regulatory requirements affecting the Company, including the contents of its Articles of Incorporation and By-Laws, the requirements of the SEC, and where applicable, the requirements of other regulatory agencies.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
10. I observe confidentiality of non-public information acquired by reason of my position as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
11. I actively participate in board discussions and deliberations.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
12. Overall, I feel that I have personally added significant value to the Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	



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Please feel free to provide additional comments / areas for improvement which may not have been covered in the questionnaire.

Comments:

Signature over Printed Name

Date