



February 15, 2017

Securities and Exchange Commission
SEC Building, Mandaluyong City

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

Philippine Stock Exchange, Inc.
3/F Tower One and Exchange Plaza
Ayala Triangle, Ayala Ave., Makati City

Attention: Mr. Jose Valeriano B. Zuño, III
OIC- Head, Disclosure Department

Gentlemen:

Please see attached updated detailed notice and agenda of our annual stockholders' meeting which is set for April 7, 2017.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Solomon M. Hermosura', written over a horizontal line.

SOLOMON M. HERMOSURA

Corporate Secretary

A small, handwritten blue mark or signature, possibly initials, located below the name 'SOLOMON M. HERMOSURA'.



NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of **INTEGRATED MICRO-ELECTRONICS, INC.** will be held at Karangalan Multi-Purpose Hall, Integrated Micro-Electronics, Inc., North Science Avenue, Laguna Technopark, Biñan, Laguna, on **Friday, April 7, 2017** at **9:00 o'clock in the morning** with the following

A G E N D A¹

1. Proof of Notice and Determination of Quorum
2. Approval of Minutes of Previous Meeting
3. Annual Report
4. Approval of the Decrease of Authorized Capital Stock from PhP3.75Bn to PhP2.45Bn and the corresponding Amendment of the Seventh Article of the Articles of Incorporation
5. Approval of the following amendments to the Articles of Incorporation:
 - a. In the Second Article, the inclusion in the primary purpose the production, assembly or manufacture of non-electronic products or parts, components or materials of non-electronic products;
 - b. In the Seventh Article, the addition of re-issuability to the features of the preferred shares
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 at the close of business on **February 6, 2017** are entitled to notice of, and to vote at, this meeting.

This notice supersedes the notice filed on January 23, 2017 with the Securities and Exchange Commission and the Philippine Stock Exchange.

Makati City, February 15, 2017.


SOLOMON M. HERMOSURA
Corporate Secretary

¹ See next page for the explanation for each agenda item.

EXPLANATION OF AGENDA ITEMS

Proof of notice and determination of quorum

The Corporate Secretary will certify the date the notice of the meeting was sent to all stockholders and the date of publication of the notice in newspapers of general circulation.

The Corporate Secretary will further certify the existence of a quorum. The stockholders present, in person or by proxy, representing a majority of the outstanding capital stock shall constitute a quorum for the transaction of business.

The following rules of conduct and procedures will be adopted for the meeting:

- (i) The polls are open for the stockholders to cast their votes either manually or electronically.
- (ii) A stockholder may vote manually using the ballot provided to him upon registration and placing the voted ballot in the ballot boxes located at the registration table and inside the Ballroom.
- (iii) A stockholder may vote electronically using any of the computers at the station for electronic voting outside the Ballroom. The paper ballot and the website platform for electronic voting set forth the proposed resolutions for consideration by the stockholders and each proposed resolution would be shown on the screen in front of the Ballroom as it is taken up at the meeting.
- (iv) Each outstanding share of stock entitles the registered holder to one vote.
- (v) In general, the stockholders act by the affirmative vote of stockholders representing at least a majority of the outstanding capital stock present at the meeting.
- (vi) The election of the directors shall be by plurality of votes. Every stockholder shall be entitled to cumulate his votes.
- (vii) The stockholders may cast their votes anytime during the meeting.
- (viii) All votes received shall be tabulated by the Office of the Corporate Secretary, and the results of the tabulation shall be validated by SyCip Gorres Velayo and Co.
- (ix) During the meeting, as the stockholders take up an item on the Agenda, the Corporate Secretary will report the votes already received and tabulated on that item.

Approval of minutes of previous meeting

The minutes of the meeting held on April 8, 2016 are posted at the company website, www.global-imi.com. Copies of the minutes will also be distributed to the stockholders before the meeting.

A resolution approving the minutes will be presented to the stockholders for approval by the vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

Annual report

The Chairman, Mr. Jaime Augusto Zobel de Ayala, and the President and Global Chief Operating Officer, Mr. Gilles Bernard, will deliver a report to the stockholders on the performance of the company in 2016 and the outlook for 2017. The financial statements as of December 31, 2016 (FS) will be embodied in the Information Statement to be sent to the stockholders at least 15 business days prior to the meeting.

A resolution noting the report and approving the audited financial statements will be presented to the stockholders for approval by the affirmative vote of the stockholders representing at least a majority of the outstanding stock present at the meeting.

Approval of the Decrease of Authorized Capital Stock from PhP3.75Bn to PhP2.45Bn and the corresponding Amendment of the Seventh Article of the Articles of Incorporation

Approval by the stockholders will be sought to decrease the authorized capital stock from PhP3.75Bn to PhP2.45Bn through the retirement of the 1.3Bn preferred shares which had been redeemed in 2015 and to amend the Seventh Article of the Articles of Incorporation to reflect such decrease. The Board approved the decrease and the corresponding amendment during its meeting on February 15, 2017.

A resolution on this agenda item must be approved by stockholders owning at least 2/3 of the outstanding capital stock.

Approval of the Amendment of the Second Article of the Articles of Incorporation to include in the primary purpose the production, assembly or manufacture of non-electronic products or parts, components or materials of non-electronic products.

Approval by the stockholders will be sought to include in the primary purpose of the Company the production, assembly or manufacture of non-electronic products or parts, components, or materials of non-electronic products. The Board approved the amendment during its meeting on February 15, 2017.

A resolution on this agenda item must be approved by stockholders owning at least 2/3 of the outstanding capital stock.

Approval of the Amendment of the Seventh Article of the Articles of Incorporation to add re-issuability to the features of the preferred shares.

Approval by the stockholders will be sought to give the Company funding flexibility for its operations and projects in the future. The Board approved the amendment during its meeting on February 15, 2017.

A resolution on this agenda item must be approved by stockholders owning at least 2/3 of the outstanding capital stock.

Election of directors (including the independent directors)

Any stockholder may submit to the Nomination Committee nominations to the Board not later than February 24, 2017. The Nomination Committee will determine whether the nominees for directors, including the nominees for independent directors, have all the qualifications and none of the disqualifications to serve as members of the Board before submitting the nominees for election by the stockholders. The profiles of the nominees to the Board will be provided in the Information Statement and in the company website for examination by the stockholders.

Each stockholder entitled to vote may cast the votes to which the number of shares he owns entitles him, for as many persons as there are to be elected as directors, or he may give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of Directors to be elected. The eleven nominees receiving the highest number of votes will be declared elected as directors of the company.

Election of external auditor and fixing of its remuneration

The Audit Committee will endorse to the stockholders the appointment of an external auditor for the current fiscal year. The profile of the external auditor will be provided in the Information Statement and in the company website for examination by the stockholders.

A resolution for the appointment of the external auditor and for the approval of its remuneration will be presented to the stockholders for adoption by the affirmative vote of stockholders representing a majority of the outstanding stock present at the meeting.

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. Stockholders may raise other matters or issues that may be properly taken up at the meeting.