



Microelectronics Public Company Limited

บริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)

Notice of 2012 Annual General Meeting of Shareholders

On Monday, 30 April 2012 at 14.00 hrs.

**At Magic 3 Room, 2nd Floor,
Miracle Grand Convention Hotel
99 Vibhavadi-Rangsit Road,
Laksi, Don Muang, Bangkok**

For registration convenience
Shareholders and/or Proxies
who attend the AGM
Please bring the Registration Form,
and the Proxy Form (in case of proxy)
and identification evidence

Registration starts at 13:00 hrs.



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March 30, 2012

Subject: Notice of the Annual General Meeting of Shareholders No. 19/2012
To: Shareholders of Hana Microelectronics Public Company Limited

Enclosures:

- 1) Minutes of the Annual General Meeting of Shareholders No. 18/2011
- 2) Brief profile of directors retired by rotation
- 3) Brief profile of external auditors
- 4) Procedure to attend the meeting and Articles of Association concerning to the shareholders' meeting
- 5) Send questions relating to the meeting agenda items
- 6) Request form for hard copy of 2011 Annual Report
- 7) Proxy form B.
- 8) Map of the Meeting location
- 9) Registration form (Shareholders are required to bring in this form when attending the meeting.)
- 10) CD-ROM of 2011 Annual Report

Notice is hereby given that the eighteenth Annual General Meeting of Hana Microelectronics Public Co., Ltd. will be held at Magic 3 room, 2nd floor of Miracle Grand Convention Hotel, 99 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok Metropolis on April 30, 2012 at 14:00 hrs.

Agenda of the Meeting:

Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders No. 18/2011 that was held on April 29, 2011

Purpose and Reason: The Minutes of the Annual General Meeting of Shareholders No. 18/2011 that was held on April 29, 2011 as detailed per attachment No. 1 has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the prescribed timeline, and posted to the Company website www.hanagroup.com.

Board's opinion: The Meeting Minutes No. 18/2011 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders No. 18/2011 should be approved.

Agenda 2: To acknowledge the Company's operation results for the year 2011

Purpose and Reason: The Company performance during 2011 is presented in the Annual Report.

Board's opinion: The Board recommends to shareholders to acknowledge the operation results of the Company for the year 2011 as proposed.

Agenda 3: To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2011

Purpose and Reason: In compliance with the Public Companies Act, the Company must prepare the balance sheet and profit and loss statements at the end of fiscal year and ensure that they are audited by the auditor before presenting them to shareholders' approval. Details are in the Annual Report under section of Financial Statements, which is incorporated to this notice.

Board's opinion: The Board recommends to shareholders that the audited balance sheet and profit and loss statements for the financial period year ended December 31, 2011 and the auditor's report, all of which have been reviewed by the Audit Committee, be approved as proposed.

Agenda 4: To approve the dividend payment for the year 2011

Purpose and Reason: The dividend policy of the Company is 30% to 100% of its consolidated net income after deduction of all specified reserves, subject to the Company and its subsidiaries' cash flow and investment plans, including justifications and other considerations as deemed appropriate.

Board's opinion: Given due consideration to the company's profit, cash flow and balance sheet position and the impact of flooding in Ayutthaya factory, the Board recommends to shareholders to approve the annual dividend payment for the financial year ended December 31, 2011 to be Baht 1.00 per share which, in total, is approximately 49.74% of Year 2011 Net Profit after tax of Baht 1,618,068,746. The dividend payment will be made on Monday, 14 May 2012. The dividend is paid from the net profit and retained earnings from BOI promoted businesses which has the tax exemption.

The comparison of dividend payment with last year is as follows.

Details of Dividend Payment	The fiscal year ended December 31, 2010	The fiscal year ended December 31, 2011 (Proposed)
1. Net Profit (based on consolidated financial statements) (Baht)	2,749,420,711	1,618,068,746
2. Number of shares (share)	804,878,860	804,878,860
3. Dividend per share (Baht)	1.55	1.00
4. Total Dividend paid (Baht)	1,247,562,233	804,878,860
5. Percentage of dividend payment against the net profit	45.38%	49.74%

Agenda 5: To approve the re-appointment of directors in place of those retired by rotation

Purpose and Reason: According to the Company's Articles of Association, one-third of directors, who have served the longest term, must retire by rotation at Annual General Meeting. Those directors are Mr. Richard David Han and Mr. Martin Enno Horn who shall be retired by rotation at this year Annual General Meeting. The Nomination Committee has considered their performance and proposed to re-elect each director as detailed per attachment No. 2 to serve as the board members for another term.

Board's opinion: As the Company invited shareholders to propose candidates to be elected as a director, and no proposals were raised by shareholders. Therefore, the Board upon the recommendation of the Nomination Committee, considered those two directors for the re-election. Being entirely satisfied with their performance, effectiveness and commitment to the roles as proposed by the Nomination Committee, the Board recommends shareholders to re-appoint those two directors for another term.

Agenda 6: To approve the directors' remuneration for 2012

Purpose and Reason: The remuneration of directors is considered according to the scope of responsibilities of individual director, the Company's overall performance and the market conditions. The remuneration has been determined by the Board and proposed to shareholders for approval.

Board's opinion: The Board recommends shareholders to approve the remuneration of directors in the amount not exceeding Baht 10,000,000, which is the same total amount as 2011. The proposed remuneration package is as follows.

Position	Meeting Allowance (Baht) Y2011	Meeting Allowance (Baht) Y2012	Bonus
Chairman of the Board and sub-committee	89,250 Baht	89,250 Baht	Minimum one month depending on the company performance
Independent Directors	52,500 Baht	52,500 Baht	Minimum one month depending on the company performance
Executive Directors*	-	-	-

* For executive directors, they receive the remuneration as the company management/employees.

Agenda 7: To approve the appointment of the Company's auditor for the year 2012 and to fix their remuneration

Purpose and Reason: In compliance with the Public Companies Act, shareholders shall approve the appointment of auditors and determine the audit fee for each fiscal year.

Board's opinion: The Audit Committee has considered and proposed the appointment of the external auditors from Ernst & Young Office Limited as per detailed attachment No. 3 to be the auditors in 2012 and proposed the remuneration fees not exceeding Baht 2,060,000.

Upon the consideration of Audit Committee, the Board recommends to shareholders to approve the appointment of Ms. Kamontip Lertwitworatep C.P.A. Registration No. 4377 and/or Mrs. Saifon Inkaew C.P.A. Registration No. 4434 and/or Ms. Siriwan Suratepin C.P.A. Registration No. 4604 of Ernst & Young Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the year 2012 for a total remuneration of Baht 2,060,000. In the event those auditors are unable to perform their duties, Ernst & Young Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

Ms. Kamontip Lertwitworatep is the auditor of the Company since 2008. She has experiences, skills, and qualification suitably to serve as the auditor of the Company while Ernst & Young has been providing the adequacy and quality of services and maintained a strong independent position throughout their services with the Company. The comparison of audit fee with last year is as follows.

