



**Integrated Micro-Electronics, Inc.**  
North Science Avenue,  
Special Export Processing Zone  
Laguna Technopark  
Binan Laguna 4024  
Philippines

Tel +63 2 7756 6840; +63 2 7756 6940  
Tel +63 49 544 0312  
[www.global-imi.com](http://www.global-imi.com)

10 March 2022

**Securities and Exchange Commission**  
PICC Complex, Roxas Boulevard, Pasay City

Attention: Director Vicente Graciano P. Felizmenio, Jr.  
*Director, Markets and Securities Regulation Department*

**Philippine Stock Exchange, Inc.**  
6th Floor, PSE Tower  
5th Avenue corner 28<sup>th</sup> Street  
Bonifacio Global City, Taguig City

Attention: Ms. Janet A. Encarnacion  
*Head, Disclosure Department*

Gentlemen:

Please see the attached amended detailed notice and agenda of our annual stockholders' meeting which is set for April 22, 2022.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Solomon M. Hermosura', is located below the 'Very truly yours,' text.

**SOLOMON M. HERMOSURA**  
Corporate Secretary



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## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **INTEGRATED MICRO-ELECTRONICS, INC.** will be conducted virtually via <http://www.ayalagroupshareholders.com/> on **Friday, April 22, 2022 at 9:00 o'clock in the morning** with the following

### A G E N D A<sup>1</sup>

1. Call to Order
2. Certification of Notice and Quorum
3. Approval of Minutes of Previous Meeting
4. Annual Report
5. Ratification of All Acts of the Board of Directors and Officers
6. Election of Directors (including the Independent Directors)
7. Election of External Auditor and Fixing of its Remuneration
8. Consideration of Such Other Business as May Properly Come Before the Meeting
9. Adjournment

Only stockholders of record as of **March 8, 2022** are entitled to notice of, and to vote at, this meeting.

Given the current circumstances and pursuant to the Company's By-Laws, the Chairman, acting on the authority delegated by the Board of Directors during its meeting on December 9, 2021, resolved that the Annual Stockholders' Meeting be held in a fully virtual format, hence, stockholders may only attend the meeting by remote communication, by voting *in absentia* or by appointing the Chairman of the meeting as their proxy.

Duly accomplished proxies shall be submitted on or before **April 11, 2022** to the Office of the Corporate Secretary at 4/F Tower One and Exchange Plaza, Ayala Triangle, Ayala Avenue, Makati City or by email. Validation of proxies is set for April 13, 2022 at 9:00 o'clock in the morning.

Stockholders may participate by remote communication or vote *in absentia* subject to validation procedures. Stockholders intending to participate by remote communication should notify the Company by email on or before **April 11, 2022**. The procedures for participating in the meeting through remote communication and for casting votes *in absentia* will be set forth in the Information Statement<sup>2</sup>.

<sup>1</sup> See pages 3 and 4 for the explanation for each agenda item.

<sup>2</sup> Stockholders should notify the Company at [corporatesecretary@global-imi.com](mailto:corporatesecretary@global-imi.com) of their preference to receive hard copies of the Information Statement and other ASM materials on or before March 7, 2022.

Stockholders of record as of March 8, 2022 owning at least 5% of the total outstanding capital stock of the Company may submit proposals on items for inclusion in the agenda by email on or before **April 13, 2022**<sup>3</sup>.

All email communications should be sent to [corporatesecretary@global-imi.com](mailto:corporatesecretary@global-imi.com) on or before the designated deadlines.

This notice supersedes the notice filed on February 21, 2022 with the Securities and Exchange Commission and the Philippine Stock Exchange.

Makati City, March 10, 2022.



**SOLOMON M. HERMOSURA**  
Corporate Secretary

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<sup>3</sup> *The inclusion of the proposed agenda item shall be in accordance with SEC Memorandum Circular No. 14, Series of 2020, and the Company's internal guidelines.*

## **EXPLANATION OF AGENDA ITEMS**

### Call to order

The Chairman will formally open the meeting at approximately 9:00 o'clock in the morning.

### Certification of notice and quorum (and rules of conduct and procedures)

The Corporate Secretary will certify that written notice for the meeting was duly sent to stockholders and that a quorum exists for the transaction of business.

Pursuant to Sections 57 and 23 of the Revised Corporation Code which allow voting *in absentia* by the stockholders, the Company has set up a designated online web address, <http://www.ayalagroupshareholders.com/>, which may be accessed by the stockholders to register and vote *in absentia* on the matters for resolution at the meeting.<sup>4</sup> A stockholder participating by remote communication or who votes *in absentia* shall be deemed present for purposes of quorum.

