Draft - Subject to approval in the 2022 annual stockholders' meeting



Integrated Micro-Electronics, Inc.

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MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING April 15, 2021 at 9:00 AM

Conducted virtually via https://us02web.zoom.us/webinar/register/WN 5gphfXjIQyOv1VcXd2Y 2A

Stockholders Present and Represented: The complete list is attached as Annex A.

Total Number of Shares Present and Represented:

1,557,038,415

Directors Present:

Jaime Augusto Zobel de Ayala Chairman of the Board

Arthur R. Tan President and Chief Executive Officer

Chairman, Executive Committee

Fernando Zobel de Ayala

Delfin L. Lazaro Chairman, Finance Committee

Hiroshi Nishimura Chairman, Related Party Transactions Committee

Member, Corporate Governance and Nomination Committee

Member, Audit and Risk Committee

Edgar O. Chua Chairman, Audit and Risk Committee

Member, Related Party Transactions Committee

Member, Corporate Governance and Nomination Committee

Lead Independent Director

Member, Personnel and Compensation Committee

Jose Ignacio A. Carlos Member, Personnel and Compensation Committee

Jose Teodoro K. Limcaoco Member, Executive Committee

Member, Finance Committee

Member, Related Party Transactions Committee Member, Personnel and Compensation Committee

Sherisa P. Nuesa Chairman, Corporate Governance and Nomination Committee

Chairman, Personnel and Compensation Committee Member

Rafael C. Romualdez *Member, Executive Committee*

Member, Audit and Risk Committee

Member, Finance Committee

Member, Related Party Transactions Committee

Diosdado P. Banatao

Officers Present:

Jerome S. Tan, Chief Finance Officer
Laurice S. dela Cruz, Global Head, Financial Planning and Analysis; and Compliance Officer
Anthony Raymond P. Rodriguez, Global Head, Treasury and Credit, and Investor Relations
Solomon M. Hermosura, Corporate Secretary
Joanne M. Lim, Assistant Corporate Secretary

1. Call to Order

After the national anthem and invocation, the Chairman, Mr. Jaime Augusto Zobel de Ayala, called the meeting to order at 9:00 AM. He stated at the outset that the Corporation is holding the meeting in virtual format because of the restrictions to address the COVID-19 pandemic and the utmost importance accorded to the health and well-being of its employees, stockholders, partners. Nevertheless, it has striven to give its stockholders the same opportunities to participate as in an in-person meeting. The Chairman introduced each of the presenters, namely: Arthur R. Tan (Chief Executive Officer and President), Jerome S. Tan (Global Chief Finance Officer and Treasurer), Solomon M. Hermosura, Anthony Raymond Rodriguez (Head of Investors Relations), Sherisa P. Nuesa (Independent Director and Chair of Corporate Governance and Nomination Committee), and Edgar O. Chua (Independent Director and Chair of Audit and Risk Committee). He acknowledged the other members of the Board, and other officers, and representatives of SyCip Gorres Velayo & Co., the Corporation's external auditor and validator of the voting results, who were also in attendance.

2. Notice of Meeting

The Secretary, Mr. Solomon M. Hermosura, certified that the Notice of the meeting and the Definitive Information Statement were sent on February 11, 2021 and March 26, 2021, respectively, to all stockholders of record as of March 1, 2021 in three (3) ways: first, by email to all stockholders who have provided their e-mail addresses, second, by posting on the Corporation's website and third, by disclosure through the Philippine Stock Exchange EDGE system. In addition, the Notice was published on March 24 and 25, 2021, in both the Philippine Daily Inquirer and the Manila Bulletin. Accordingly, the stockholders have been duly notified in accordance with the By-Laws and applicable rules, including the Corporation's Internal Guidelines on Participation in Stockholders' Meeting by Remote Communication and Voting in Absentia.

3. Determination of Quorum

The Secretary certified that there was a quorum for the meeting with stockholders owning 1,557,033,514 shares or 70.22% of the total outstanding shares, present in person or by proxy. The mode of attendance of the stockholders deemed present and their respective percentages of the outstanding shares are set forth below:

Mode of Attendance	% of Total Outstanding Shares
Appointment of the Chairman as proxy	70.2223%
Voting in absentia	0.0000%
Remote Communication	0.0002%

Additionally, there were 281 viewers of the live webcast of the meeting.