Year	Audit Services Fee (Baht)	% Change	BOI audit fee (Baht)*	Other non-audit fee
2012	2,060,000	3%	360,000	-
2011	2,000,000	-	360,000 (actual)	-

* According to the number of existing BOI certificates each year

Agenda 8: To consider any other business

The Shareholder Register Book for the right to attend the Annual General Meeting of Shareholders shall be recorded on Tuesday, 20 March 2012 and the closing date of the share registration book will be on Wednesday, 21 March 2012 for the shareholders list as specified in section 225 of the Securities and Exchange Act to be compiled.

You are cordially invited to attend the meeting at the above-mentioned date, time and venue. To facilitate the answering of questions that are intended to be asked at the meeting, shareholders are encouraged to send questions related to the meeting agenda in advance to the Company (see attachment No. 5 as guidance).

By order of the Board




(Mr. Bancha Tamprakom)
Chairman of the Board Executive


(Mr. Richard David Han)
Vice Chairman

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 18/2011

Held at Miracle Grand Convention Hotel

99 Vibhavadi-Rangsit Road, Khet Laksi, Don Muang, Bangkok

On April 29, 2011 14.00 - 16.55 hrs.

Directors Presented:

- | | | |
|----|--------------------------------|---|
| 1) | Mr. Bancha Tamprakorn, | Chairman of the Board of Directors, Chairman of the Audit Committee and Proxy of shareholders |
| 2) | Mr. Richard David Han, | Executive Director, Executive Vice Chairman, Chief Executive Officer and Nomination Committee |
| 3) | Mr. Winson Moong Chu Hui, | Executive Director, President and Chief Operating Officer |
| 4) | Mr. Terrence Philip Weir, | Executive Director and Chief Financial Officer |
| 5) | Mr. Voraphoj Thepvanapasiddhi, | Independent Director, Audit Committee, Chairman of Nomination Committee and Proxy of shareholders |
| 6) | Mr. Martin Enno Horn, | Independent Director, Audit Committee, Nomination Committee and Proxy of shareholders |

External auditor presented:

- | | | |
|----|------------------------------|---|
| 7) | Ms. Kamontip Lertwitworatep, | Auditor from Ernst & Young Office Limited |
|----|------------------------------|---|

Translator:

- | | | |
|----|-----------------------|--|
| 8) | Mrs. Puntipa Tantana, | Corporate Manufacturing Administration and HR Director |
|----|-----------------------|--|

Preliminary Proceedings:

The Annual General Meeting was opened by Mr. Bancha Tamprakorn, the Chairman of the Board of Directors. Mr. Bancha introduced the board of directors and sub-committee who presented in the Meeting including the representative from the Company's external auditor.

Quorum Announcement:

According to Section 66/1 of the Public Limited Company Act (No. 2) B.E. 2544 (2001), shares respectively held by the company shall not be counted towards forming a quorum for a shareholders' meeting and shall carry no voting right including no right to receive dividends. Thus, the total shares constitute the quorum shall base on:

Total issued shares	830,474,960 shares
Deduct: Treasury stocks of the Company	25,596,100 shares
Total shares eligible to attend the meeting	804,878,860 shares

There were 88 shareholders holding 11,513,334 shares and 251 proxies holding 644,663,884 shares attending the meeting. Those 339 shareholders holding 656,177,218 shares are equivalent to 81.52% of 804,878,860 voting shares, which is more than one-third (1/3) of the total units of voting shares. Therefore, a quorum was constituted in accordance with the Company's Articles of Association.

Before starting the agenda, the Chairman informed the Meeting for the vote method and the vote counting system as follows:

Vote Method:

- Each shareholder has one vote for each share.
- To cast a vote in each agenda, shareholders who wish to vote disagree or abstain are required to complete the voting cards being given. After each item of agenda, shareholders must hand over the voting cards for the disagreed and abstained votes to the Company's representative for counting the votes. Except for Agenda to appoint the director, the voting card will be collected from every shareholder. However, shareholders who do not submit the voting card will be assumed to approve the agenda as proposed by the company, and the votes will be counted according to the number of shares they hold. In regard to votes by proxy, the company shall record the votes for each Agenda from the respective shareholder proxies.

- Except for custodian, shareholders must vote with all of their shareholding registered at the meeting for each agenda to approve, disapprove or abstain as they can not split the votes. The vote is also invalid if the proxy holder does not vote according to the voting intention made by shareholders using the Proxy form B.

Vote counting system:

- The objection or abstention shall be deducted from the agreed votes concerning each Agenda.
- The resolution of all proposed agendas shall be passed when receiving the majority vote of the eligible shareholders present at the meeting including proxies, which is to be more than 50% or more than 328,058,609 shares. Except for the resolution to approve the amendment of the Company's objective of the agenda item 8, the votes must be more than 75% or more than 492,132,913 shares.
- In case of a tie vote, the Chairman shall be entitled to a casting vote.

After explaining the voting procedures, the Chairman called the meeting to order and announced that the meeting was held pursuant to the written Notice of Meeting given to shareholders in advance.

Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders No. 17/2010 which was held on April 30, 2010

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 17/2010, which was enclosed in the Notice of the Meeting distributed to shareholders in advance.

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	656,163,118 Votes;	99.9979%
Disapprove	- Votes;	-
Abstain	14,100 Votes;	0.0021%

Resolution: The Meeting approved the Minutes of the Annual General Meeting No. 17/2010 that was held on April 30, 2010.

Agenda 2: To acknowledge the operation results of the Company in 2010

The Chairman invited Mr. Richard Han to report the operation results of the Company during the year 2010. Mr. Richard presented to the Meeting as follows.

The year of 2010 has been an outstanding year for the Hana Group. It has been a year in which we have achieved new records on all our key financial performance indices.

From the depth of the financial crisis in the early part of 2009, the recovery gathered pace in the second half of that year and we experienced continued strong growth from Q3/09 until Q3/10. Finally in the last quarter of 2010, the rapid pace of growth had lost some steam and coupled with the significant appreciation of the Thai Baht resulted in a weaker quarter. Nevertheless the group was not to be denied a record year.

