



102072014003207



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Representative

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Company Information

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SEC Registration No. 0000094419  
Company Name INTEGRATED MICRO-ELECTRONICS INC.  
Industry Classification  
Company Type Stock Corporation

Document Information

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Document ID 102072014003207  
Document Type 17-C (FORM 11-C:CURRENT DISCL/RPT)  
Document Code 17-C  
Period Covered February 06, 2014  
No. of Days Late 0  
Department CFD  
Remarks

# COVER SHEET

9 4 4 1 9

I N T E G R A T E D M I C R O - E L E C T R O N I C S ,  
I N C .

(Company's Full Name)

N O R T H S C I E N C E A V E . , L A G U N A  
T E C H N O P A R K , B I N A N , L A G U N A

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

**ATTY. SOLOMON M. HERMOSURA**

Contact Person

**908-3346**

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

**17-C**

FORM TYPE

0 4

Month

1 5

Day

Annual Meeting

Secondary License Type, if Applicable

C F D

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 I.D.

\_\_\_\_\_

Cashier

STAMPS

Remarks = pls. Use black ink for scanning purposes

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATIONS CODE (SRC)  
AND SRC RULE 17(a)-1(b)(3) THEREUNDER**

1. February 6, 2014  
Date of Report (Date of earliest event reported)
2. 94419 3. 000-409-747-000  
SEC Identification Number BIR Tax Identification Number
4. INTEGRATED MICRO-ELECTRONICS, INC.  
Exact Name of registrant as specified in its charter
5. PHILIPPINES 6. [REDACTED] (SEC Use Only)  
Province, country or other jurisdiction of Industry Classification Code  
incorporation
7. 33rd Floor, Tower One, Ayala Triangle, Ayala Avenue, Makati 1226  
Address of principal office Postal code
8. (632) 756-6840  
Registrant's telephone number, including area code
9. Not Applicable  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the SRC

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<u>COMMON (net of Treasury Shares)</u>	<u>1,634,078,088</u>

Indicate the item numbers reported herein : Please refer to attached letter

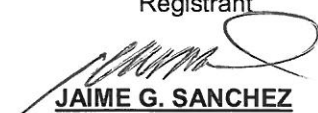
**Re: Attendance of BOD and Key Officers to CG Summit**

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INTEGRATED MICRO-ELECTRONICS,  
INC.**

Registrant

Date : February 6, 2014

  
**JAIME G. SANCHEZ**  
Vice President, Deputy CFO and Group  
Controller  
Acting Compliance Officer  
Signature and Title\*

\* Print name and title of the signing officer under the signature.



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

Tel (63 49) 541 1015 to 20  
Fax (63 49) 541 1028  
www.global-imi.com

6 February 2014

**Securities and Exchange Commission**  
SEC Building, Mandaluyong City

Attention: Hon. Justina F. Callangan  
*Director, Corporate Governance and Finance Department*

Gentlemen:

In compliance with the SEC Memoranda 20, Series of 2013 and 1, Series of 2014, please be advised that the following directors and key officers of our Company participated in the Ayala Corporate Governance and Risk Management Summit held on 4 February 2014 at the Fairmont Makati.


<b>Directors</b>	<b>Key Officers</b>
Jaime Augusto Zobel de Ayala	Jerome S. Tan
Fernando Zobel de Ayala	Linardo Z. Lopez
Arthur R. Tan	Anthony Raymond P. Rodriguez
Jose Ignacio A. Carlos	Solomon M. Hermosura
John Eric T. Francia	Christian Gerard P. Castillo
Delfin C. Gonzalez Jr.	
Delfin L. Lazaro	
Hiroshi Nishimura	
Rafael Ma. C. Romualdez	

The summit was administered by the Institute of Corporate Directors, a training provider accredited by the Commission.

We trust that you will find the above in order.

Thank you.

Very truly yours,

  
**JAIME G. SANCHEZ**  
Vice President, Deputy CFO and Controller  
Acting Compliance Officer



102122014003251



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Information

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**SEC Registration No.** 0000094419  
**Company Name** INTEGRATED MICRO-ELECTRONICS INC.  
**Industry Classification**  
**Company Type** Stock Corporation

**Document Information**

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**Document ID** 102122014003251  
**Document Type** 17-C (FORM 11-C:CURRENT DISCL/RPT)  
**Document Code** 17-C  
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**No. of Days Late** 0  
**Department** CFD  
**Remarks**

# COVER SHEET

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I	N	C	.																								

(Company's Full Name)

N	O	R	T	H	S	C	I	E	N	C	E	A	V	E	.	,	L	A	G	U	N	A					
T	E	C	H	N	O	P	A	R	K	,	B	I	N	A	N	,	L	A	G	U	N	A					

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

<b>ATTY. SOLOMON M. HERMOSURA</b>
-----------------------------------

Contact Person

<b>908-3346</b>
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Company Telephone Number

1	2
---	---

Month

3	1
---	---

Day

Fiscal Year

**17-C**

FORM TYPE

0	4
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Month

1	5
---	---

Day

Annual Meeting

--

Secondary License Type, if Applicable

C	F	D
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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. Of Stockholders

Total Amount of Borrowings

--	--	--	--	--	--	--	--

Domestic

--	--	--	--	--	--

Foreign

To be accomplished by SEC Personnel concerned

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File Number

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LCU

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Document I.D.

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Cashier

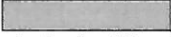
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**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATIONS CODE (SRC)  
AND SRC RULE 17(a)-1(b)(3) THEREUNDER**

1. February 12, 2014  
Date of Report (Date of earliest event reported)
2. 94419  
SEC Identification Number
3. 000-409-747-000  
BIR Tax Identification Number
4. INTEGRATED MICRO-ELECTRONICS, INC.  
Exact Name of registrant as specified in its charter
5. PHILIPPINES  
Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)  
Industry Classification Code
7. 33rd Floor, Tower One, Ayala Triangle, Ayala Avenue, Makati  
Address of principal office
- 1226  
Postal code
8. (632) 756-6840  
Registrant's telephone number, including area code
9. Not Applicable  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the SRC

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<u>COMMON (net of Treasury Shares)</u>	<u>1,634,078,088</u>

Indicate the item numbers reported herein : Please refer to attached letter

**Re: Certificate of Attendance of BOD and Key Officers to CG Summit**

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INTEGRATED MICRO-ELECTRONICS,  
INC.**

.....  
Registrant

Date : February 12, 2014

  
**JAIME G. SANCHEZ**  
 Vice President, Deputy CFO and Group  
 Controller  
 Acting Compliance Officer  
 Signature and Title\*

\* Print name and title of the signing officer under the signature.



