

Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting of Hana Microelectronics Public Company Limited, No. 5/2008 which was held on 14 November 2008 resolved the meeting's resolutions in the following:

- Renewal for the term of audit committee:
 Chairman of the audit committee
 Member of the audit committee
 As follows:
 (1) Mr. Bancha Tarnprakorn
 To renewal of which shall take an effect as of 13 January 2009
- Change in the scope of duties and responsibilities of the audit committee with the following details:

To be accordance with the Laws and the Regulations of the Stock Exchange of Thailand regarding to Qualifications and Scope of Work of the Audit Committee 2008 as following details:

Changing and adding on No.2, 4, 5, 6 and adding No. 8 as below details

The changing of which shall take an effect as of 13 January 2009.

The audit committee is consisted of:

1. Chairman of the audit committee Mr. Bancha Tarnprakorn, remaining term in office 2 years.
2. Member of the audit committee Mr. Voraphoj Thepvanaprasiddhi, remaining term in office 1.5 year.
3. Member of the audit committee Mr. Martin Enno Horn, remaining term in office 4 months.

Secretary of the audit committee Miss Jirapa Kongmanee

Enclosed hereto is 1 copy of the certificate and biography of the audit committee. The Audit Committee number 1 has adequate expertise and experience to review creditability of the financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. Oversee financial reporting process and the disclosure of financial information to ensure accuracy, sufficiency and creditability, by coordinating with the external auditors and the management responsible for preparing the quarterly and yearly financial reports.

- 1.1 Consider changes in accounting principles, or in their application, which may have a material impact on the current or future years, consider reasons for changes and the auditors' views of the changes
- 1.2 Consider whether accounting policies are similar to those followed by others in the same industry
- 1.3 Review significant accounting policies used in the areas that are controversial or relating to an emerging area for which there is a lack of authoritative guidance or consensus
- 1.4 Review significant accruals, reserves or other estimates reflected in the financial statements such as write-downs of assets and charges against accruals and reserves established in prior periods
- 1.5 Review (with legal counsel if necessary) any significant litigation, claims, or contingent liabilities faced by the organization, and ways whereby they are disclosed or otherwise reflected in the financial statements
- 1.6 Consider differences of opinion between management and the auditor and their resolution
- 1.7 Inquire into cases where management sought advice on specific accounting matters from another auditor
- 1.8 Review material adjustments made to the financial statements because of the audit
- 1.9 Compare operating results with those prior years and obtain an explanation of significant variances
- 1.10 Review reasons for results different from those suggested by earlier information such as interim report. Review interim financial statements to shareholders, regulators of the general public
- 1.11 Review prospectuses and other documents related to securities offerings
- 1.12 Review all financial statements included. The review would be similar to that for annual statements
- 1.13 Review any financial forecasts and consider if they should be included
- 1.14 Discuss with external auditor the extent and results of the external auditor's involvement with financial statements included in the prospectus or included by reference
- 1.15 Review Management's Discussion and Analysis included in the annual report

2. Review the Company's Internal Control System and Internal Audit System to ensure that they are suitable and efficient, to determine an Internal Audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an Internal Audit unit or any other unit in charge of an Internal Audit.

A) Review external audit arrangements

- 2.1 Understand the risk factors which could cause a material misstatement of the financial statements, the planned external audit steps, and any subsequent changes to the plan
- 2.2 Review the involvement of auditors other than the principal auditor and the rationale for using them

- 2.3 Review any plans for non-audit services to be provided by the external audit firm, the project fees for such services and any impact on the independence of the external auditor
- 2.4 After the audit has been completed, review any problems encountered by the auditor in performing the audit, including any restrictions imposed by management
- 2.5 Hold separate private meetings at least annually with the external auditor and with management
- 2.6 Ensure that there is appropriate coordination between the external and internal auditors
- 2.7 Review any report from the external auditor containing recommendations and management's response and follow-up to any identified weakness

B) Review internal audit arrangements

- 2.8 Review and approve the charter or terms of reference of the internal auditor department.
- 2.9 Review the objectivity, qualification and experience of the Internal Audit Department
- 2.10 Review and approve the appointment of the head of the Internal Audit Department
- 2.11 Review and approve internal audit plans and budgets
- 2.12 Review internal audit results and management's response and subsequent actions relating to any identified weakness
- 2.13 Meet privately with the head of the Internal Audit Department at least annually

3. Review the Company's compliance with the Law on Securities and Exchange, The Stock Exchange of Thailand's regulations, and the laws relating to the Company's business;

- 3.1 Inquiry and request confirmation statements from management
- 3.2 Inquiry and request confirmation statements from the legal counsel
- 3.3 Inquiry and request confirmation statements from Human Resource Department
- 3.4 Inquiry and request confirmation statements from Creditors and Financial Institutions
- 3.5 Inquiry and request confirmation statements from the meetings
- 3.6 Report at the accuracy as information and facts being given

4. Consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year.

- 4.1 Review management's recommendations for the selection or replacement of the external auditors
- 4.2 Review the terms of the external auditor's engagement, including the proposed audit fees

5. Review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the

Exchange's regulations, and are reasonable and for the highest benefit of the Company.

- 5.1 Review transactions with major shareholders/management
- 5.2 Compare prices with outside parties' transactions
- 5.3 Consider whether the transaction causes the company losing its benefits
- 5.4 Ensure the company complaint with the Stock Exchange of Thailand (SET)'s criteria for disclosure information
- 5.5 Object to inappropriate transactions and report to Board of Directors, the Stock Exchange of Thailand (SET), and the Securities and Exchange Commission (SEC) etc.

6. Prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information.

- 6.1 An opinion on the accuracy, completeness and creditability of the Company's financial report
- 6.2 An opinion on the adequacy of the Company's Internal Control System
- 6.3 An opinion on the compliance with the Law on Securities and Exchange, the Exchange's regulations, or the laws relating to the Company's business
- 6.4 An opinion on the suitability of an auditor
- 6.5 An opinion on the transactions that may lead to conflicts of interests
- 6.6 The number of the Audit Committee meetings, and the attendance of such meetings by each committee member
- 6.7 An opinion or overview comment received by the audit committee from its performance of duties in accordance with the Charter
- 6.8 Other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's Board of Directors

7. Consider other duties as defined by the board of directors.

8. In its performance of duties, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results, the Audit Committee shall report it to the Board of Directors for rectification within the period of time that the Audit Committee thinks fit.

- (1) A transaction which causes a conflict of interest;
- (2) Any fraud, irregularity, or material defect in an Internal Control System; or
- (3) An infringement of the Law on Securities and Exchange, the Exchange's Regulations, or any law relating to the Company's business

If the Company's board of directors or management fails to make a rectification within the period of time under the first paragraph, any Audit Committee Member may report on the transaction or act under the first paragraph to the Office of the Securities and Exchange Commission (SEC) or the Stock Exchange of Thailand (SET).

The company hereby certifies that:

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand.

SignedDirector
(Mr. Richard David Han)

(Seal)

SignedDirector
(Mr. Terrence Philip Weir)