



HANA Microelectronics Public Co., Ltd.

65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210
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MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 21/2014

Held at the Company's Headquarter
No. 65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok
On April 30, 2014
14.00 - 16.32 hrs.

Directors Presented:

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| 1) Mr. Bancha Tarnprakorn, | Independent Director, 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, Chief Financial Officer, Chairman of Corporate Governance Committee and Chairman of Risk Management Committee |
| 5) Mrs. Salakchitt Preedaporn, | Independent Director, Audit Committee, Nomination Committee, Corporate Governance Committee and Proxy of shareholders |
| 6) Mr. Yingsak Jenratha, | Independent Director, Audit Committee, Chairman of Nomination Committee, Corporate Governance Committee and Proxy of shareholders |

External auditor presented:

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| 7) Mrs. Saifon Inkaew | Auditor from EY Office Limited |
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Translator:

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| 8) Mrs. Puntipa Tantana, | Corporate Manufacturing Administration and HR Director |
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Preliminary Proceedings:

The Annual General Meeting was opened by Mr. Bancha Tarnprakorn, 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:

There were shareholders attending the meeting in person 54 shareholders holding 14,128,673 shares and 194 proxies holding 685,910,594 shares. Those total 248 shareholders holding 700,039,267 shares are equivalent to 86.98% of 804,878,860 voting shares, which is more than one-third (1/3) 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 350,019,634 shares.
- In case of a tie vote, the Chairman shall be entitled to a casting vote.

Witness for Voting Count:

In compliance with the best practice of good corporate governance, a minority shareholder who hold Hana share less than 5% was invited to be a witness for the vote counting in the meeting. There was a shareholder interested to participate as a vote count witness namely Mr. Charuk Pholprasert and he was invited to see the vote count until the meeting adjourned.

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. 20/2013 which was held on April 30, 2013

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 20/2013, 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	699,387,467 Votes;	99.9069 %
Disapprove	0 Votes;	0 %
Abstain	651,800 Votes;	0.0931 %

Resolution: The Meeting approved the Minutes of the Annual General Meeting No. 20/2013 that was held on April 30, 2013.

Agenda 2: To acknowledge the operation results of the Company in 2013

The Chairman invited Mr. Richard Han to report the operation results of the Company during the year 2013. Mr. Richard presented to the Meeting as follows.

The year 2013 started off in difficult circumstances. A number of factors, a declining PC market, continuing weak IC demand and a strong currency all contributed towards the group slipping into our first ever operating loss in the first quarter. Whilst regrettable, it was not unexpected as a number of our customers were still adjusting their inventory and seasonally the first quarter has usually been the weakest. By the second quarter the recovery was clearly gathering some momentum and both our microelectronics and IC business was showing very positive momentum.

Our second quarter saw a strong rebound and by the third quarter our IC division has finally returned to the black - close to two years after the floods of 2011. That coupled with strong demand for automotive, re-stocking for PC and good demand for modules for mobile smart phones the group recorded a very strong performance in the third quarter. The fourth quarter was seasonally lower but still a substantial improve year on year.

Our key financial results for 2013 were as follows:

- Revenues up 3% from THB 17,232 million to THB 17,667 million
- Operating income up 28% from THB 1,076 million to THB 1,377 million
- EBITDA income up 11% from THB 2,305 million to THB 2,560 million
- NPAT up 45% from THB 1,610 million to THB 2,337 million
- Cash reserves up 22% from THB 5.5 billion to THB 6.7 billion

- An additional gross dividend payout of THB 1.00 per share (Final of THB 1.50 gross for 2013)

Our new plant in Lamphun's Sahaphat Industrial estate remains on schedule for completion by June and we expect to break ground in Koh Kong, Cambodia by early May. Negotiations are well under way to bring in new business for Lamphun 2 and we are hopeful of being able to bring in an anchor customer before the end of this year. Identifying customers for Cambodia is still too early as there is no factory in existence but we have already identified some potential clients who are keen to start-up operations as soon as we are able.

Our new head office has finally been completed (as you can see). This building can accommodate additional capacity on the top level which is current unoccupied.

The flood insurance claim has now been settled and we have agreed to accept the sum of THB 1,750m for the business interruption claim. We have received THB 400m in 2012 and so the balance of THB 1,350m will be paid in 2014. In fact we have received THB 1,269 already with the balance THB 81m still remaining. The business interruption insurance will be subject to tax at 20%. Due to the hard work and good preparation relating to the claim process we have achieved over 95% payment to our claim which is considered extremely high.

The New Year certainly looks much more positive compared to a year ago and there is optimism that the US economy is being to show signs of growth. Europe also may be starting to turn the economic corner but the jury is still out as to what extent and the recovery will be sustainable. China remains a concern. Having been the global engine for growth for the past few years, there are question marks as to this level of sustainability and many economists are questioning issues with their banking system and indeed actual economic growth figures. Any material weakness or some shock to their economy would certainly send strong ripples over the overall world growth targets and would be a real negative for global electronics demand.