4. Instructions on Rules of Conduct and Voting Procedures

The Chairman asked the Secretary to share the rules of conduct and voting procedures for the meeting, including the measures put in place to ensure that the virtual meeting would promote active participation from stockholders, similar to an in-person meeting.

The Secretary first stated that the rules of conduct and the voting procedures are set forth in the Definitive Information Statement and in the Explanation of Agenda Items, which forms part of the Notice of the Annual Stockholders' Meeting before he emphasized the following points:

- (i) The agenda for the meeting covers a range of matters requiring stockholders' vote and was included in the Notice sent to the stockholders. Stockholders were also provided an opportunity to propose matters for inclusion in the agenda, pursuant to applicable laws, rules and regulations, and the Corporation's internal guidelines.
- (ii) Stockholders who registered under the Voting in Absentia & Shareholder (VIASH) system or who notified the Corporation by email by April 5, 2021 of their intention to participate in the meeting by remote communication, may send their questions or comments at corporatesecretary@global-imi.com.
- (iii) Questions or comments received before 9:30 a.m. will be read aloud and addressed during the Question and Answer period, which will take place after other matters. Management will reply by email to questions and comments not taken up during the meeting.
- (iv) There are five resolutions proposed for adoption by the stockholders, each of which will be shown on the screen as the same is being taken up.
- (v) Stockholders could cast their votes on the proposed resolutions and in the election of directors beginning March 20, 2021 through the Voting in Absentia and Shareholder System with the polls remaining open until the end of the meeting for stockholders using said system.
- (vi) Stockholders were provided with the option of appointing the Chairman as proxy.
- (vii) The Secretary reported that the votes cast as of April 5, 2021, after the proxy validation process and after the deadline for registration under the VIASH, have been tabulated. The votes were from stockholders owning 1,557,033,514 voting shares representing 99.9997% of the total voting shares represented in the meeting and 70.22% of the total outstanding voting shares. The Secretary will be referring to this preliminary tabulation when reporting the voting results during the meeting. However, the results of the final tabulation of votes, with full details of the affirmative and negative votes and abstentions, will be reflected in the minutes.

5. Approval of Minutes of the 2020 Stockholders' Meeting

The Chairman then proceeded with the approval of the minutes of the annual stockholders' meeting held on April 15, 2020, an electronic copy of which was posted on the website of the Corporation.

The Secretary presented Resolution No. S-01-2021, as proposed by management, and based on the votes received, reported the approval by the stockholders of the following resolution which was shown on the screen:

Resolution No. S-01-2021

RESOLVED, to approve the minutes of the annual stockholders' meeting held on April 15, 2020.

As tabulated by the Proxy Validation Committee and validated by SyCip Gorres Velayo and Co. (SGV), the votes for the adoption of Resolution No. S-01-2021 providing for the approval of the minutes of the previous meeting are as follows:

	For	Against	Abstain
Number of Shares Voted	1,557,037,800	0	0
% of Shares of Shareholders Present	99.99995%	0%	0%

6. Annual Report of Officers

Message from the Chairman

The Chairman looked back to five (5) years ago when Ayala group set ambitious growth plans for 2020, viewing it as the next waypoint of its long-term strategic planning cycle. He stated that no one back then could have foreseen the emergence of COVID-19 and the disruption it would cause across the globe, claiming over 2.6 million lives globally and causing the global economy to shrink by 4% year over year.

The Chairman added that across the global manufacturing sector, the industry continued to face several preexisting headwinds, such as tightening supply chains, intensified competition, and geopolitical conflicts. IMI felt the impact of COVID-19 almost immediately. The factories in China cut back dramatically on production through January as the health issues reached crisis proportions. From the United Kingdom, to Serbia, to Japan, and to its global headquarters in the Philippines, the company's financial, operational, and technological strengths were put to test.

The Chairman noted that despite these remarkable challenges, IMI finished 2020 in a better financial position than the previous year, all while retaining its position as a top 20 electronics manufacturing solutions provider and achieving several key milestones that underscored the company's operational flexibility and innovative approach. Business performance recovered strongly in the second half as global manufacturing demand returned close to pre-pandemic levels.