Hana's financial "key performance indices" for 2010 over 2009 were:-

- Total revenues of Baht 16,957m (up 26%) US\$534.5m
- Operating profits of Baht 2,473m (up 34%) US\$78m
- EBITDA of Baht 3,611m (up 27%) US\$113.8m
- NPAT of Baht 2,749m (up 35%) US\$86.7m
- Net cash at year end of Baht 5,009m (down 16%) US\$166m
- A proposed gross dividend payout of Baht 1.55 (+11%)
- Net dividend Baht 1.50 (+ 19%)

The substantial investments in manufacturing equipment for the IC divisions made during the back end of 2009 and early part of 2010 had paid off. Our IC packaging and test business achieved record growth during the year both in terms of units shipped and revenue. Sales grew 51% from Baht 4.5B in 2009 to Baht 6.8B in 2010. We further have expanded our capacity by adding a new 6,000 sq/m test building which was completed in October 2010. This will give us the additional capacity to continue expanding in 2011.

Our IC activities focus on two broad areas of end user applications; mobile electronics such as smart phones, electronics games, lap tops, digital camera etc. and manufacturing equipment. Both areas saw very strong demand throughout 2010 and we expect this to continue in 2011.

Our microelectronics business also achieved record levels. Sales grew 18% from Baht 7.7B in 2009 to Baht 9.1B in 2010. Strong demand for sensors used in the auto industry, touch pads for the lap tops, medical devices (hearing aids) and computer peripherals such as the computer mouse all saw very strong demand and we further expect this to continue into 2011. An additional 5,000 sq/m was added at the year end and this will support our growth in 2011.

Looking ahead for 2011 we expect to see continued strong demand across all our key customers and their respective industries. The high growth levels achieved in 2010 needs to be taken in context as 2009 was a crisis year for the electronics industry and indeed the world economy. However we do expect to see continued growth whilst it needs to be pointed out that with aggressive competition, the strong Thai Baht, high wage inflation and rising material prices, there will be strong head winds to contend with and this will put pressure on our margins. To combat this we continue to aggressively pursue our aims to increase productivity through automation.

We expect Asian demand to continue to fuel world economic growth and that the US and European economies will start to see some form of a recovery towards the end of 2011. This will certainly be very positive for Hana and our industry.

After presented, Mr. Richard opened for questions. There were questions from shareholders as follows.

Shareholder: As the company has expanded its Lamphun and Ayutthaya factories, would it sufficiently support the market demand and meet the company plan? In addition, what is the impact of Thai Baht strengthening and how does the company manage this risk?

CEO: We have expanded the capacity in Lamphun and Ayutthaya factories which can sufficiently support 2011-2012 demand. We're now looking for additional land and Lamphun is our target to expand. For the strong Baht against US dollar where the region also faced the same circumstance, we have some hedge using foreign exchange contracts.

Shareholder: Is there any impact to Hana business from Japan earthquake and tsunami situation?

CEO: Hana has no direct customer in Japan but some of our customers' customers are Japanese. There has been no significant impact to our business. However, in future there may be some impact which could be seen (if any) in the second half of this year. For supply chain side, we have a few sole sources in Japan but they are not directly impacted by the earthquake. In conclusion, Japan situation has not significantly impacted our current business. Rather we have benefited somewhat from this crisis by getting more business from our customers who have been able to win business that Japan companies could not do.

Shareholder: What is the impact to Hana business for the increase price of copper and other higher material and labor costs?

CEO: The proportion of using those materials such as copper, gold, tin, oil, etc. are small. We share the costs between suppliers, Hana and customers. There are some impact but not huge. Currently, Hana has over 11,000 employees and we want to reduce labor as we face with the difficulty to find people who want to work in the factories. Not only electronic industry, others have difficulty to get labor and must cope with high turnover. Therefore, we focus on high productivity with more automate production.

As there was no further question, the Chairman announced that the Meeting acknowledged the operation results of the Company for the year 2010.

Agenda 3: To approve the balance sheet and profit and loss statements for the year ended December 31, 2010

The Chairman proposed the meeting to approve the audited balance sheet and profit and loss statements for the financial period year ended December 31, 2010 and the auditor's report, all of which have been reviewed by the Audit Committee.

There were questions from shareholders as follows.

Shareholder: Why there is the high amount of short-term investment of Baht 2,000m which is presented in the balance sheet? In addition, the company has the provision of Baht 150m for loss on tax assessment; what is the case and how long it would last?

CFO: The detail of short term investment has presented in the note 8 as those are held in subsidiaries in offshore which is not economically to return to Thailand as it is subjected to 30% withholding tax. The case of tax assessment from the Revenue Department has presented in the note 24.5. We have processed for the appeal to the Supreme Court and the provision will carry forward until the case is finalized.

Shareholder: Why was the corporate income tax in Y2010 reduced to Baht 86m from the profit of Baht 2,800m compared to Y2009 that has the higher corporate income tax of Baht 157m from the lower profit of Baht 2,000m?

CFO: The amount of corporate income tax depends on the sales generated from promoted business projects from BOI (Board of Investment of Thailand) or non-BOI as we have many BOI projects.

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	656,174,718 Votes;	99.9996%
Disapprove	- Votes;	-
Abstain	2,500 Votes;	0.0004%

Resolution: The Meeting approved the balance sheet and profit and loss statements for the year ended December 31, 2010.

Agenda 4: To approve the dividend payment for the year 2010

The Chairman informed that the dividend policy of the Company is 30% to 100% of its consolidated net income after deduction of all specified reserves, subject to the Company and its subsidiaries' cash flow and investment plans, including justifications and other considerations as deemed appropriate.

With a strong balance sheet, a strong cash position and long-term shareholder's value, the Board intends to continue its policy and to propose annual dividend of approximately 45% of year 2010. Then, he proposed the Meeting to approve the annual dividend payment for the financial year ended December 31, 2010 to be Baht 1.55 per share. The Shareholder Register Book for the right to receive the dividend has been recorded on March 15, 2011 and gathered the shareholders list as specified in section 225 of the Securities and Exchange Act by closing the register book suspending share transfer (Closing Date) on March 16, 2011. The payment will be made on May 12, 2011. The dividend amount of Baht 1.05 is paid from the net profit and retained earnings from BOI promoted businesses which has the tax exemption whereas the dividend amount of Baht 0.50 is paid from the net profit and retained earnings from normal businesses which is subject to 10% withholding tax deduction.

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	656,175,918 Votes;	99.9998%
Disapprove	1,300 Votes;	-
Abstain	- Votes;	0.0002%

Resolution: The Meeting approved the annual dividend payment of 2010 at the rate of Baht 1.55 per share. The dividend will be paid to the shareholders whose names appeared in the registered book dated April 16, 2011 with the payment date on May 12, 2011. The dividend amount of Baht 1.05 is paid from the net profit and retained earnings from BOI promoted businesses which has the tax exemption whereas the dividend amount of Baht 0.50 is paid from the net profit and retained earnings from normal businesses which is subject to 10% withholding tax deduction.

Agenda 5: To approve the re-appointment of directors in place of those retired by rotation

Mr. Bancha informed the Meeting that he and Mr. Voraphoj were the interested directors to be re-appointed at this year so they therefore expressed the intent to leave the room and delegated Khun Richard to act as the Vice Chairman.

