



HANA Microelectronics Public Co., Ltd.

Procedures to Propose AGM Agenda Items and Nomination of Board Members

By Board of Directors
Revision: 11 August 2022

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I. POLICY OVERVIEW

Hana is committed to maintaining a sound corporate governance. To ensure the equitable treatment of all shareholders and support shareholders' participation by giving shareholders rights in addition to the rights stipulated on the Company's Articles of Association and applicable laws and regulations. The Board of Directors has established the policy for shareholders to propose agenda items for the Annual General Meeting of Shareholders and to propose a person to be nominated as a director of the Company in advance.

II. OBJECTIVE

The objective of this policy is to enhance the long-term value of Hana, shareholders and stakeholders by:

- Encouraging the right of shareholders to propose their views in advance on the matter to be discussed at the Annual General Meeting
- Providing a channel for shareholders regardless of the size of shareholding to enable to propose candidates for the board members
- Complying with the corporate governance principles

III. PROCEDURES:

1. Proposal of agenda items for Annual General Meeting

The qualification of shareholder

Shareholders who would like to propose agenda items shall have following qualifications.

1. Being the shareholder of the Company as at the date proposing agenda item which can be either one shareholder or combined shareholders
2. Provide shareholding evidence e.g. copy of share certificate or the letter showing a number of shares issued by securities companies or the Thailand Securities Depository Co., Ltd.

Agenda Items Consideration Process:

The Board of Directors shall review and evaluate the proposed agenda items and consider to be proposed to AGM for following business:

1. The matter that is in the normal course business of the Company and has the materiality for the benefits of the Company and shareholders at large.
2. The matter that is not out of control or beyond the Company's management and decision

The proposal that will not be considered:

1. The proposal is made against law, rules, and regulations or non-compliance with the objective, the Article of Association, the shareholders' resolutions, and corporate governance policy of the Company.
2. The proposal that the Company has already executed.
3. The proposal that already passed to the prior shareholders' meeting resolution unless has a significant matter change from previously.
4. The proposal has incomplete/incorrect information, unable to contact the shareholder or non-compliance with this policy.
5. The proposal is in favor of specific person or group.
6. The proposal is in the scope of authority and duties of the Board unless it causes a significant effect on shareholders.

Consideration procedure:

1. Shareholders who have the complete qualification shall fill in the "Agenda Items Proposal for Annual General Meeting of Shareholders Form" with signature and provide the required documents as specified in the attached form. In case the group of shareholders propose the agenda items, each shareholder must be qualified and is required to fill in the form with signature and attach with required documents and send a set of document by registered mail to the below attention.

Ms. Jirapa Kongmanee,
Corporate Affairs Department,
Hana Microelectronics Public Co., Ltd.,
65/98, Soi Vibhavadi-Rangsit 64, Junction 2,
Kwang Talad Bangkhen, Khet Laksi,
Bangkok 10210, Thailand
E-mail: jirapak@hanabk.th.com
Tel: 66-2-5511297 ext. 117
Fax: 66-2-5511299

2. The Corporate Secretary shall initially review the proposed agenda items before propose to the Board. If a shareholder provides incomplete information, the Company may at its discretion reject such proposals.
3. The Board will consider the proposal to the AGM agenda at its sole discretion.
4. The Board shall provide the opinion in consideration of adding the AGM agenda item if proposed by the shareholder in the AGM Notice sent to shareholders.

5. The Board's decision not to add the proposed agenda item to AGM shall not be disclosed to the public and the Board also has no obligation to inform the shareholder who proposes the agenda item.

Timing of Proposals:

Shareholders who would like to propose agenda should submit to the Company during October – December each year.

2. Proposal of Director Nomination

The qualification of shareholder

Shareholders who would like to propose candidates to be elected as directors for AGM shall have following qualifications.

1. Being the shareholder of the Company as at the date to propose candidates which can be either one shareholder or combined shareholders
2. Provide shareholding evidence e.g. copy of share certificate or the letter showing number of shares issued by securities companies or the Thailand Securities Depository Co., Ltd.

The qualification of the director nomination

The director nominee shall have key following qualifications as follows.

1. Shall have qualification and have no prohibited characteristics of a director as specified by the laws on Public Company Limited including the Securities and Exchange Act and other related laws, the Article of Associations of the Company as well as the corporate governance policy of the Company
2. Shall have knowledge, independent and skill in the areas significantly beneficial to the Company
3. Shall not serve as a director more than 3 listed companies including the Company's director
4. Shall not hold position as a full-time government officer/civil servant or a political officer

Consideration Procedures

1. Shareholders who have the complete qualification shall fill in the "Proposal of Director Nomination Form" with signature and provide the required document as specified in the attached form. In case the group of shareholders propose the candidate, each shareholder must be qualified and is required to fill in the form with signature and attach with required document and send a set of document by registered mail to the below attention.