**Integrated Micro-Electronics, Inc.**

North Science Avenue,  
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Special Export Processing Zone  
Biñan 4024 Laguna  
Philippines

Tel (63 49) 541 1015 to 20

Fax (63 49) 541 1028

www.global-imi.com

12 February 2014

**Securities and Exchange Commission**  
SEC Building, Mandaluyong City

Attention: Hon. Justina F. Callangan  
*Director, Corporate Governance and Finance Department*

Gentlemen:

In compliance with the SEC Memoranda 20, Series of 2013 please be advised that the following directors and key officers of our Company participated in the Ayala Corporate Governance and Risk Management Summit held on 4 February 2014 at the Fairmont Makati and attached herewith are their Certificate of Attendance.

<b>Directors</b>	<b>Key Officers</b>
Jaime Augusto Zobel de Ayala	Jerome S. Tan
Fernando Zobel de Ayala	Linardo Z. Lopez
Arthur R. Tan	Anthony Raymond P. Rodriguez
Jose Ignacio A. Carlos	Solomon M. Hermosura
John Eric T. Francia	Christian Gerard P. Castillo
Delfin C. Gonzalez Jr.	
Delfin L. Lazaro	
Hiroshi Nishimura	
Rafael Ma. C. Romualdez	

The summit was administered by the Institute of Corporate Directors, a training provider accredited by the Commission.

We trust that you will find the above in order.

Thank you.

Very truly yours,

**JAIME G. SANCHEZ**  
Vice President, Deputy CFO and Controller  
Acting Compliance Officer





THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*

*to*

**Jaime Augusto Zobel de Ayala**

Ayala Corporation

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

  
**Ricardo Nicanor N. Jacinto**  
*President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*

*to*

## **Fernando Zobel de Ayala**

Ayala Corporation

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

**Ricardo Nicanor N. Jacinto**  
*President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*

*to*

**Arthur R. Tan**

Integrated Micro-Electronics, Inc.

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

  
**Ricardo Nicanor N. Jacinto**  
*President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*

*to*

**Jose Ignacio A. Carlos**

Integrated Micro-Electronics, Inc.

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

**Ricardo Nicanor N. Jacinto**

*President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*

*to*

**Rafael Ma. C. Romualdez**

Integrated Micro-Electronics, Inc.

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

**Ricardo Nicanor N. Jacinto**  
*President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*


*to*

**Hiroshi Nishimura**

Integrated Micro-Electronics, Inc.

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

  
**Ricardo Nicanor N. Jacinto**  
*President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*


*to*

**Delfin L. Lazaro**

Ayala Corporation

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

  
**Ricardo Nicanor N. Jacinto**  
*President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*


*to*

**John Eric T. Francia**

Ayala Corporation

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

  
**Ricardo Nicanor N. Jacinto**  
*President & CEO*





THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*

*to*

**Delfin C. Gonzalez, Jr.**

Ayala Corporation

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

  
**Ricardo Nicanor N. Jacinto**  
*President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*

*to*

**Jerome S. Tan**

Integrated Micro-Electronics, Inc.

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

**Ricardo Nicanor N. Jacinto**  
*President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*

*to*

**Anthony Raymond P. Rodriguez**

Integrated Micro-Electronics, Inc.

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

  
**Ricardo Nicanor N. Jacinto**  
*President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*

*to*

**Linardo Z. Lopez**

Integrated Micro-Electronics, Inc.

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

**Ricardo Nicanor N. Jacinto**  
*President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*

*to*

**Solomon M. Hermosura**

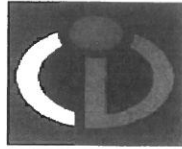
Ayala Corporation

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

  
**Ricardo Nicanor N. Jacinto**

*President & CEO*



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*

*to*

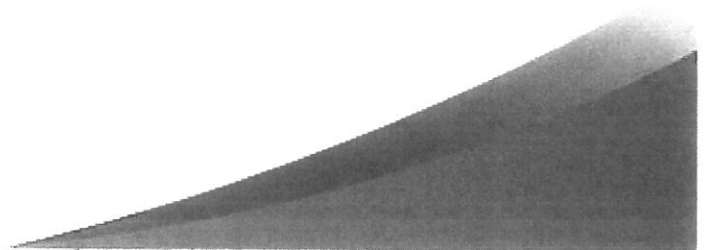
**Christian Gerard P. Castillo**

Integrated Micro-Electronics, Inc.

*for having attended the Corporate Governance & Risk  
Management Summit held on the 4<sup>th</sup> day of February  
2014 at the Fairmont Hotel, Makati*

*Given this 4<sup>th</sup> day of February 2014.*

**Ricardo Nicanor N. Jacinto**  
*President & CEO*



11 February 2014

Mr. Jaime G. Sanchez  
Acting Compliance Officer  
Integrated Micro-Electronics, Inc.


Dear Mr. Sanchez,

We are forwarding to you herewith the certificates of attendance of the following directors and officers of IMI, for their participation in the Ayala Group Corporate Governance and Risk Management Summit held on February 4, 2014.

Directors	Officers
Jaime Augusto Zobel de Ayala *	Jerome S. Tan
Fernando Zobel de Ayala*	Anthony Raymond P. Rodriguez
Arthur R. Tan	Linardo Z. Lopez
Rafael Ma. C. Romuldez	Solomon M. Hermosura*
Jose Ignacio A. Carlos	Christian Gerard P. Castillo*
Hiroshi Nishimura	
Delfin L. Lazaro*	
John Eric T. Francia*	
Delfin C. Gonzalez, Jr.*	

*\*photocopies for directors and officers of other listed companies*

Thank you.