IMI deployed its global footprint and suite of capabilities to help mitigate the human and economic impact of the pandemic by leveraging its expertise in high reliability manufacturing to provide leading edge medical technology solutions. Among these products is a commercialized non-invasive ventilator for COVID-19 patients.

A key subsidiary, VIA optronics, also successfully went public in the third quarter of 2020, helping validate IMI's strategy of creating proprietary platforms to help it remain competitive in an increasingly technology-driven world.

As the core manufacturing platform of AC Industrials, IMI provided a strong base for the group's other portfolio companies, in particular the KTM joint venture and the Merlin Solar start up, to continue to develop and grow through the pandemic.

The Chairman offered a few key reflections as IMI embarks on its fifth decade of operations. First, the relative swiftness of the recovery in global manufacturing, versus other sectors, has illustrated how well organized, globally competitive platforms in the industry can add diversity and economic value to individual business groups and to economies. Second, the uncertainty that permeates the medium term, as the health issues start to be addressed, requires continued prudence to preserve the gains. Third, as the Corporation gradually moves into the new normal, it will continue to strengthen its manufacturing capabilities while remaining aligned with the long-term megatrends of mobility, connectivity, and smart energy that hold the key to the company's growth and global competitiveness. And finally, the "reset" now offers a fresh opportunity to accelerate IMI's ongoing initiatives to integrate sustainability into the fabric of its strategy, operations, and institutional culture.

The Chairman acknowledged that 2020 was not an easy year – for IMI, the Ayala group, and the Philippine and global economy but the Corporation and the group are eager to move forward and capitalize on the opportunities that have appeared as a result of this economic upheaval.

In conclusion, the Chairman thanked the over 15,000 IMI employees worldwide for their commitment, openness, and collaboration, and the stakeholders for the trust they continue to show in IMI.

Message from the Chief Executive Officer and President

The Chief Executive Officer (CEO) and President, Mr. Arthur R. Tan (Mr. A. Tan), recounted that IMI has lived through several major upheavals both at the macro level and within the electronics industry. These experiences have allowed IMI to anticipate other disruptions, set up the structures and systems to weather them, and emerge stronger and wiser. IMI's experience in 2020, though severe, was no different. With this backdrop, IMI responded with both agility and prudence to the challenges and the opportunities brought about by the current crisis.

IMI's performance was a tale of two halves. Although the first half of the year presented much uncertainty, IMI was able to rebound strongly in the second half allowing it to deliver full year revenues of US\$1.14 billion, down by just 8.8% from the previous year. By the second half of the year, business activities started to pick up and by the end of December, the Global Purchasing Manager's Index was already at expansion mode at 53.8. In addition, as IMI streamlined its operating structure and focused on manufacturing efficiency, it was able to reduce its net loss to US\$3.5 million, an improvement of 55% from 2019.

IMI's wholly-owned businesses posted US\$867 million of revenues led by its focus segments, with Automotive at US\$490 million and Industrial at US\$262 million while its subsidiaries, VIA Optronics and STI Ltd. finished the year with US\$269 million in combined revenues, a 9% growth from the previous year, buoyed by expanded capabilities for emerging demand within the global pandemic. Despite COVID-19 halting most global travel throughout the year, IMI secured new business wins amounting to US\$234 million in annual revenue potential for IMI's wholly owned subsidiaries. The megatrends within its key markets remained in place despite the overhang of the pandemic.

Mr. A. Tan noted that the year 2020 also gave IMI an opportunity to reassess its global supply chain strategies. As it responded to immediate challenges, IMI also made strategic initiatives to adopt digital supply network models and capabilities. It kept close communication with customers and suppliers, mapped the full extent of its supply network, and identified both direct and indirect sources, while addressing vulnerabilities by rallying its suppliers and stockpiling essential materials. Apart from its strategic sourcing, IMI ensured that its manufacturing and platform solutions remain at the cutting edge of technology. Among others, it continued to invest in its business of manufacturing power module, a complex component supplied by the Laguna facility to global customers.

Mr. A. Tan reported the various operational achievements of IMI and its subsidiaries and highlighted that amidst such achievements and targets, IMI's utmost priority remained to be its people. From the onset of the pandemic, priorities were clearly established and the implementing measures for each priority, were put in place to get through the crisis: protecting its employees' health and safety, ensuring business continuity, and supporting its partners and the community around it.