Ms. Jirapa Kongmanee,
Corporate Affairs Department,
Hana Microelectronics Public Co., Ltd.,
65/98, Soi Vibhavadi-Rangsit 64, Junction 2,
Kwang Talad Bangkhen, Khet Laksi,
Bangkok 10210, Thailand
E-mail: jirapak@hanabk.th.com
Tel: 66-2-5511297 ext. 117
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2. The Nomination Committee shall initially review before propose to the Board for consideration. If the proposed candidate is appointed by the Board, the Company will inform that the candidate is proposed by a shareholder in the AGM Notice sent to shareholders.

Nomination Consideration Process

1. The Nomination Committee shall review and evaluate each candidate on the basis of experiences, background, and the value of contributions to be added to the Board. However, other factors may be considered by the Nomination Committee's decision. Once the expiration of a director's term on the Board, the current director will be given preference for nomination when the director is willing to continue serving. The Nomination Committee shall consider that the director has made and is likely to continue to make a significant contribution to the Board and the Company.
2. The Committee may call candidates for interview if met its criteria. The nominated person should then agree in advance to act as a director of the Company if elected that he/she shall not have the conflict of interest with the Company or its business partners.
3. The Committee's decision not to nominate a candidate for election to the Board will not be informed to the public and the Board also has no obligation to inform the shareholder who proposes the candidates for election.

Timing of Proposals

Shareholders who would like to propose a candidate should submit to the Company during October – December each year.



HANA Microelectronics Public Co., Ltd.

Agenda Items Proposal for Annual General Meeting of Shareholders Form

I, Mr./Mrs./Ms.,
being the Shareholder of HANA Microelectronics Public Co., Ltd. share (s)
Residing at..... Moo..... Soi..... Road.....
Sub-districtDistrict..... Province.....
Postal Code
Telephone Number (Home/Office)..... (Mobile).....
Facsimile Number..... E-mail.....

I would like to propose the agenda for AGM year as follow.

Subject:
.....

Objective: Acknowledgement Consideration Approval

Facts and reasons including details:
.....
.....
.....
.....

There is enclosed document to support the above proposal totally pages.
If a shareholder would like to propose more than 1 agenda, please use a copy of this form and specify details and signature.

I hereby certify that all information in this from, the evidence of shares held and other supporting documents are correct and true. I agree that the Company may disclose such information and evidences.

Signed Shareholder
(.....)
Date

Remarks: Shareholder shall enclose required documents:

1. The evidence of shareholding such as copy of share certificate, confirmation letter of shareholding from Securities Company or other evidence document that issuing from Thailand Securities Depository Co. Ltd., etc.
2. In case a shareholder or a group of shareholders proposing more than one agenda, the shareholder can use a copy of this form and fill in all information with each shareholder's signature. One form is for one agenda only.
3. Individual shareholder must enclose the certified true copy of identification card or passport (in case of non-Thai nationality) and sign for certify true copy.
4. In case a shareholder has changed the name or surname, the copy of evidence of those changes must be enclosed and sign for certify true copy.
5. In case shareholder is juristic person, the copy of the company's affidavit and copy of identification card or passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.
6. The Company shall reserve the right not to consider the agenda in which shareholder provide inaccurate information or submit incomplete evidence and/or shareholders do not have the qualifications as specified.
7. Please submit the form and document with signatures to the Company for consideration within 31 December to:

Ms. Jirapa Kongmanee,
Corporate Affairs Department,
Hana Microelectronics Public Co., Ltd.,
65/98, Soi Vibhavadi-Rangsit 64, Junction 2,
Kwang Talad Bangkhen, Khet Laksi,
Bangkok 10210, Thailand
E-mail: jirapak@hanabk.th.com
Tel: 66-2-5511297 ext. 117
Fax: 66-2-5511299



HANA Microelectronics Public Co., Ltd.

Proposal of Director Nomination Form

1. I, Mr./Mrs./Ms.
being the Shareholder of HANA Microelectronics Public Co., Ltd. share (s)
Residing at..... Moo..... Soi..... Road.....
Sub-districtDistrict..... Province.....
Postal Code
Telephone Number (Home/Office)..... (Mobile).....
Facsimile Number..... E-mail.....