  
Michelle Marie T. Valbuena  
Compliance Manager

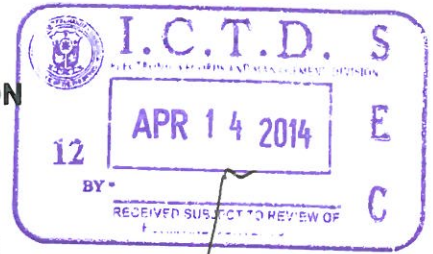




SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATIONS CODE (SRC) AND SRC RULE 17(a)-1(b)(3) THEREUNDER



- 1. April 14, 2014 Date of Report (Date of earliest event reported)
2. 94419 SEC Identification Number
3. 000-409-747-000 BIR Tax Identification Number
4. INTEGRATED MICRO-ELECTRONICS, INC. Exact Name of registrant as specified in its charter
5. PHILIPPINES Province, country or other jurisdiction of incorporation
6. (SEC Use Only) Industry Classification Code
7. 33rd Floor, Tower One, Ayala Triangle, Ayala Avenue, Makati Address of principal office
1226 Postal code
8. (632) 756-6840 Registrant's telephone number, including area code
9. Not Applicable Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the SRC

Table with 2 columns: Title of Each Class, Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding. Row 1: COMMON (net of Treasury Shares), 1,634,078,073

Indicate the item numbers reported herein : Please refer to attached letter

Re: Amendment to the ACGR

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTEGRATED MICRO-ELECTRONICS, INC.

Registrant

Date : April 14, 2014

Signature of JAIME G. SANCHEZ, Vice President, Deputy CFO and Group Controller, Acting Compliance Officer

\* Print name and title of the signing officer under the signature.



**Integrated Micro-Electronics, Inc.**

North Science Avenue,  
Laguna Technopark  
Special Processing Zone  
Biñan 4024 Laguna

Tel (63 49) 756 6840

Fax (63 49) 544 0322

[www.global-imi.com](http://www.global-imi.com)

April 14, 2014

**Securities and Exchange Commission**  
SEC Building, EDSA, Mandaluyong City

Attention: Ms. Justina F. Callangan  
Director, Corporation & Finance Department

**Philippine Stock Exchange**  
Philippine Stock Exchange Plaza  
Ayala Triangle, Ayala Avenue, Makati City

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

Gentlemen:

In compliance to SEC Memorandum Circular No. 1, Series of 2014, please find attached herewith the changes and updates to the Company's Annual Corporate Governance Report covering the year ended 2013.

We hope that you will find the attached document in full compliance.

Thank you.

Very truly yours,

**JAIME G. SANCHEZ**  
Vice President, Deputy CFO and Group Controller  
Acting Compliance Officer

## BOARD MATTERS

### (a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) <sup>1</sup>	Elected when (Annual /Special Meeting)	No. of years served as director
Jaime Augusto Zobel de Ayala	NED			January 1995	April 12 2013	AGM	18
Fernando Zobel de Ayala	NED			January 1995	April 12 2013	AGM	18
Delfin L. Lazaro	NED			May 2000	April 12 2013	AGM	13
Arthur R. Tan	ED			July 2001	April 12 2013	AGM	12
Jose Ignacio A. Carlos	NED			December 2006	April 12 2013	AGM	7
Rafael Ma. C. Romualdez	NED			May 1997	April 12 2013	AGM	17
Delfin C. Gonzalez, Jr.	NED			July 2010	April 12 2013	AGM	3
John Eric T. Francia	NED			July 2010	April 12 2013	AGM	3
Hiroshi Nishimura	ID			April 2010	3 yrs	AGM	3
Diosdado P. Banatao	ID			January 1994	19 yrs	AGM	19
Alelie T. Funcell	ID			April 2010	3 yrs	AGM	3

Ms. Ceferina S. Santos, a shareholder of the Company, formally nominated all the 11 candidates. Ms. Santos is not related to any of the nominees including the nominees for independent directors.

### Directorship in Other Listed Companies

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
<b>Jaime Augusto Zobel de Ayala</b>	Ayala Corporation	Chairman, Executive
	Bank of the Philippine Islands	Chairman, Non-Executive
	Globe Telecom, Inc.	Chairman, Non-Executive
	Ayala Land Inc.	Vice Chairman, Non-Executive
	Manila Water Company, Inc.	Vice Chairman, Non-Executive
	Mermac, Inc.	Co-Vice Chairman, Non-Executive
	Alabang Commercial Corporation	Non-Executive
	Ayala International PTE. Ltd.	Non-Executive
	AC Energy Holdings, Inc.	Non-Executive
<b>Fernando Zobel de Ayala</b>	Ayala Corporation	Executive
	Manila Water Company, Inc.	Chairman, Non-Executive
	Ayala Land Inc.	Chairman, Non-Executive
	Ayala DBS Holdings, Inc.	Chairman, Non-Executive
	Alabang Commercial Corporation	Chairman, Non-Executive
	AC Energy Holdings, Inc.	Chairman, Non-Executive
	AC Finance International Limited	Chairman, Non-Executive

<sup>1</sup> Reckoned from the election immediately following January 2, 2013.