The Vice Chairman informed the Meeting that one-third of the directors, who have served the longest term, must retire by rotation at every Annual General Meeting according to the Company's Articles of Association. The company invited shareholders to propose candidates to be elected as directors since October 2010 and there were no proposals given. Therefore, he proposed the Meeting to consider the directors whose tenure has ended. This year, directors whose tenure has ended are:

- 1) Mr. Bancha Tamprakorn – be appointed as an independent director
- 2) Mr. Voraphoj Thepvanaprasiddhi - be appointed as an independent director

The Vice Chairman further advised that those two directors were proposed by the Nomination Committee to be re-elected due to the satisfaction with their performance, effectiveness and commitment to the roles. The brief profile of those directors had been distributed to shareholders for consideration. Then, he proposed the Meeting to re-appoint by individual director as follows:

5.1 Appoint Mr. Bancha Tamprakorn as an independent director for another term

Vote result: The Vice Chairman informed the Meeting that the result of the vote count was as follows.

Approve	654,816,618 Votes;	99.7926%
Disapprove	1,262,100 Votes;	0.1924%
Abstain	98,500 Votes;	0.0150%

5.2 Appoint Mr. Voraphoj Thepvanaprasiddhi as an independent director for another term

Vote result: The Vice Chairman informed the Meeting that the result of the vote count was as follows

Approve	654,021,146 Votes;	99.6714 %
Disapprove	1,262,100 Votes;	0.1924%
Abstain	893,972 Votes;	0.1362%

Resolution: The Meeting approved the appointment of Mr. Bancha Tamprakorn and Mr. Voraphoj Thepvanaprasiddhi to be the Company's directors for another term.

Agenda 6: To approve the directors' remuneration for 2011

The Chairman proposed the meeting to consider and approve the remuneration of the board of directors for the year 2011 at the below rates not exceeding Baht 10,000,000, which is the same total amount as 2010.

Position	Meeting Allowance (Baht)	Bonus
Chairman of the Board and sub-committee	89,250 Baht	Minimum one month depending on the company performance
Independent Directors	52,500 Baht	Minimum one month depending on the company performance
Executive Directors*	-	-

* There is no remuneration for executive directors as they receive the remuneration as the Company's management/employees, not as the board of directors.

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	655,187,398 Votes;	99.8492%
Disapprove	2,800 Votes;	0.0004%
Abstain	987,020 Votes;	0.1504%

Resolution: The Meeting approved the board of directors' remuneration for 2011 at the rate proposed but not exceeding Baht 10,000,000.

Agenda 7: To approve the appointment of the Company's auditor for the year 2010 and to fix the auditor's remuneration

The Chairman proposed the Meeting to consider and approve the appointment any of the following persons as the auditor of the Company for the fiscal year 2011.

- 1) Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377 and/or
- 2) Mrs. Saifon Inkaew, Certified Public Accountant No. 4434 and/or
- 3) Ms. Siriwan Suratepin, Certified Public Accountant No. 4604

of Ernst & Young to be the auditor of the Company with the remuneration of not exceeding Baht 2,000,000. In the event those auditors are unable to perform their duties, Ernst & Young Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	656,173,718 Votes;	99.9994%
Disapprove	1,000 Votes;	0.0002%
Abstain	2,500 Votes;	0.0004%

Resolution: The Meeting approved the appointment of the proposed auditor and its remuneration.

Agenda 8: To approve the amendment of the Company's objective

The Chairman proposed the Meeting to approve the amendment of the Company's Memorandum of Association no. 3 for adding the Company's objective item no. 13 to cover the import of epoxy and other chemical products including hazardous objects pursuant to the laws governing hazardous objects (subject to permission of the relevant authority) for use, sale or export as to cover the current business operation and future business requirement. He further proposed the company's secretary or the person authorized by the company to register the new objective and be authorized to amend the wording of the objective as advised by the company registrar.

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	638,001,018 Votes;	97.2300%
Disapprove	2,268,600 Votes;	0.3457%
Abstain	15,907,600 Votes;	2.4243%

Resolution: The Meeting approved the amendment of the Company's Memorandum of Association no. 3 for adding the Company's objective item no. 13 to cover the import of epoxy and other chemical products including hazardous objects pursuant to the laws governing hazardous objects for use, sale or export, and approved that the company's secretary or the person authorized by the company to register the new objective also be authorized to amend the wording of the objective as advised by the company registrar.

Agenda 9: Other business

The Chairman asked if any shareholders desired other matters to be discussed, or any questions to ask.

There were questions from shareholders as follows.

Shareholder: How can Hana maintain the long term growth sustainability?

CEO: Hana has been in business for more than 33 years. We focus on better quality and services to our customers. Our customers' base is very diverse. In the electronic industry, the business is competitive. Therefore, we focus on productivity and high production volume with better quality and services for all of our customers.

Shareholder: Is there any plan to do with the treasury shares from the company's share buy-back program?

CEO: We have no immediate plan to sell and we may leave those until expire due in next year.

Shareholder: What is the plan to manage cash kept in overseas?

CEO: We may use the reserved amount of money for expand overseas i.e., acquisition when there is opportunity.

Shareholder: Would the company consider giving souvenir to shareholders when attending the meeting?

CEO: We have no policy for this additional budget and extra administrative cost which does not contribute to the company's revenue. We would like to promote the culture that the shareholders attendance at the shareholders' meeting is to come with the interest to vote and exchange views between shareholders and management; not to expect what the company will give a souvenir.

Shareholder: Would it be possible to ar

CEO: Yes, we would like to; however, in 2010 our Ayutthaya factory which is the most suitable location for visit was under construction for expansion and the corridor was quite busy for machines loading-unloading and we can not have the visitors to go inside the production lines due to the control of cleanliness. Nevertheless, we will find way to arrange the visit which shall inform shareholders in advance.

As there was no any other item brought up, the Chairman expressed his thanks and appreciation to shareholders who attended the meeting. The Chairman then declared the Meeting adjourned at 16:55 hrs.



