
	<b>INTEGRATED MICRO-ELECTRONICS, INC.</b> <b>CHARTER OF THE PROXY VALIDATION COMMITTEE</b>		INITIAL ISSUE DATE April 8, 2010
			REVISION DATE <b>May 25, 2017</b>
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**INTEGRATED MICRO-ELECTRONICS, INC.**

**CHARTER OF THE PROXY VALIDATION  
COMMITTEE**

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The Board of Directors (“Board”) of Integrated Micro-Electronics, Inc. (the “Corporation”) hereby adopts this Charter of the Proxy Validation Committee (the “Committee”):

### Section 1. Membership

1. **Composition** – the Committee shall be composed of three (3) members, who need not be Directors or stockholder, to be appointed by the Board.
2. **Term** – The Board shall appoint the members of the Committee at the annual organizational meeting of the Board and each member shall serve upon his election until the next organizational meeting of the Board unless removed or replaced by the Board.
3. **Vacancy** – Any vacancy in the Committee caused by the death, resignation, or disqualification of any member, or by any other cause, may be filled by the Board. The member elected to fill the vacancy shall hold office for the remained of the term, or until his successor shall have been duly elected and qualified.

### Section 2. Duties and Responsibilities of Committee

The Committee shall have the following duties and responsibilities:


1. Validate the proxies submitted by the stockholders at least five (5) working days prior to date of the stockholders’ meeting and submit the Proxy Validation Summary to the Office of the Corporate Secretary. The Committee shall only consider proxies submitted not later than seven (7) working days prior to the date of the stockholders’ meeting.
2. Count and tabulate the votes cast at the Corporation’s stockholders’ meeting, and submit the results of the tabulation to an independent party of inspectors for validation; The Committee shall cause the results of the voted to be posted in the Corporation’s website in the next working day following the holding of the annual meeting of the stockholders.
3. Perform such other duties and functions as may be delegated by the Board from time to time.

The Committee shall be guided by applicable laws, the By-Laws, and the rules and regulations of the SEC regarding proxies.<sup>1</sup>

### Section 3. Resolutions and Actions

1. **Meetings and Actions** – the Committee shall meet in person at least once a year at a time and place determined by its Chairman, with further meetings to occur when deemed necessary or desirable by the Committee or its Chairman.

<sup>1</sup> Securities Regulation Code, Rule 20, Sec. 20.

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Actions of the Committee may also be taken by unanimous written consent (in physical, electronic or digital format) when deemed necessary by the Committee or its Chairman.

2. **Minutes** – The minutes of the Committee meeting will be recorded and maintained by the Chairman of the Committee and submitted to the Corporate Secretary.
3. **Reports of the Committee** – the Chairman of the Committee or his designated representative shall report to the Office of the Corporate Secretary all actions of the Committee following such actions.

#### **Section 4. Miscellaneous**

1. **Access to Information** – The Committee shall have reasonably free and full access to all relevant information, data, records properties and personnel of the Corporation.
2. **Technical Assistance** – The Corporate Secretary, management and personnel of the Corporation shall provide technical assistance and support to the Committee.
3. **Reports to the Board** – The Chairman of the Committee or his designated representative shall report to the Board all actions of the Committee at the meeting of the Board following such actions.
4. **Confidentiality of Records** – the Corporate Secretary shall keep and have custody of the records of the Committee. Except for information that are required to be disclosed pursuant to law or regulations issued by competent government authorities, the records shall be kept confidential.
5. **Annual Review** – This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board.
6. **Effectivity** – This Charter shall take effect when approved by the Board of Directors.



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**Attachment 1: Revision History**

<b>Version No.</b>	<b>Revision No.</b>	<b>Remarks</b>	<b>Approval by PCC</b>	<b>Approval by BoD</b>
1	-	Initial issue as included in the IMI Manual of Corporation Governance		8 Apr 2010
2	1	Revision in the Corporate Governance Manual		21 Jun 2017 (Executive Committee approval on May 25, 2017)