	Ayala International PTE. Ltd.	Chairman, Non-Executive
	Bank of the Philippine Islands	Vice Chairman, Non-Executive
	Livelt Investment, Ltd.	Vice Chairman, Non-Executive
	Mermac, Inc.	Co-Vice Chairman, Non-Executive
	Globe Telecom, Inc.	Non-Executive
	Asiacom Philippines, Inc.	Non-Executive
	AG Holdings Limited	Non-Executive
	Ayala International Holdings Ltd.	Non-Executive
	AI North America, Inc.	Non-Executive
<b>John Eric T. Francia</b>	Manila Water Company, Inc.	Non-Executive
<b>Delfin L. Lazaro</b>	Ayala Corporation	Non-Executive
	Philwater Holdings Company, Inc.	Chairman, Non-Executive
	AYC Holdings Ltd.	Chairman, Non-Executive
	Purefoods International, Ltd.	Chairman, Non-Executive
	A.C.S.T. Business Holdings Inc.	Chairman, Non-Executive
	Globe Telecom, Inc.	Non-Executive
	Ayala Land, Inc.	Non-Executive
	Manila Water Company, Inc.	Non-Executive
	Ayala DBS Holdings, Inc.	Non-Executive
	AC Energy Holdings, Inc.	Non-Executive
	Ayala International Holdings Ltd.	Non-Executive
	Bestfull Holdings Limited	Non-Executive
	AG Holdings	Non-Executive
	AI North America, Inc.	Non-Executive

#### Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
To date, no director has resigned from, or declined to stand for re-election to the Board since the date of the 2013 annual meeting of stockholders due to any disagreement with the Company relative to the Company's operations, policies and practices.			

#### Voting Result of the last Annual General Meeting (April 4, 2014)

Name of Director	Votes Received (in favor)
Jaime Augusto Zobel de Ayala	2,012,939,645 (81.18%)
Fernando Zobel de Ayala	2,011,274,757 (81.11%)
Arthur R. Tan	2,012,166,202 (81.14%)
Edgar O. Chua (Independent Director)	2,011,172,405 (81.10%)
Jose Ignacio A. Carlos	2,011,153,505 (81.10%)
John Eric T. Francia	2,011,153,505 (81.10%)
Alelie T. Funcell (Independent Director)	2,011,152,405 (81.10%)
Delfin C. Gonzalez, Jr.	2,011,153,505 (81.10%)
Delfin L. Lazaro	2,011,153,505 (81.10%)
Hiroshima Nishimura (Independent Director)	2,011,154,305 (81.10%)
Rafael Ma. C. Romualdez	2,011,173,505 (81.10%)

## Orientation and Education Program

Board of Directors and Key Officers of the Company has attended a recently concluded Ayala Corporate Governance and Risk Management Summit held on February 4, 2014 at the Fairmont Makati. The summit was administered by the Institute of Corporate Directors, a training provider accredited by the Commission.

Directors	Key Officers
Jaime Augusto Zobel de Ayala	Jerome S. Tan
Fernando Zobel de Ayala	Linardo Z. Lopez
Arthur R. Tan	Anthony Raymond P. Rodriguez
Jose Ignacio A. Carlos	Solomon M. Hermosura
John Eric T. Francia	Christian Gerard P. Castillo
Delfin C. Gonzalez Jr.	
Delfin L. Lazaro	
Hiroshi Nishimura	
Rafael Ma. C. Romualdez	

Continuing education programs for directors: programs and seminars and roundtables attended during the year.

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Rafael Ma. Romualdez	Sept. 16, 2012	Orientation Course on Corporate Governance	The Institute of Corporate Directors
Jose Ignacio A. Carlos	Sept. 5, 2013	Orientation Course on Corporate Governance	The Institute of Corporate Directors

## BOARD MEETINGS & ATTENDANCE

Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Jaime Augusto Zobel de Ayala	4/12/13	6	6	100
Member	Fernando Zobel de Ayala	4/12/13	6	4	67
Member	Delfin L. Lazaro	4/12/13	6	5	83
Member	Arthur R. Tan	4/12/13	6	6	100
Member	Jose Ignacio A. Carlos	4/12/13	6	6	100
Member	Rafael Ma. C. Romualdez	4/12/13	6	6	100
Member	Delfin C. Gonzalez, Jr.	4/12/13	6	6	100
Member	John Eric T. Francia	4/12/13	6	4	67
Independent	Hiroshi Nishimura	4/12/13	6	6	100
Independent	Diosdado P. Banatao	4/12/13	6	0	-
Independent	Alelie T. Funcell	4/12/13	6	5	83

## REMUNERATION MATTERS

### Aggregate Remuneration

Complete the following table on the aggregate remuneration accrued during the most recent year (2013):

Remuneration Item	Executive Directors	Non-Executive Directors (other than independent directors)	Independent Directors
(a) Fixed Remuneration	The executives who are members of the Board of the Company do not receive per diem. Their corresponding per diem is included in their compensation as executives of the Company.	None	None
(b) Variable Remuneration		None	None
(c) Per diem Allowance		P4,700,000.00	P1,200,000.00
(d) Bonuses		None	None
(e) Stock Options and/or other financial instruments		None	None
(f) Others (Specify)		None	None
<b>Total</b>			

### Remuneration of Management

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year 2013:

Name of Officer/Position	Total Remuneration
<b>Jerome S. Tan</b> , Global Chief Financial Officer	P42,446,800.00
<b>Linardo Z. Lopez</b> , Senior Managing Director, Chief Procurement Officer	
<b>Olaf Gresens</b> , Managing Director, Global Head of Sales and Marketing	
<b>Andrew C. Carreon</b> , Managing Director, Regional Head of Manufacturing Support	
<b>Melita R. Tomelden</b> , Managing Director, Global Head of Quality & Reliability	

## BOARD COMMITTEES

Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director or (ED)	Non-executive Director (NED)	Independent Director (ID)				
Audit		1	1		Audit and Risk Committee – is composed of (3)		