Mr. A. Tan attributed IMI's success to how the organization, from the executive team to the operators in the production lines, lives out its core values of Integrity, Excellence, Customer Focus and Concern. As one of the top 20 largest electronics manufacturing services (EMS) companies in the world, IMI commits to align with the UN Sustainability Development Goals. Believing that what it does will have long-term implications on society and environment, IMI is ensuring that its legacy can be sustainably measured under a quadruple bottom-line of People, Planet, Purpose and Prosperity.

As his parting remark, Mr. A. Tan recognized that the global pandemic further strengthened IMI as everyone faced it squarely with a higher degree of collaboration and interdependence across all global sites and offices.

The report of the CEO and President was followed by an audio-visual presentation showing a brief recapitulation of IMI's history as well as how it has and continues to respond to the on-going global pandemic.

Upon the request of the Chairman, the Secretary presented the following Resolution No. S-02-2021 (as shown on the screen), which had been proposed by management, and reported the stockholders' approval of the same in accordance with the voting results:

Resolution No. S-02-2021

RESOLVED, to note the Corporation's Annual Report, which consists of the Message from the Chairman, the Message from the President and Chief Executive Officer, and the audio-visual presentation to the stockholders, and to approve the consolidated audited financial statements of the Corporation and its subsidiaries as of December 31, 2020, as audited by the Corporation's external auditor, SyCip Gorres Velayo & Co.

As tabulated by the Proxy Validation Committee and validated by SGV, the votes for the noting of the annual report and the approval of the 2020 consolidated audited financial statements of the Corporation and its subsidiaries together with the approval of Resolution No. S-02-2021 are as follows:

	For	Against	Abstain
Number of Shares Voted	1,556,532,742	0	505,058
% of Shares of Shareholders Present	99.96752%	0%	0.03244%

7. Ratification of the acts of the Board of Directors and Officers

The Secretary, upon the Chairman's request, stated that stockholders' ratification was sought for all the acts and resolutions of the Board, Executive Committee, and other Board Committees exercising powers delegated by the Board, which were adopted from April 15, 2020 until April 15, 2021. These acts and resolutions are reflected in the minutes of the meetings, and they include the (1) election of officers and members of the various Board Committees, (2) approval of the amended By-Laws, (3) reconstitution of the Compensation Committee as the Personnel and Compensation Committee, (4) revision of the Charters of some of the Board Committees, (5) availment of credit facilities, (6) closure of the IMI Cavite plant and

the redundancy program for some employees, (7) sale of a building, (8) appointment of authorized representatives and bank signatories, (9) treasury transactions, and (10) acts and resolutions covered by disclosures to the Securities and Exchange Commission and the Philippine Stock Exchange. The Secretary further explained that stockholders' ratification is also being sought for all the acts of the Corporation's officers performed in accordance with the resolutions of the Board, the Executive Committee and other Board Committees as well as the By-Laws, from April 15, 2020 to date. These acts were performed to implement the resolutions of the Board or its Committees, or as part of the Corporation's general conduct of its business.

The Secretary reported that Resolution No. S-03-2021, as proposed by Management and shown on the screen, had been approved by the stockholders based on the preliminary tabulation of votes:

Resolution No. S-03-2021

RESOLVED, to ratify each and every act and resolution, from 15 April 2020 to 15 April 2021 (the "Period"), of the Board of Directors (the "Board") and the Executive Committee and other Board committees exercising powers delegated by the Board, and each and every act, during the Period, of the officers of the Corporation performed in accordance with the resolutions of the Board, the Executive Committee and other Board committees as well as with the By-laws of the Corporation.

As tabulated by the Proxy Validation Committee and validated by SGV, the votes for the ratification of the acts of the Board of Directors and officers of the Corporation, and for the adoption of Resolution No. S-03-2021 are as follows:

	For	Against	Abstain
Number of Shares Voted	1,556,532,742	0	505,058
% of Shares of Shareholders Present	99.96752%	0%	0.03244%

8. Election of Directors

The next item in the agenda was the election of the eleven (11) members of the Board of Directors for the ensuing year. The Chairman requested Ms. Sherisa P. Nuesa, Chairperson of the Corporate Governance and Nomination Committee, to discuss this item.