บริษัท ฮานา ไมโครอิเล็กทรอนิกส์
จำกัด (มหาชน)
*Hana Microelectronics
Public Company Limited*

Signed 
(Mr. Bancha Tarnprakorn)
Chairman

Profile of Director Retired by Rotation

MR. RICHARD DAVID HAN

Position for election: Executive Director

Age: 55 years old

Education:

- B.A. Business Studies, Westminster, London, UK
- M.B.A. (Marketing) City University, London, UK

Number of years on the director: 23 years

Experiences:

- 1989 – present: Executive Vice Chairman and Chief Executive Officer
- November 2004 – present: Member of Nomination Committee

IOD Training Courses:

- Directors Accreditation Program (DAP) 57/2006
- Understanding the Fundamental of Financial Statements (UFS) 4/2006

Number of shareholding as of 31 December 2011: 1,040,000 shares or 0.125% of total shares

Meeting attendance in 2011:

- Board of Directors Meeting 4 of 4 times
- Audit Committee Meeting 4 of 4 times
- Nomination Committee Meeting 1 of 1 time
- Annual General Meeting of Shareholders 1 of 1 time

Take the position as the director or management in other companies:

Subsidiaries of Hana	Non-listed Company	Listed Company
1. Hana Semiconductor (BKK) Co., Ltd.	1. Omac (HK) Limited	1. Thai British Security Printing Public Co., Ltd.
2. Hana Semiconductor (Ayutthaya) Co., Ltd.	2. Omac Limited	
3. Hana Microdisplay Technologies, Inc.		
4. Hana Microelectronics, Inc.		
5. Hana Microelectronics (JiaXing) Co., Ltd.		
6. Hana Microelectronics Investment Co., Ltd.		
7. Hana Microelectronics International Co., Ltd.		
8. Hana Microelectronics Enterprise Co., Ltd.		
9. Hana Technologies Group Ltd.		
10. Hana Technologies Investment Ltd.		
11. Hana Semiconductor Holding Co., Ltd.		
12. Hana Semiconductor International Co., Ltd.		
13. Hana Macao Commercial Offshore Ltd.		
14. Omac Sales Ltd.		

Take the position as the director or management in other companies that could lead to potential conflict of interest: None

Conflict of Interest Disclosure with the Company, subsidiaries or affiliates (present and past 2 years): None

Performance in 2011:

- Demonstrated the leadership, initiative and setting high personal standards to accomplish goals and objectives with a high level of personal drive and energy
- Excellent client relationship
- Led companies to cope with flood crisis by using creative, adapting problem-solving strategies under uncertainties and complexities
- Creativity and initiative in creating new products and services
- Oversee the procedure of the director's appointment including other duties as Nomination Committee member
- Promote the implementation of good corporate governance principles that are suitable and practical to the company



Profile of Director Retired by Rotation

MR. MARTIN ENNO HORN



Position for election: Independent Director

Age: 68 years old

Education:

- Bachelor of Electronic Engineering, California Polytechnics, U.S.A.
- AEA Executive Business Institute, Stanford University, U.S.A

Number of years on the director: 11 years

Experiences :

- May 2001 – present: Independent Director and Member of Audit Committee
- November 2004 – present: Member of Nomination Committee

IOD Training Courses: • Directors Accreditation Program (DAP) 57/2006

Number of shareholding as of 31 December 2011: 0 shares or 0% of total shares

Meeting attendance in 2011:

- Board of Directors Meeting 4 of 4 times
- Audit Committee Meeting 4 of 4 times
- Nomination Committee Meeting 1 of 1 time
- Annual General Meeting of Shareholders 1 of 1 time

Take the position as the director or management in other companies:

- Subsidiaries of Hana: None
- Other company: None

Take the position as the director or management in other companies that could lead to potential conflict of interest: None

Conflict of Interest Disclosure with the Company, subsidiaries or affiliates (present and past 2 years):None

- I'm not an executive management, staff, officer or consultant who receives any salary from those companies.
- I'm not the professional service provider (such as independent auditor, lawyer, etc.) to those companies.
- I have no relationship with those companies that could impact my duty independently (such as purchase/sell material/goods/services, borrow or lent.)

Performance in 2011:

- Perform duties as the Audit Committee member such as reviewing the company's financial reporting and internal control system, monitoring the related party transaction and ensuring compliance with applicable laws and regulations
- Capable of expressing opinions independently and unbiased
- Oversee the procedure of the director's appointment including other duties as Nomination Committee member
- Promote the implementation of good corporate governance principles that are suitable and practical to the company

Definition of Independent Directors:

To ensure that the board includes such directors who can exercise their best judgment, all independent directors shall be affirmatively determined that such director meets the requirement set by the Securities Exchange of Commission (SEC). In particular, an independent director is a director who:

- 1) Holds shares less than 0.5% of the total shares eligible to vote of the company, subsidiaries, associates, or controlling parties, including the shares held by the related parties of an independent director
- 2) Who is not an executive director, employee, or consultant who receives remuneration from the company or any of its subsidiaries, who is also neither a controlling person of the company or subsidiaries nor a related person at least for the past two years
- 3) Is not the person who has relationship by means of descent or legal registration as father, mother, spouse, brothers and sisters, and children, nor being spouse of daughters and sons of management, major shareholders, controlling party/person who is in the process of nomination to be the management or controlling person of the company or its subsidiary. This also includes normal business transactions, rent or lease of fixed assets, financial assistance, loan granting or receiving, guarantee, or other related transactions obliged the company or its contractual party for the liability to pay the other party that is accounting from 3% of net tangible assets of the company or twenty million baht whichever is lower.
- 4) Have no or never have business relationship with the company, subsidiaries, associates, or related person that deprives such independence nor being a major shareholder, executive director, management of related person who has business with the company, associate and subsidiary unless the foregoing status ended at least two years
- 5) Is not or has never been the auditor of the company, subsidiaries, associates, major shareholders, or controlling person, nor being a major shareholder, controlling person, or partner of the auditing firm unless the foregoing status ended at least two years
- 6) Is not or has never been the professional service provider, nor legal or financial advisor with receive service fee more than two million baht per year from the company, subsidiaries, associates, major shareholders, or controlling person, and is not a major shareholder, controlling person, or partner of the above mentioned service firms unless the foregoing status ended at least two years
- 7) Is not the director who is nominated to be the representative of directors of the company, major shareholder, or any other shareholder related to the major shareholders
- 8) Does not conduct the same business and compete business with the company or subsidiary, nor being a business partner or executive director, paid employee or hold more than 1% of voting shares from other companies which have the same business and compete with the company
- 9) Has no other conditions that unable to exercise independent opinion regarding the business operation of the company

Remarks: Hana's qualification of Independent Director (No.1) is more restricted than standards of SEC and SET regarding the number of their shareholdings that must not exceed 1%.