					<p>members, and at least one of whom shall be an Independent Director. The Independent Director shall chair the Audit Committee. Each member shall have an adequate understanding of accounting and auditing principles in general and of the Corporation's financial management systems and environment in particular.</p> <p>The Audit Committee shall have the following duties and responsibilities:</p> <ol style="list-style-type: none"> <li>a. Check all financial reports against its compliance with both the internal financial management handbook and pertinent accounting standards, including regulatory requirements;</li> <li>b. Provide oversight over the Company's enterprise risk management (ERM) process by ensuring that a risk management structure or framework and policies and procedures exist and providing continuous input, evaluation and feedback on the effectiveness of the ERM process. Provide also oversight over the Chief Risk Officer (CRO) who is the Corporation's ultimate ERM champion. The Committee shall receive from the CRO periodic risk assessments and risk mitigation and action plans;</li> <li>c. Be responsible for setting up an internal audit department and consider the appointment of the chief audit executive so that the reporting levels allow the internal audit activity to fulfil its responsibilities;</li> <li>d. Ensure that internal auditors have free and full access to all the Corporation's records, properties and personnel relevant to and required by its function and that the internal audit activity shall be free from interference in determining its scope performing its work and communicating its results;</li> <li>e. Provide oversight of the Corporation's internal and external auditors;</li> <li>f. Pre-approve all audit plans, scope and frequency before the conduct of external audit;</li> <li>g. Discuss with the external auditor before the audit commences the nature and scope of the audit, and ensure cooperation where more than one audit firm is needed;</li> <li>h. Ensure that Management formulates accounting/reporting processes and practices in accordance with International/Philippine Financial</li> </ol>
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					<p>Reporting Standards</p> <ul style="list-style-type: none"> <li>i. Develop a transparent financial management system that will ensure the integrity of Internal Control activities throughout the Corporation through procedures and policies handbook that will be used by the entire organization;</li> <li>j. Receive and review reports of internal and external auditors and regulatory agencies, where applicable, and ensure that Management is taking appropriate corrective actions in a timely manner in addressing control and compliance functions with regulatory agencies;</li> <li>k. Review the quarterly, half-year and annual financial statements before submission to the Board, focus in on changes in accounting policies and practices, major judgmental areas, significant adjustments resulting from the audit, going concern assumptions, compliance with accounting standards, and compliance with tax, legal and stock exchange requirements;</li> <li>l. Coordinate, monitor and facilitate compliance with laws, rules and regulations;</li> <li>m. Recommend and review the appointment of external auditors and their remuneration;</li> <li>n. Review and approve the proportion of audit versus Non-Audit work both in relation to their significance to the auditor and in relation to the Corporation's total expenditure on consultancy, to ensure that non-audit work will not be in conflict with the audit functions of the external auditor. The amount of non-audit work shall be disclosed in the annual report.</li> </ul>
Finance		3			<p><b>Finance Committee</b> – is composed of at least (3) members, a majority of whom shall be directors. The Finance Committee shall have the principal oversight responsibility with respect to the Corporation's financial operation and its treasury related activities. It shall have oversight functions in the areas of managing credit, market, liquidity, and other financial risks of the Corporation.</p> <p>This function shall include receiving from senior Management periodic information on financial risk exposures and corresponding risk mitigations.</p> <p>The Finance Committee shall define its own Charter and fix its own rules of procedures.</p>



## Committee Members

### Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Delfin L. Lazaro	May 11, 2006	0	N.A.	N.A.	6
Member (NED)	Rafael Ma. C. Romualdez	May 11, 2006				6
Member (ED)	Arthur R. Tan	May 11, 2006				6

### Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Hiroshi Nishimura	April 19, 2010	4	4	100%	3
Member (NED)	Rafael Ma. C. Romualdez	May 11, 2006	4	4	100%	7
Member (NED)	Delfin C. Gonzalez Jr.	Sep 2, 2013	4	2	50%	Less than 1 yr.
Member	Jaime P. Villegas (replaced by Delfin C. Gonzalez Jr.)	May 11, 2006	4	2	50%	6

### Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Jaime Augusto Zobel de Ayala (replaced by FZA effective April 12, 2013)	May 11, 2006	1	1	100%	7
Chairman (NED)	Fernando Zobel de Ayala (effective April 12)	April 12, 2014	1	0	0	Less than 1 yr.
Member (NED)	Jose Ignacio P. Carlos	April 26, 2007	1	1	100%	6
Member (ID)	Alelie T. Fucell	April 19, 2010	1	1	100%	3

### Remuneration Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Fernando Augusto Zobel de Ayala	May 11, 2006	0	0	0	7
Member (NED)	Delfin L. Lazaro	May 11, 2006	0	0	0	7
Member (NED)	Rafael Ma. C. Romualdez	May 11, 2006	0	0	0	7

Finance Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (NED)	Delfin C. Gonzalez Jr.	July 9, 2010	4	4	100%	3
Member (NED)	John Eric T. Francia	July 9, 2010	1	4	25%	3
Member (NED)	Rafael Ma. C. Romualdez	April 14, 2009	4	4	100%	4

**Changes in Committee Members**

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

Name of Committee	Name	Reason
Executive	None	
Audit	Delfin C. Gonzalez Jr.	Jaime P. Villegas was replaced by Delfin C. Gonzalez Jr. effective September 2, 2013.
Nomination	Fernando Zobel de Ayala	Jaime Augusto Zobel de Ayala was replaced by FZA effective April 12, 2013.
Remuneration	None	
Finance	None	

**INTERNAL AUDIT AND CONTROL**

Resignation, Re-assignment and Reasons

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.

Name of Audit Staff	Reason
None	

Progress against Plans, Issues, Findings and Examination Trends

State the internal audit's progress against plans, significant issues, significant findings and examination trends.

<b>Progress Against Plans 2013</b>	The 2013 internal audit plan was approved by the Audit Committee on February 19, 2013. The internal audit progress against plan is being reported to the Committee quarterly and annually.
<b>Issues<sup>2</sup></b>	Internal audit did not raise any issues or compliance matters that arise from adopting

<sup>2</sup> "Issues" are compliance matters that arise from adopting different interpretations.

	different interpretations.
<b>Findings<sup>3</sup></b>	There were no major findings noted during the audit. However relevant internal control improvements were noted and reported to Management and the Audit Risk Committee. Management established target dates for implementing the recommendations and Internal Audit established plans to monitor implementation.
<b>Examination Trends</b>	Data analyses are normally used to support individual auditing but this is on an ad hoc basis. The analyses are run once, and the results are used only to address specific audit objectives. Internal audit is strongly considering adopting continuous auditing.