The following are the rules of conduct and procedures for the meeting to be conducted in virtual format:

- (i) Stockholders may attend the meeting remotely through the online web address (URL) provided. Questions and comments may be sent prior to or during the meeting at [corporatesecretary@global-imi.com](mailto:corporatesecretary@global-imi.com) and shall be limited to the Items in the Agenda.
- (ii) Each of the proposed resolutions will be shown on the screen during the livestreaming as the same is taken up at the meeting.
- (iii) Stockholders must notify the Company on or before April 11, 2022 of their intention to participate in the Meeting by remote communication to be included in determining the existence of a quorum, together with the stockholders who voted *in absentia* and by proxy.
- (iv) Voting shall only be allowed for stockholders registered in the Voting *in Absentia* and Shareholder (VIASH) System or through authorizing the Chairman of the meeting as proxy.
- (v) Stockholders voting *in absentia*, who have previously registered in the VIASH System, may cast their votes electronically at any time using the VIASH System prior to or during the meeting.
- (vi) All the items in the agenda for the approval by the stockholders will need the affirmative vote of stockholders representing at least a majority of the issued and outstanding voting stock present at the meeting, unless the law requires otherwise.
- (vii) Election of directors will be by plurality of votes and every stockholder will be entitled to cumulate his votes. Each outstanding share of stock entitles the registered stockholder to one vote.
- (viii) The Proxy Validation Committee will tabulate all votes received and an independent third party will validate the results. The Corporate Secretary shall report the results of voting during the meeting.
- (ix) The meeting proceedings shall be recorded in audio and video format.

### Approval of minutes of previous meeting

The minutes of the meeting held on April 15, 2021 are available at the Company's website, [www.global-imi.com](http://www.global-imi.com). Soft copies of the minutes will also be distributed to the stockholders after their registration for the meeting.

### Annual report

The Chairman, Mr. Jaime Augusto Zobel de Ayala, and the Chief Executive Officer (CEO), Mr. Arthur R. Tan, will report on the performance of the Company in 2021 and the outlook for 2022.

The Company's Annual Report will contain the Message from the Chairman and the Message from the CEO. Copies of the Annual Report will be distributed to the stockholders and posted on the Company's website, [www.global-imi.com](http://www.global-imi.com).

The Audited Financial Statements as of December 31, 2021 (AFS), as approved by the Board on March 9, 2022 upon the recommendation of the Audit and Risk Committee, will be included in the Information Statement to be sent to the stockholders at least 28 days prior to the meeting.

### Ratification of all acts of the Board of Directors and Officers

The actions and resolutions of the Board and its committees were those taken and adopted since the annual stockholders' meeting on April 15, 2021 until April 22, 2022. They include the approval of operations-related and treasury-related matters and other matters covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange such as the election of a replacement director and the appointment of officers, and the approval of amendments to the Company's Insider Trading Policy, Board Charter and Corporate Governance Manual. The acts of the officers were those taken to implement the resolutions of the Board or its committees or made in the general conduct of business.

### Election of directors (including the independent directors)

The eleven (11) nominees for directors, as evaluated and determined by the Corporate Governance and Nomination Committee of the Board to have all the qualifications and competence necessary for the effective performance of the Board's roles and responsibilities, and none of the disqualifications to serve as members of the Board, shall be presented for election to the stockholders. One of the nominees for independent director, Mr. Hiroshi Nishimura, has served as such for more than the nine-year recommended term provided in the SEC Corporate Governance Code for Publicly-Listed Companies. Nonetheless, the Corporate Governance and Nomination Committee endorsed his nomination after taking into consideration Mr. Nishimura's commitment and dedication in fulfilling his mandate and his invaluable contribution to Board discussions with his expert insights.

The profiles of the nominees to the Board will be provided in the Information Statement.

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<sup>4</sup> The detailed instructions pertaining to the URL and the use thereof will be provided in the Information Statement.

Election of external auditor and fixing of its remuneration

The Audit and Risk Committee of the Board will endorse to the stockholders the election of the external auditor for the ensuing fiscal year as well as its proposed remuneration.

The profile of the external auditor will be provided in the Information Statement.

Consideration of such other business as may properly come before the meeting

The Chairman will open the floor for comments and questions by the stockholders, and take up agenda items received from stockholders on or before April 13, 2022 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines<sup>5</sup>.

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<sup>5</sup> SEC Memorandum Circular No. 14, series of 2020 or "Shareholders' Right to Put items on the Agenda for Regular/Special Stockholders' Meetings": <https://www.sec.gov.ph/mc-2020/mc-no-14-s-2020shareholders-right-to-put-items-on-the-agenda-for-regular-special-stockholders-meetings/>.