Ms. Nuesa informed the stockholders that, in accordance with the requirements of the Corporation's Bylaws, the Manual of Corporate Governance and the rules of the Securities and Exchange Commission, the following nominees were duly nominated to the Board of Directors of the Corporation for the ensuing term: Jaime Augusto Zobel de Ayala, Fernando Zobel de Ayala, Arthur R. Tan, Diosdado P. Banato, Jose Ignacio A. Carlos, Edgar O. Chua, Alberto M. de Larrazabal, Delfin L. Lazaro, Hiroshi Nishimura, Sherisa P. Nuesa, and Rafael C. Romualdez.

Messrs. Chua, Banatao, Nishimura and Ms. Nuesa had been nominated as independent directors.

Ms. Nuesa further reported that: (i) the Corporate Governance and Nomination Committee, bearing in mind the importance of having a well-balanced and diverse board that addresses the needs of IMI, that has the necessary expertise and expertise, and that maintains its independence, has ascertained that all the nominees are qualified to serve as directors of the Corporation, and (ii) all the nominees have given their consent to their respective nominations.

The Chairman requested the Secretary to disclose the results of the election.

The Corporate Secretary reported that based on the partial tabulation of votes, each of the eleven nominees has garnered at least 1,557,026,914 votes. Given this, he certified that each nominee has received enough votes for election to the Board and that Resolution No. S-04-2021 for the election of the eleven nominees to the Board, which was shown on the screen, had been approved:

Resolution No. S-04-2021

RESOLVED, to elect the following as directors of the Corporation to serve as such beginning today until their successors are elected and qualified

Jaime Augusto Zobel de Ayala
Fernando Zobel de Ayala
Arthur R. Tan
Diosdado P. Banatao (independent director)
Jose Ignacio A. Carlos
Edgar O. Chua (independent director)
Alberto M. de Larrazabal
Delfin L. Lazaro
Hiroshi Nishimura (independent director)

Sherisa P. Nuesa (independent director)
Rafael C. Romualdez

The Chairman expressed his gratitude to Mr. Limcaoco for his support and insights he has provided to the Board and the Management and wished him well in his new assignment as CEO and President of the Bank of the Philippine Islands. He then warmly welcomed Mr. de Larrazabal to the Board.

As tabulated by the Proxy Validation Committee and validated by SGV, the final votes received by the nominees are as follows:

Director	For	Against	Abstain
Jaime Augusto Zobel de Ayala	1,557,037,897	1	0
Fernando Zobel de Ayala	1,557,037,897	1	0
Arthur R. Tan	1,557,037,398	0	0
Diosdado P. Banatao (Independent Director)	1,557,037,798	0	0
Jose Ignacio A. Carlos	1,557,031,298	6,600	0
Edgar O. Chua (Independent Director)	1,557,036,990	0	0
Alberto M. de Larrazabal	1,557,037,898	0	0
Delfin L. Lazaro	1,557,037,898	0	0
Hiroshi Nishimura (Independent Director)	1,557,037,327	1	0
Sherisa P. Nuesa (Independent Director)	1,557,037,897	1	0
Rafael C. Romualdez	1,557,031,298	6,600	0

9. Election of External Auditor and Fixing of its Remuneration

Upon the request of the Chairman, Mr. Edgar O. Chua, Chairman of the Audit and Risk Committee, informed the stockholders that the Committee, in the performance of its oversight function, evaluated the performance of the Corporation's external auditor, SyCip Gorres & Velayo (SGV) for the past year and found it satisfactory. Thus, the Committee and the Board agreed to endorse the election anew of SGV as

the external auditor of the Corporation for the current fiscal year for an audit fee of Pesos: Four Million Three Hundred Thousand (PhP4,300,000.00).

The Secretary presented Resolution No. S-05-2021 for the election of the Corporation's external auditor and fixing of its remuneration and reported that there were enough votes received for the approval of said resolution, which was shown on the screen:

Resolution No. S-05-2021

RESOLVED, as endorsed by the Board of Directors, to approve the election of SyCip Gorres Velayo & Co. as the external auditor of the Corporation for the year 2021 for an audit fee of PhP4,300,000.00.