Brief Profile of External Auditors

1) Ms. Kamontip Lertwitworatep

Current position:	Certified Public Accountant Ernst & Young Office Limited	
CPA License No:	4377	
Past 5 years of Hana's auditor:	2008 - 2011: Hana Microelectronics Public Co., Ltd. 2008 - 2011: Hana Semiconductor (BKK) Co., Ltd 2008 - 2011: Hana Semiconductor (Ayutthaya) Co., Ltd	
Education:	- Bachelor degree in Accounting Thammasat University - Master degree in Accounting Thammasat University	
Age:	43 years old	
Number of shareholding:	0 share as of 31 December 2011	
Meeting attendance:	4/4 of Audit Committee Meeting	
Key qualification:	<ul style="list-style-type: none"> - Over 21 years' experience of auditing with one year secondment to Ernst & Young - San Jose, including significant amounts of work in listed and multi-national companies - Licensed auditor of Securities Exchange Commission - No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders 	

2) Ms. Saifon Inkaew

Current position:	Certified Public Accountant Ernst & Young Office Limited	
CPA License No:	4434	
Past 5 years of Hana's auditor:	2007: Hana Microelectronics Public Co., Ltd. 2007: Hana Semiconductor (BKK) Co., Ltd 2007: Hana Semiconductor (Ayutthaya) Co., Ltd	
Education:	- Bachelor degree in Accounting Thammasat University - Master degree in Accounting Thammasat University	
Age:	45 years old	
Number of shareholding:	0 share as of 31 December 2011	
Meeting attendance:	n/a	
Key qualification:	<ul style="list-style-type: none"> - Over 22 years' experience of auditing with one year secondment to Ernst & Young - Buffalo office, including significant amounts of work in listed and multi-national companies - Licensed auditor of Securities Exchange Commission - No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders 	

3) Ms. Siriwan Suratepin

Current position:	Certified Public Accountant Ernst & Young Office Limited	
CPA License No:	4604	
Past 5 years of Hana's auditor:	-	
Education:	- Bachelor degree in Accounting Thammasat University - Master degree in Accounting Thammasat University	
Age:	40 years old	
Number of shareholding:	0 share as of 31 December 2011	
Meeting attendance:	n/a	
Key qualification:	<ul style="list-style-type: none"> - Over 19 years' experience of auditing, including significant amounts of work in listed and multi-national companies - Licensed auditor of Securities Exchange Commission - No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders 	

Registration procedures for attending the Annual General Meeting

On the Meeting day, shareholders or appointees can register and submit the required documents for verification at the Meeting place from 13:00 hrs. onward.

As the Company uses the barcode system for attendance registration and voting count, it is required the shareholders or proxy holders to bring in the barcode registration form to the meeting for faster process.

Document and evidence to be declared on the meeting day are as follows.

1. Shareholders who attend the meeting in person

- 1.1 The Bar Code Registration Form to facilitate the registration process
- 1.2 The identification card or government official identification or passport (for non-Thai nationals) for registration

2. Proxy of shareholders

- 2.1 The Bar Code Registration Form
- 2.2 The completed Bar Code Proxy Form B. including affix the duty stamp of 20 Baht to the proxy form. In case any shareholders would like to use other proxy forms (form A. and form C.), please download at the company website: <http://www.hanagroup.com> under the section Press Release.
- 2.3 Attach the following proof of identity

Ordinary person:

A certified copy of identification card, government official identification or passport (for non-Thai nationals) of shareholder and appointee

Juristic person registered in Thailand:

- a) A certified copy of affidavit issued by Ministry of Commerce
- b) A certified copy of identification card of appointee

Juristic person registered outside Thailand:

- a) Power of attorney with signature of authorized director
- b) A certified copy of affidavit issued by Ministry of Commerce (In case of juristic registered in Thailand being an appointee)
- c) A certified copy of identification card of appointee

2.4 If a shareholder prefers to appoint Hana independent directors to be the proxy, please appoint one of these directors.




- a) Mr. Bancha Tarnprakorn, Chairman of the Board of Directors and Audit Committee
- b) Mr. Voraphoj Thepvanaprasiddhi, Audit Committee and Chairman of Nomination Committee
- c) Mr. Martin Enno Horn, Audit Committee and Nomination Committee

2.5 For your convenience, please submit the completed proxy form to the company at least one day prior to the meeting date.

Contact person:

1. Ms. Penpimol Kotchabhakdi Tel: 66-2-5511297 ext. 226, Fax: 66-2-5511299
2. Ms. Jirapa Kongmanee Tel: 66-2-5511297 ext. 117, Fax: 66-2-5511299

Details of Independent Directors (Proxy)

Name:	Mr. Bancha Tarnprakorn	Mr. Voraphoj Thepvanaprasiddhi	Mr. Martin Enno Horn
			
Position:	Chairman of Board of Directors, Chairman of Audit Committee	Audit Committee, Chairman of Nomination Committee	Audit Committee and Nomination Committee
Age:	77 years	73 years	68 years
Education:	<ul style="list-style-type: none"> Diploma of Institute of Bankers, London, UK 	<ul style="list-style-type: none"> Graduate Diploma International Business Administration WLU, Ontario, Canada Bachelor degree of Engineer, Chulalongkorn University 	<ul style="list-style-type: none"> Bachelor of Electronic Engineering, California Polytechnic, U.S.A AEA Executive Business Institute, Stanford University, CA, U.S.A
Experience:	<ul style="list-style-type: none"> 2002 – present Independent director of Hana Microelectronics PCL 2000 – 2004 Independent Director, Asia Credit PCL. 	<ul style="list-style-type: none"> 2000 – present Independent director of Hana Microelectronics PCL 1979 – 1999 Management of Hana Semiconductor (BKK) Co., Ltd. 	<ul style="list-style-type: none"> 2001 – present Independent director of Hana Microelectronics PCL 2004 – present President, M/R International, Inc.

Take the position as the director or management in other companies that could lead to potential conflict of interest: None for all

Interest in AGM 2012: All interested directors under the agenda on directors' remuneration.

Articles of Association concerning to “General Meeting”:

- Article 28 The general meeting of the Company shall be held at the registered office of the Company or at such other place as the directors may decide and indicated in the notice for the meeting.
- Article 29
- 1) The board of directors shall arrange for an annual ordinary meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.
 - 2) All other general meetings are called “extraordinary meetings”. The board of directors may summon an extraordinary meeting of shareholders whenever the board thinks fit.
 - 3) The shareholders holding shares altogether of not less than one-fifth (1/5) of the total number of shares issued or the shareholders of a number not less than twenty-five (25) persons holding shares altogether of not less than one-tenth (1/10) of the total number of shares issued may submit their names in a letter requesting the board of directors to summon an extraordinary meeting of shareholders at any time but they shall give reasons for such request in the said letter. In such case, the board of directors shall arrange for the meeting of shareholders to be held within one (1) month from the date of receipt of such request from the shareholders.
- Article 30 In summoning a meeting of shareholders, whether ordinary or extraordinary, the board of directors shall send notice of the meeting specifying the place, day, agenda of the meeting and the business to be transacted at the meeting together with sufficient details, and shall deliver the same to the shareholders and the Registrar for their information not less than seven (7) days before the date of the meeting. Besides, the notice of the meeting shall also be announced by three (3) consecutive publications in a newspaper with the last publication appearing not less than three (3) days prior to the date of meeting.
- Article 31 The Meeting of shareholders must be attended by shareholders or proxies (if any) of not less than twenty-five (25) persons or not less than half of total number of shareholders and have an aggregate number of shares of not less than one-third (1/3) of all shares issued to constitute a quorum.
- Article 32
- (1) If at any meeting of shareholders, after one hour from the time fixed for the meeting a quorum if not constituted, and if such meeting of shareholders was requested for by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called for by the shareholders, the meeting shall be adjourned to a new date to be notified in writing to every shareholder whose name appears in the Share Register within seven (7) days at such adjourned meeting any number of shareholders actually present shall constitute a quorum.
 - (2) A notice of an adjourned meeting shall specify the agenda and no business shall be transacted or resolution passed at such an adjourned meeting in respect of any matter not specified in the notice.
- Article 33
- 1) At a meeting of shareholders, a shareholder may appoint any other person who is sui juris by a proxy to appear and vote on his behalf. The proxy form must be dated and signed by the principal and according to the form prescribed by the Registrar, which must contain at least the following:
 - (1) number of shares held by the principal;
 - (2) name of the proxy;
 - (3) serial number of the meeting which the proxy is authorized to attend and vote.
 - 2) The instrument appointing the proxy must be deposited with the Chairman or other person designated by the board chairman at that meeting before commencement of the meeting. If the shareholder is a juristic person, satisfactory evidence as to the authorized signature(s) of said juristic person must also be deposited with the Chairman together with the instrument appointing the proxy.
 - 3) In the event the proxy appointed is himself, a shareholder or if the same person not being a shareholder receives more than one (1) appointment as proxy, he shall be entitled to cast as many votes as appointments he holds in addition to his personal vote if he is a shareholder.

Article 34 1) The Chairman of the Board of Directors shall preside over the meeting of shareholder. In the event the Chairman is absent or unable to perform the duty, the Vice-Chairman shall act as the Chairman. If a Vice-Chairman does not exist or exists but is unable to perform the duty, the shareholders present shall elect a shareholder to act as the Chairman.

2) In the case of a tied vote, the Chairman of a general meeting shall be entitled to a casting vote.

Article 35 The Chairman may postpone a general meeting with the consent of the meeting. However, in the succeeding meeting no other business may be discussed or transacted except the business pending from the previous meeting.

Article 36 The resolution of the meeting of shareholders shall be supported by the following votes:

1) In a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the chairman of the meeting shall be entitled to a casting vote.

2) In the following cases, by a vote of not less than three-fourths (3/4) of the total number of shareholders present at the meeting and entitled to vote:

(a) the sale or transfer of whole or essential parts of business of the company to other persons.

(b) the purchase or acceptance of transfer of business of other company or private companies to the Company.

(c) entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the business of the Company or the amalgamation of the business with other persons with an objective to share profit and loss.

(d) amendment of the memorandum of association or articles of association.

(e) increase or reduction of the capital of the Company or the issuance of debentures.

(f) the amalgamation of company or liquidation of the company.

Questions relating to agenda items of Annual General Meeting

The Board of Directors opens to all shareholders for any questions relating to agenda items of Annual General Meeting and encourages such questions to be sent to the Board of Directors prior to the date of the Meeting.

If any shareholder would like to ask questions, here below is the guidance.

1. The shareholders shall submit their questions together with giving their data consisting of the following details:
 - Name, address, telephone number, facsimile number and e-mail (if any) and contacting address of shareholders
 - Questions related to Meeting Agendas to be asked and supporting data, (if any)
2. Channels which the Company has opened to receive questions:
 - Facsimile Number: 02-551-1299
 - E-mail to the Company Secretary Office: jirapak@hanabk.th.com
3. Cut-off time for receiving questions:

Shareholders can send their questions prior to the date of the Annual General Meeting to the Company within April 25, 2012
4. The Corporate Secretary shall be the person to collect the questions and pass them to the Board of Directors for considerations.
5. In responding to questions in the case where the shareholders have sent the questions prior to the shareholders Meeting, the Company shall consider giving the replies to the questions on the date of the Shareholders Meeting.

Request the hard copy of 2011 Annual Report

If a shareholder would like to request the hard copy of 2011 Annual Report, please fill out the information below and send this request to the facsimile number 66 (0) 2551-1299, the Company will deliver it to you by mail.

Name of shareholder: _____

Address: _____

Telephone number: _____

Or you may directly contact the Company at:

Ms. Penpimol Kotchabhakdi

Hana Microelectronics Public Company Limited

10/4 Moo 3, Vibhavadi-Rangsit Road, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210 Thailand

Telephone Number: 66 (0) 2551-1297 Ext. 226

E-mail: penpimol_k@hanabk.th.com

หนังสือมอบฉันทะ (แบบ ข.) Proxy (Form B.)

ปิดอากรแสตมป์
20 บาท
Duty Stamp 20 Baht

เลขทะเบียนผู้ถือหุ้น
Shareholders' Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)
being a shareholder of Hana Microelectronics Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ shares and have the rights to vote equal to _____ votes as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the right to vote equal to votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีประวัติตามเอกสารแนบ)
Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy holder. The profile of the Independent director is attached for information.)

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet

จังหวัด _____ หรือ
Province or

- นายบัญชา ทานพระกร กรมการอิสระ อายุ 77 ปี หรือ
Mr. Bancha Tarnprakorn Independent Director Age 77 years or
อยู่บ้านเลขที่ 57 ซอยพัฒนาเวศม์ 12 สุขุมวิท 71 แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร 10110
Residing at 57 Soi Pattanawej 12, Sukhumvit 71, North Prakanong, Wattana, Bangkok 10110
- นายวรพจน์ เทพนาประสิทธิ์ กรมการอิสระ อายุ 73 ปี หรือ
Mr. Voraphoj Thepvanaprasiddhi Independent Director Age 73 years or
อยู่บ้านเลขที่ 109 ถนนเสรี 6 แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250
Residing at 109 Seri 6 Road, Kwang Suanluang, Khet Suanluang, Bangkok 10250
- นายมาร์ติน เอ็นโน ฮอร์น กรมการอิสระ อายุ 68 ปี
Mr. Martin Enno Horn Independent Director Age 68 years
อยู่บ้านเลขที่ 10/4 หมู่ 3 ถนนวิภาวดี-รังสิต แขวงตลาดบางเขน เขตหลักสี่ กรุงเทพมหานคร 10210
Residing at 10/4 Moo 3, Vibhavadi-Rangsit Road, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2555 ในวันจันทร์ที่ 30 เมษายน 2555 เวลา 14.00 น. ณ ห้องเมจิก 3 ชั้น 2 โรงแรม มิราเคิล แกรนด์ คอนเวนชั่น เลขที่ 99 ถนนวิภาวดีรังสิต หลักสี่ ดอนเมือง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders of the year 2012 to be held on Monday, 30 April 2012 at 14.00 hrs., at the Room Magic 3, 2nd Floor, Miracle Grand Convention Hotel, 99 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok or on any data and at any postponement thereof.