### Mechanisms and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company's shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an **external auditor may provide to the company**):

<b>Auditors (Internal and External)</b>	<b>Financial Analysts, Investment Banks, and Rating Agencies</b>
<p>1. External Auditors:</p> <p>1.1 The Audit and Risk Committee (ARC) obtains an annual confirmation from the external auditors that they have maintained their independence with respect to the company in accordance with the external auditor's independence policies and procedures.</p> <p>1.2 The ARC conducts a separate meeting in executive session with the external auditors to discuss any matter that the committee or auditors believe should be discussed privately.</p> <p>1.3 The ARC reviews and approves the proportion of audit versus non-audit work to ensure that non-audit work will not be in conflict with the audit functions of the external auditor.</p> <p>2. Internal Auditors:</p> <p>2.1 The internal audit activity reports functionally to the ARC.</p> <p>2.2 The internal audit head has open and direct access to the chairman and members of the ARC.</p> <p>2.3 The ARC has to concur with the appointment, re-assignment, replacement or dismissal of the internal audit head.</p> <p>2.4 The internal audit activity is governed by a charter approved by ARC.</p>	<p>The Company's insider trading policy, which defines the restrictions on trading, covers consultants and advisers. In addition, consultants, advisers, suppliers, and other business partners who may be given access to non-public material information are required to sign a non-disclosure agreement.</p>

<sup>3</sup> "Findings" are those with concrete basis under the company's policies and rules.

## DISCLOSURE AND TRANSPARENCY

### Ownership Structure

Holding 5% shareholding or more

Title of Class	Shareholder	Number of Shares	Percent	Beneficial Owner
Common	AYC Holdings, Ltd.	945,537,373	32.2260%	AYC Holdings, Ltd.
Common	Ayala Corporation	180,492	.0062%	Ayala Corporation
Preferred		596,043,238	20.3145%	
Preferred	Asiacom Philippines, Inc.	460,000,000	15.6778%	Asiacom Philippines, Inc.
Common	PCD Nominee Corporation	239,412,304	8.1597%	Resins, Inc.
Preferred	Resins, Inc.	219,979,398	7.4974%	Resins, Inc.
Common	EPIQ NV	200,000,000	6.8165%	EPIQ NV

### External Auditor's fee:

Name of auditor	Audit Fee	Non-audit Fee
SyCip Gorres Velayo & Company (SGV & Co.) - 2013	₱ 3.36M	₱ 1.35M
SyCip Gorres Velayo & Company (SGV & Co.) - 2012	₱ 3.20M	-

### Date of release of audited financial report:

February 17, 2014.

### Disclosure of RPT

Below are the details of the Company's Related Party Transactions which formed part of the Company's December 2013 audited financial statements:

In the ordinary course of business, the Group transacts with its related parties. The transactions and balances of accounts with related parties follow:

a. Transactions with BPI, an affiliate

As of December 31, 2013 and 2012, the Group maintains current and savings accounts, and other short-term investments with BPI as follows:

	2013	2012
Cash in bank	\$772,267	\$749,838
Short-term investments	-	1,318,027
	<u>\$772,267</u>	<u>\$2,067,865</u>

Total interest income earned from investments with BPI amounted to \$2,639 in 2013, \$22,652 in 2012 and \$10,402 in 2011.

b. Outstanding balances of the Group's related party transactions with its affiliates follow:

	Receivables		Payables	
	2013	2012	2013	2012
BPI	\$109,854	\$417,487	\$18,267	\$-
Narra VC	91,792	91,792	-	-
TLI	16,807	8,229	-	3,425
Innove Communication Inc. (ICI)	-	-	17,742	1,994
Globe Telecom, Inc. (GTI)	-	-	1,090	871
Ayala Group Legal (AG Legal)	-	-	4,505	-
	<b>\$218,453</b>	<b>\$517,508</b>	<b>\$41,604</b>	<b>\$6,290</b>

- i. Receivables from BPI are nontrade in nature and pertain to retirement and separation pay advanced by the Parent Company but reimbursable from the trust fund with BPI. These are noninterest-bearing and are due quarterly.
  - ii. PSI's outstanding receivables from Narra VC are nontrade in nature and represent payments made by PSI to settle the Pre-Completion Liabilities and which will be later reimbursed from the New Investors.
  - iii. Receivables from TLI are nontrade in nature and pertain to advances by the Parent Company for various expenses incurred by TLI, primarily on real property taxes and corporate secretarial services. These are reimbursable with a 30-day term.
  - iv. Payables to BPI are nontrade in nature and pertain to outstanding housing and automobile financing loans. The outstanding housing and automobile financing loans arise from timing differences of the remittances by the Parent Company to BPI and the period of withholding from employee salaries and wages. The loan reductions are remitted on a monthly basis.
  - v. Payables to ICI are nontrade in nature and pertain to leased lines, internet connections and automated teller machines connections. These are noninterest-bearing and are due every month.
  - vi. Payables to GTI pertain to billings for Blackberry cellphone charges, software and WiFi connections. These are due and demandable.
  - vii. Payables to AG Legal are nontrade in nature and pertain to legal services provided to the Parent Company and PSI. These are noninterest-bearing and are due within 30 days.
  - viii. Payables to TLI are nontrade in nature and pertain to the lease contract between the Parent Company and TLI (see Note 28).
- c. Outstanding balances of related party transactions within the Group follow:

	Receivables		Payables	
	2013	2012	2013	2012
STEL	\$24,204,080	\$21,592,138	\$8,390,188	\$1,518,066
IMI EU/MX Subsidiaries	14,705,805	11,060,830	-	-
PSi	11,319,929	7,289,665	415,317	415,317
IMI Singapore	1,010,247	1,016,936	-	-
IMI Japan	979,526	979,125	712,569	717,056
IMI USA	250,405	257,652	289,146	125,679
IMI ROHQ	253,323	-	1,212,240	436,367
	<b>\$52,723,315</b>	<b>\$42,196,346</b>	<b>\$11,019,460</b>	<b>\$3,343,303</b>

- i. Receivables from STEL, IMI EU/MX Subsidiaries, PSi, IMI Singapore, IMI Japan and IMI USA are nontrade in nature and pertain to operating cash advances made by the Parent Company.

Claims from subsidiaries that have been billed are presented as "Nontrade receivables," while those still for billing are recognized as "Advances to related parties" in the financial statements of the Parent Company.