As tabulated by the Proxy Validation Committee and validated by SGV, the votes on the election of SGV as external auditor of the Corporation, the approval of its audit fee and the adoption of Resolution No. S-05-2020 are as follows:

	For	Against	Abstain
Number of Shares Voted	1,557,037,800	0	0
% of Shares of Shareholders Present	99.99995%	0%	0%

10. Other Matters

After confirming with the Secretary that there were no other matters that require consideration by the stockholders, the Chairman requested Mr. Rodriguez, the Head of Investor Relations of the Corporation, to read aloud the questions and comments together with the names of the stockholders who sent them.

The first question read by Mr. Rodriguez was from Mr. Fernando Dizon who asked about the role of IMI in the shift towards electric vehicles and autonomous driving. The Chairman referred the question to Mr. A. Tan who explained that IMI, for the last decade, has been focused on the megatrend of mobility and the autonomous driving part of it. To this end, IMI has been heavily investing in technology and capabilities that will enable the cars of the future, including the power module facility in the Philippines which will play a major role in addressing the power management requirements of electric vehicles and their charging platforms. IMI's proprietary products and processes in the automotive camera market will also cater to the stringent safety requirements of autonomous driving. Through its subsidiary VIA Optronics, IMI is also able to offer full camera, display, and touch control packages that will become the standard of next generation vehicles. Mr. A. Tan expressed his belief that with the technology roadmap that IMI has forged, it is in the position to take advantage of these emerging platforms.

Mr. Rodriguez read the last question from Ms. Joy Bondoc who asked if there is a plan to list IMI or any of its subsidiaries in other markets considering the successful listing of VIA optronics, an IMI subsidiary, at the New York Stock Exchange. Mr. A. Tan first thanked the Board and the shareholders for supporting IMI's strategy to value-realize in a global setting before stating that IMI is open to opportunities of tapping equity capital markets in other regions. He added that IMI will continue to explore and look at the possibilities, especially listing in markets that have a greater focus on technology and electronics manufacturing.

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11. Adjournment

There being no other matters to discuss, the Chairman adjourned the meeting and informed the stockholders that the link to the recorded webcast of the meeting will be posted on IMI's website, and stockholders may raise issues, clarifications and concerns on the meeting conducted within two weeks from posting of the link by sending an email to corporatesecretary@global-imi.com.

SOLOMON M. HERMOSURA

Corporate Secretary

JOANNE M. LIM

Assistant Corporate Secretary

Approved:

JAIME AUGUSTO ZOBEL DE AYALA

Chairman of the Board and of the Meeting

ANNEX A

ATTENDANCE OF STOCKHOLDERS

By Proxy

	Dy Froxy		
	Stockholder	No. of Shares	Appointee
1	2004 ESOWN Subscription	40,000	Chairman of the meeting
2	2007 ESOWN Subscription	9,418,215	Chairman of the meeting
3	2009 ESOWN Subscription	4,464,690	Chairman of the meeting
4	2014 ESOWN Subscription	22,356,871	Chairman of the meeting
5	2015 ESOWN Subscription	4,786,374	Chairman of the meeting
6	Ayala Corporation	1,379,892	Chairman of the meeting
7	AC Industrial Technology Holdings Inc.	1,153,725,046	Chairman of the meeting
8	Resins Incorporated	291,785,034	Chairman of the meeting
9	Citibank N.A.	28,729,255	Chairman of the meeting
10	Standard Chartered Bank	35,916,583	Chairman of the meeting
11	Deutsche Bank Manila-Clients A/C	1,474,249	Chairman of the meeting
12	Sherisa P. Nuesa	112,807	Chairman of the meeting
13	Bpi Securities Corporation fao Sherisa P. Nuesa The Hongkong and Shanghai Banking Corp. Ltd	740,578	Chairman of the meeting
14	Clients' Acct.	2,103,920	Chairman of the meeting
	Sub-Total	1,557,033,514	
	Sub-10titi	1,337,033,314	
	By Remote Communication		
15	Jaime Augusto Zobel de Ayala	100	
16	Fernando Zobel de Ayala	100	
17	Delfin L. Lazaro	100	
18	Arthur Tan	100	
19	Hiroshi Nishimura	115	
20	Edgar Chua	100	
	Sub-Total	615	
	By Voting in Absentia		
21	Joy Rosita Gregoria A. Bondoc	902	
22	Fernando V. Dizon	3,384	
_	Sub-Total	4,286	

TOTAL 1,557,038,415