2. I would like to nominate Mr./Mrs./Ms. Age
..... to be a director of HANA Microelectronics Public Co., Ltd. for the Annual General
Meeting Year who is fully qualified in accordance to the criteria of the
Company. The candidate has signed below as evidence of consent to be the nominee along
with other supporting documents enclosed and certified true copy on every page, totaling
..... pages.

3. The direct or indirect relationship between shareholder and the candidate.
.....

I hereby certify that all information in this form, the evidence of shares held and other supporting document are correct and true. I agree that the Company may disclose such information and evidences.

Signed Shareholder
(.....)
Date

I, Mr./Mrs./Ms who has been nominated for appointment as a director of HANA, certify that all the information provided along with supporting document submitted herewith are true and correct to the best of my knowledge.

Signed Candidate

(.....)

Date

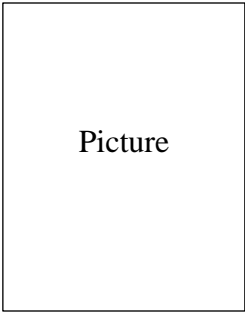
Remarks: Shareholder shall enclose requirement documents:

1. The evidence of shareholding such as copy of share certificate, confirmation letter of shareholding from Securities Company or other evidence document that issuing from the Stock Exchange of Thailand or Thailand Securities Depository Co. Ltd.
2. Individual shareholder must enclose the certified true copy of identification card or passport (in case of non-Thai nationality) and sign for certify true copy.
3. In case a shareholder has changed the name or surname, the copy of evidence of those changes must be enclosed and sign for certify true copy.
4. In case shareholder is juristic person, the copy of the company's affidavit and copy of identification card or passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.
5. Please submit forms and document with signatures to the Company for consideration within 31 December to:

Ms. Jirapa Kongmanee,
Corporate Affairs Department,
Hana Microelectronics Public Co., Ltd.,
65/98, Soi Vibhavadi-Rangsit 64, Junction 2,
Kwang Talad Bangkhen, Khet Laksi,
Bangkok 10210, Thailand
E-mail: jirapak@hanabk.th.com
Tel: 66-2-5511297 ext. 117
Fax: 66-2-551129



HANA Microelectronics Public Co., Ltd.



Information of Proposed Candidate for Director Position

Name - Surname

Date of Birth (Date/Month/Year) Age Gender..... Nationality.....

Residing at..... Moo..... Soi..... Road..... Sub-districtDistrict..... Province..... Postal Code

Telephone Number (Home/Office)..... (Mobile).....

Facsimile Number..... E-mail.....

I hold HANA shares amounting share (s) as of (date)

Marriage status: single Married Widowed

Name of candidate's spouse

hold HANA shares amounting share (s)

Number of children

1. Age, hold HANA shares share (s)

2. Age, hold HANA shares share (s)

3. Age, hold HANA shares share (s)

Education Background: (please enclosed copy of academic qualifications/certificates)

Institution	Degree and major subject	Year of graduation
.....
.....
.....
.....

Director Training Program:
Course

Institution

Year Attended

.....
.....
.....
.....

Work Experience until present:

Institution/Company

Type of business

Position

**Period
(from - to)**

.....
.....
.....
.....
.....

Number of companies listed on the Stock Exchange of which I currently serve as a director
..... company / companies

Having direct or indirect connected transaction with the Company, subsidiaries, affiliates or joint/associated companies such as shareholding, being a partner to a partnership or a director in a company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company. (Please describe in details)

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Consent:

I (Mr./Mrs./Ms.), who has been nominated for appointment as director, certify that all the information provided along with supporting document submitted herewith are true and correct to the best of my knowledge. I also certify that I have the qualifications and have no prohibited qualification according to the Public Company Act, the Securities and Exchange Act, announcement of authority office and other related rules and regulations.

Signed Candidate

(.....)

Date

Remark: The candidate of director nominee shall enclose the following evidences:

1. A copy of identification card or passport with signature for certify true copy
2. A copy of academic qualifications/certificates and certification of employment with signature for certify true copy
3. The evidence of shareholding of candidate such as copy of share certificate, confirmation letter of shareholding from Securities Company or other evidence document that issuing from the Stock Exchange of Thailand or Thailand Securities Depository Co. Ltd. (if any)
4. In case a candidate has changed the name or surname, the copy of evidence of those changes must be enclosed and signature for certify true copy.
5. The Company shall reserve right for consideration only a candidate who has the qualifications as required by the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.