Advances to STEL, IMI Singapore, IMI Japan and IMI USA are noninterest-bearing and are due on demand.

Advances to PSi, IMI MX and IMI CZ have a 90-day term subject to interest rates ranging from 2.24% to 3.24% in 2013 and 2.31% to 2.81% in 2012.

Receivables from IMI ROHQ are nontrade in nature and represent the pension expense for IMI ROHQ's employees to be funded by the Parent Company upon availment. These receivables are due on demand.

- ii. Payables to STEL pertain to various expenses of the Parent Company advanced by IMI Singapore and its subsidiaries such as travel expenses of the Parent Company's personnel when going to STEL for business purposes. These advances are noninterest-bearing and are payable on demand.
  - iii. Payables to PSi represent payments to settle certain liabilities that had arisen prior to the entry of New Investors and which have been identified as Pre-Completion Liabilities. Pursuant to the Agreement, the Old Investors and the New Investors shall reimburse PSi for these payments to the extent of two-thirds (2/3) and one-third (1/3) of the amounts, respectively, for the first \$3.00 million of the Pre-Completion Liabilities, with the Old Investors absorbing any amount in excess, but only to the extent of the value of the shares that will be eventually sold to the New Investors under the put and call options provision.
  - iv. Payables to IMI Japan and IMI USA are trade in nature and pertain to the services rendered by IMI Japan and IMI USA. These receivables are with a 30-day term.
  - v. Payables to IMI ROHQ are nontrade in nature and pertain to services provided by IMI ROHQ to the Parent Company and PSi which serves as a supervisory, communications and coordinating center for its affiliates.
- d. Revenue/income and expenses from the Group's affiliates follow:

	Revenue/Income			Expenses		
	2013	2012	2011	2013	2012	2011
MWAP	\$9,971	\$8,885	\$-	\$-	\$-	\$-
TLI	7,713	-	-	26,328	26,531	-
BPI	2,639	58,198	252,370	-	-	-
AG Legal	-	-	-	82,818	72,351	110,786
ICI	-	-	-	88,266	144,905	203,951
GTI	-	-	-	70,438	68,355	88,248
	<b>\$20,323</b>	<b>\$67,083</b>	<b>\$252,370</b>	<b>\$267,850</b>	<b>\$312,142</b>	<b>\$402,985</b>

Revenue/income from its affiliates pertains to the following transactions:

- i. Rent income earned by STEL from lease of its office premises (see Note 28).
- ii. In 2013, the Parent Company and TLI entered into a service agreement for the Parent Company to provide TLI administrative services such as professional, clerical, financial and accounting services. The administrative services shall be for a period of three (3) years, commencing on January 2, 2013 up to December 31, 2015, renewable upon mutual agreement by both parties. The fixed monthly service fee is ₱30,000, inclusive of all taxes.
- iii. Interest income earned from investments and gain on foreign currency forwards with BPI.

Expenses incurred from related party transactions include:

- i. Rent expense from the lease contract with TLI (see Note 28).
  - ii. Consultations on legal matters and assistance on regulatory and legal requirements from AG Legal.
  - iii. Building rental, leased lines, internet connections and ATM connections with ICI.
  - iv. Purchases of Blackberry software and billings for cellphone charges and WiFi connections with GTI.
- e. Revenue and expenses eliminated at the Group level follow:

	Revenue			Expenses		
	2013	2012	2011	2013	2012	2011
IMI ROHQ	\$4,649,240	\$3,859,491	\$3,130,303	\$-	\$55,625	\$50,702
IMI USA	2,441,304	2,695,395	128,047	-	798,982	-
IMI Japan	808,166	908,796	-	-	-	-
STEL	-	2,665,499	4,887,483	261,711	-	-
IMI EU/MX Subsidiaries	-	-	-	326,379	267,119	-
PSi	-	-	-	205,516	68,681	-
	<b>\$7,898,710</b>	<b>\$10,129,181</b>	<b>\$8,145,833</b>	<b>\$793,606</b>	<b>\$1,190,407</b>	<b>\$50,702</b>

Intercompany revenues mainly pertain to billings of IMI USA and IMI Japan to the Parent Company for recovery costs, billings for management salaries of key management personnel under IMI ROHQ and interest income from loans granted to PSi, IMI MX and CZ by the Parent Company.

Expenses incurred from related party transactions include:

- i. Allocation of pension expense covering IMI ROHQ's employees.
- ii. Professional fees from IMI USA and IMI Japan.
- iii. Interest expense of PSi, IMI MX and IMI CZ from loans granted by the Parent Company

#### Compensation of Key Management Personnel of the Group

Key management personnel of the Group include all management committee members. Compensation of key management personnel by benefit type follows:

	2013	2012
Short-term employee benefits	\$7,294,687	\$6,264,578
Post-employment benefits	378,920	258,904
Share-based payments	5,262	24,793
	<b>\$7,678,869</b>	<b>\$6,548,275</b>

#### **Result of Annual/Special Stockholders' Meeting's Resolutions**

Resolution	Approving	Against	Abstaining
Approval of Minutes of previous meeting	99.98%	0.02%	0.00%
Annual Report	99.98%	0.02%	0.00%
Ratification of all acts and resolutions of the Board of Directors and Management adopted during the previous year	99.99%	0.00%	0.05%
Election of Directors	81.10% - 81.18%	0.00%	18.82%
Election of Auditors and fixing of their remuneration	100.00%	0.00%	0.00%

Date of publishing of the result of the votes taken during the most recent AGM for all resolutions:

April 7, 2014.

Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual	All	April 4, 2014	By Poll	84.51462%	0.00008%	84.51470%
Special	Not applicable					

Definitive Information Statements and Management Report

Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials	567
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners	March 14, 2014
Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders	March 14, 2014
State whether CD format or hard copies were distributed	CD format, hard copies and electronic mail
If yes, indicate whether requesting stockholders were provided hard copies	Yes, stockholders who wished to receive paper copies of the Definitive Information Statement were provided with paper copies.

