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(Company's Full Name)

N	O	R	T	H			S	C	I	E	N	C	E			A	V	E	N	U	E	,			L	A	G	U	N	A				
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(Business Address: No. Street City / Town / Province)

ATTY. SOLOMON M. HERMOSURA

Contact Person

7908-3346

Company Telephone Number

1 | 2

Month

3 | 1

Day

Fiscal Year

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FORM TYPE

04

Month

2 | 2

Day

Annual Meeting

Secondary License Type, if Applicable

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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

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

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Document I.D.

Cashier


STAMPS

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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 20, 2023**
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. **North Science Avenue, Laguna Technopark-Special Processing Zone, Biñan, Laguna**
Address of principal office
- 4024**
Postal code
8. **(632) 7756-6840**
Registrant's telephone number, including area code
9. **N/A**
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
COMMON SHARES	2,217,293,215

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

Re: **Detailed Notice and Agenda of Annual Stockholders' Meeting 2023**

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 20, 2023**


Michelle Marie T. Valbuena
Senior Compliance Manager

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



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

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Tel +63 49 544 0312
www.global-imi.com

February 20, 2023

Securities and Exchange Commission

17/F SEC Headquarters, 7907 Makati Avenue
Barangay Bel-Air, Makati 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 28th Street
Bonifacio Global City, Taguig City

Attention: Ms. Alexandra D. Tom Wong
Officer-in-Charge, Disclosure Department

Gentlemen:

Please see the attached detailed notice and agenda of our annual stockholders' meeting which is set for April 20, 2023.

Thank you.

Very truly yours,

ROSARIO CARMELA G. AUSTRIA
Assistant Corporate Secretary

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 **Thursday, April 20, 2023 at 9:00 o'clock in the morning** with the following

A G E N D A¹

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 6, 2023** are entitled to notice of, and to vote at, this meeting.

Pursuant to the Company's By-Laws, the Chairman, acting on the authority delegated by the Board of Directors during its meeting on December 16, 2022, 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, 2023** 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, 2023 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, 2023**. The procedures for participating in the meeting through remote communication and for casting votes *in absentia* will be set forth in the Information Statement².

Stockholders of record as of March 6, 2023 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, 2023³**.

All email communications should be sent to corporatesecretary@global-imi.com on or before the designated deadlines.

Makati City, February 20, 2023.



ROSARIO CARMELA G. AUSTRIA
Assistant Corporate Secretary

¹ See pages 2 and 3 for the explanation for each agenda item.

² Stockholders should notify the Company at corporatesecretary@global-imi.com of their preference to receive hard copies of the Information Statement and other ASM materials on or before March 6, 2023.

³ 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.⁴ 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 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, 2023 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 22, 2022 are available at the Company's website, 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. Delfin L. Lazaro, the Chief Executive Officer (CEO), Mr. Arthur R. Tan, and the President, Mr. Jerome S. Tan will report on the performance of the Company in 2022 and the outlook for 2023.

The Company's Annual Report will contain the Messages from the Chairman, CEO, and President. Copies of the Annual Report will be distributed to the stockholders and posted on the Company's website, www.global-imi.com.

The Audited Financial Statements as of December 31, 2022 (AFS), to be approved by the Board on March 7, 2023 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 22, 2022 until April 20, 2023. 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. 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, to be 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.

The profiles of the nominees to the Board 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.

⁴ The detailed instructions pertaining to the URL and the use thereof 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, 2023 in accordance with existing laws, rules and regulations of the Securities and Exchange Commission and the Company's internal guidelines⁵.

⁵ 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/>.