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้

I/we authorize the proxy holder to attend the meeting and votes are as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 18/2554 เมื่อวันที่ 29 เมษายน 2554

Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders No. 18/2011 that was held on April 29, 2011

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:

- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 3 พิจารณานอุมัตินงบดุลและบัญชีกำไรขาดทุนของบริษัทฯ ประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2554

Agenda 3 To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2011

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:

- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain



วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2554

Agenda 4 To approve the dividend payment for the year 2011

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda 5 To approve the re-appointment of directors in place of those retired by rotation

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- การแต่งตั้งกรรมการทั้งหมด หรือ / Vote for all the nominated candidates as a whole or
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล / Vote for an individual nominee
1. นายริชาร์ด เดวิด ฮัน / Mr. Richard David Han
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
2. นายมาร์ติน เอนโน ฮอร์น / Mr. Martin Enno Horn
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการประจำปี 2555

Agenda 6 To approve the directors' remuneration for 2012

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีบริษัท ประจำปี 2555

Agenda 7 To approve the appointment of the Company's auditor for the year 2012 and to fix their remuneration

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 8 พิจารณาวาระอื่นๆ (ถ้ามี)

Agenda 8 To consider any other business (If any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting for the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting consider or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

Any business carried on by he proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A Shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case that there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form B.

ใบประจำต่อหนังสือมอบฉันทะแบบ ข. Annex attached to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)
The Proxy of the shareholder of Hana Microelectronics Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2555 ในวันจันทร์ที่ 30 เมษายน 2555 เวลา 14.00 น. ณ ห้องเมจิก 3 ชั้น 2 โรงแรมมิราเคิล แกรนด์
คอนเวนชัน เลขที่ 99 ถนนวิภาวดีรังสิต หลักสี่ ดอนเมือง กรุงเทพมหานครหรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders of the year 2012 to be held on Monday, 30 April 2012 at 14.00 hrs., at the Room
Magic 3, 2nd Floor, Miracle Grand Convention Hotel, 99 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok or on any date and
at any postponement thereof.

วาระที่ _____ เรื่อง _____
Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ _____ เรื่อง _____
Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain



วาระที่ _____ เรื่อง เลือกตั้งกรรมการ (ต่อ)
Agenda Election of directors (Continued)

ชื่อกรรมการ _____
Director name

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ _____
Director name

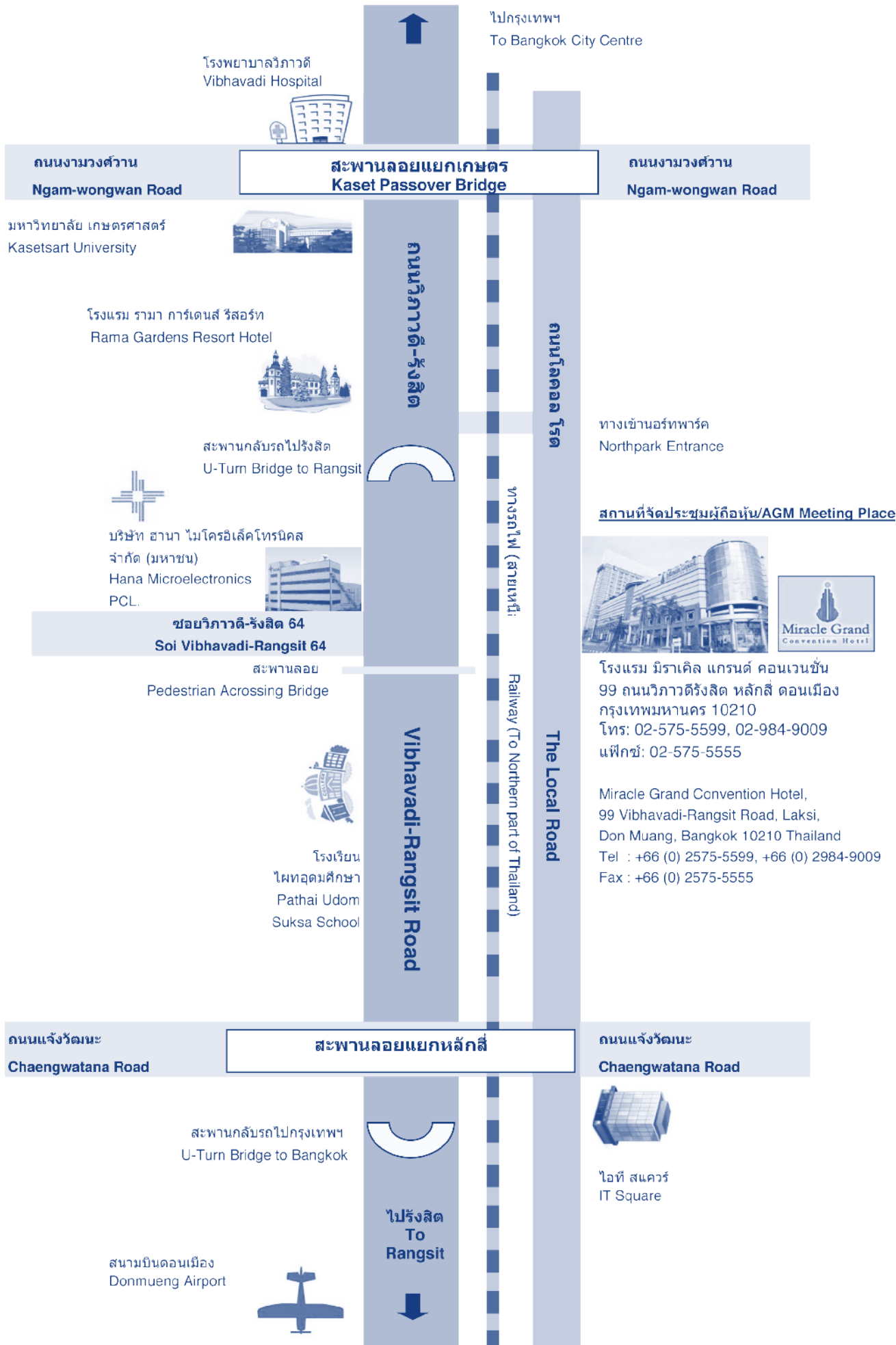
เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ _____
Director name

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ _____
Director name

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain





HANA

HANA Microelectronics Public Co., Ltd.

10/4 Moo 3, Vibhavadi-Rangsit Road, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210

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