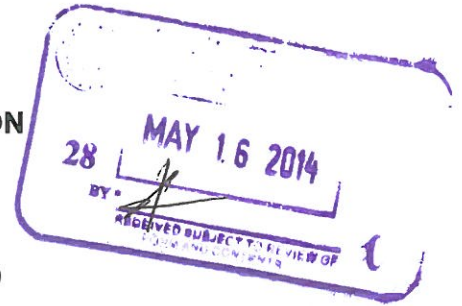




SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATIONS CODE (SRC) AND SRC RULE 17(a)-1(b)(3) THEREUNDER



- 1. May 14, 2014  
Date of Report (Date of earliest event reported)
- 2. 94419  
SEC Identification Number
- 3. 000-409-747-000  
BIR Tax Identification Number
- 4. INTEGRATED MICRO-ELECTRONICS, INC.  
Exact Name of registrant as specified in its charter
- 5. PHILIPPINES  
Province, country or other jurisdiction of incorporation
- 6. [REDACTED] (SEC Use Only)  
Industry Classification Code
- 7. 33rd Floor, Tower One, Ayala Triangle, Ayala Avenue, Makati  
Address of principal office
- 1226  
Postal code
- 8. (632) 756-6840  
Registrant's telephone number, including area code
- 9. Not Applicable  
Former name or former address, if changed since last report
- 10. Securities registered pursuant to Sections 4 and 8 of the SRC

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<u>COMMON (net of Treasury Shares)</u>	<u>1,634,078,073</u>

Indicate the item numbers reported herein : Please refer to attached letter

Re: Amendment to ACGR

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INTEGRATED MICRO-ELECTRONICS, INC.**

Registrant

**JAIME G. SANCHEZ**

Vice President, Deputy CFO and Group  
Controller  
Acting Compliance Officer  
Signature and Title\*

Date : May 14, 2014

\* Print name and title of the signing officer under the signature.



**Integrated Micro-Electronics, Inc.**

North Science Avenue,  
Laguna Technopark  
Special Processing Zone  
Biñan 4024 Laguna

May 14, 2014

Tel (63 49) 756 6840

Fax (63 49) 544 0322

[www.global-imi.com](http://www.global-imi.com)

**Securities and Exchange Commission**  
SEC Building, EDSA, Mandaluyong City

Attention: Ms. Justina F. Callangan  
Director, Corporation & Finance Department

Gentlemen:

In compliance to SEC Memorandum Circular No. 1, Series of 2014, please refer to the information set forth below regarding an update to the Company's Annual Corporate Governance Report.

Directorship in Other Listed Companies:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
<i>Edgar O. Chua</i>	Energy Development Corporation	Non-Executive

We hope that you will find said information in full compliance.

Thank you.

Very truly yours,

**JAIME G. SANCHEZ**  
Vice President, Deputy CFO and Group Controller  
Acting Compliance Officer



108292014001830



## SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines  
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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Company Information

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Company Name INTEGRATED MICRO-ELECTRONICS INC.  
Industry Classification  
Company Type Stock Corporation

Document Information

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T E C H N O P A R K , B I N A N , L A G U N A

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

**ATTY. SOLOMON M. HERMOSURA**

Contact Person

**908-3346**

Company Telephone Number

1 2

Month

3 1

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Fiscal Year

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Annual Meeting

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Total No. Of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATIONS CODE (SRC)  
AND SRC RULE 17(a)-1(b)(3) THEREUNDER

1. August 28, 2014  
Date of Report (Date of earliest event reported)
2. 94419 SEC Identification Number
3. 000-409-747-000  
BIR Tax Identification Number
4. INTEGRATED MICRO-ELECTRONICS, INC.  
Exact Name of registrant as specified in its charter
5. PHILIPPINES Province, country or other jurisdiction of incorporation
6.  (SEC Use Only)  
Industry Classification Code
7. 33rd Floor, Tower One, Ayala Triangle, Ayala Avenue, Makati Address of principal office
- 1226 Postal code
8. (632) 756-6840  
Registrant's telephone number, including area code
9. Not Applicable  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 4 and 8 of the SRC

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
<u>COMMON (net of Treasury Shares)</u>	<u>1,634,078,088</u>

Indicate the item numbers reported herein : Please refer to attached letter

Re: **Certificate of Attendance of BOD to DCGSS**

Pursuant to the requirements of the Securities Regulations Code, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INTEGRATED MICRO-ELECTRONICS,  
INC.**

Registrant



**JAIME G. SANCHEZ**

Vice President, Deputy CFO and Group  
Controller  
Acting Compliance Officer  
Signature and Title\*

Date : August 28, 2014

\* Print name and title of the signing officer under the signature.



**Integrated Micro-Electronics, Inc.**

North Science Avenue,  
Laguna Technopark  
Special Processing Zone  
Biñan 4024 Laguna

Tel (63 49) 756 6840

Fax (63 49) 544 0322

[www.global-imi.com](http://www.global-imi.com)

28 August 2014

**Securities and Exchange Commission**  
SEC Building, Mandaluyong City

Attention: Hon. Justina F. Callangan  
*Director, Corporate Governance and Finance Department*

Gentlemen:


In compliance with the SEC Memoranda 20, Series of 2013 and 1, Series of 2014, please be advised that Alelie Funcell, a director of the Company participated in the Distinguished Corporate Governance Speaker Seminar Series (DCGSS) held on 19 August 2014 at the Intercontinental Hotel Makati.

The seminar was administered by the Institute of Corporate Directors, a training provider accredited by the Commission.

We trust that you will find the above in order.

Thank you.

Very truly yours,

  
**JAIME G. SANCHEZ**  
Vice President, Deputy CFO and Controller  
Acting Compliance Officer



THE INSTITUTE OF CORPORATE DIRECTORS

*presents this*

# *Certificate of Attendance*

to

**Alelie Funcell**

Integrated Micro-Electronics, Inc.

*for having attended the Distinguished Corporate  
Governance Speaker Series held on the 19<sup>th</sup> day of August  
2014 at The InterContinental Manila, Makati City, Philippines*

*Given this 19<sup>th</sup> day of August 2014.*

  
Rosa Linda Valenzona  
*Course Development Manager*