That said, with the Thai baht weakening under local political uncertainty and US tapering expectations we are hopeful that this will give a needed boost to our operating profits and we enter the new year with optimism that we can achieve growth both at the top line and operating profits.

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

Shareholder: What percentage does the Company expect to grow in 2014?

CEO: We could not disclose the forecast due to the limitation of the Stock Exchange of Thailand rules. However, we feel that this year would be a stronger year compared to previous year. Firstly, the recovery from flooding of Hana Ayutthaya factory where we started the year with the normal operation running. Secondly, our customers seem to show more demand and optimism. PC computer business last year had to reduce the inventory but the demand of this year is much better. The mobile phone, smart phone or top high-end business showed strong demand. The automotive business is also growing because of Asia especially

China as many factories move to Asia and Hana would benefit from that. Finally, completing a new factory in Lamphun will support the Company for the growth in the year to come. Lastly, if the US economy can grow stabilize, we will grow.

Shareholder: What is the major currency of your sale revenue and the ratio of such currencies?
CFO: For the sale revenue, we mainly invoice in USD but report in the financial statement in Thai baht.

Shareholder: As presented in the annual report for the production capacity of Hana Lamphun factory, seem like the Company had a lot excess of actual capacity. If so, why the Company decided to expand in with new factories in Lamphun and Cambodia?

CEO: The figure presented would need to be improved for better understanding as the actual running last year was 85% for Lamphun and 80% for Ayutthaya. We also expand with a new factory in Lamphun as a back-up for flooding and we are the first electronic company in Cambodia. Whilst the infrastructure in Cambodia is relatively weak, the telephone and internet are fine and the labor cost is about one third the cost of Thailand so we have to find the products suitable such as coil winding and cable assembly, that use less electricity in production and easy to transport.

Shareholder: What is the investment cost for the new factory in Koh Kong, Cambodia?
CEO: The factory construction cost approximately Baht 330m including the land is about Baht 390m.

Shareholder: Is the new factory in Cambodia held by Hana Thailand?
CEO: Hana Microelectronics (Cambodia) Co., Ltd. is owned by Hana Microelectronics Public Co., Ltd., Thailand.

The Chairman then announced that the Meeting acknowledged the operation results of the Company for the year 2013.

Agenda 3: To approve the balance sheet and profit and loss statements for the year ended December 31, 2013

The Chairman proposed the meeting to approve the audited balance sheet and profit and loss statements for the financial period year ended December 31, 2013 and the auditor's report, all of which have been reviewed by the Audit Committee.

There were questions from shareholders as follows.

Shareholder: As presented in the Income Statements, sale revenue increased about 3% from 2012 to 2013 but the income tax expenses decreased nearly 50%. Please explain as seem to be very positive?

CFO: In 2012, Hana Semiconductor (Ayutthaya) Co., Ltd. received some payment from the insurance companies that was taxable whereas in 2013 was the normal tax rate for the operation.

Shareholder: In the note item 30.5 of financial statements, the Company received the notification of the corporate income tax assessment to pay the tax liability including related penalty and surcharge for the year 1997 (Baht 125m), 2001

(Baht 20m), 2002 (Baht 44m) and 2003 (Baht 40m). The Company also made the provision approx. Baht 70m for the year 2004. Does the Company correct the way you do for accounting and shall not have the repeated case in future?

CFO: The case was due to the difference of interpretation of the interest expense and loss on exchange rate of loan which was allocated between BOI and non-BOI accounts since 1997 and carry forward to 2004. There is no other case now.

Shareholder: According to the note item 11 of financial statements, the inventories of the group had mark-down from Baht 3.47 billion to 3.17 billion. Why is that?

CFO: Those were the reduced cost to net realizable value as the finished goods had the yield loss as part of manufacturing process.

Shareholder: From the financial statement, the Company presented the earning per share of Baht 2.90. However, my analysis is much less after excluded the insurance income and interest income. So, Baht 2.90 is not represented the core operating business. Is that correct?

CFO: Yes, it depends on your analysis. We had other income from the insurance due to flood and some for interest income for investment management.

Shareholder: If so, the Company should pay out more for the dividend, based on the strong operation not from flood insurance payment.

CEO: The board considered for the long term growth which is in relation to the long term benefit of shareholders. Fortunately that we did not pay all cash out as dividend. It took 2 years to get the money from the insurance companies. Shareholders can sell shares any times but the long term goal is up to the board strategy to manage.

Shareholder: According to the financial statements, the separated financial statement represented approx. 50% of the consolidated statements. What is the rest for?

CFO: The separated statement is for Hana Microelectronics Public Co., Ltd. mainly from Lamphun factory whereas the consolidated statements also include other subsidiaries such as Hana Semiconductor (Ayutthaya) Co., Ltd and Hana Microelectronics Co., Ltd. (Jiaying). The company structure is shown in the annual report.

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

Approve	699,902,967 Votes;	99.9805 %
Disapprove	0 Votes;	0 %
Abstain	136,300 Votes;	0.0195 %

Resolution: The Meeting approved the balance sheet and profit and loss statements for the year ended December 31, 2013.

Agenda 4: To approve the dividend payment for the year 2013

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.

In consideration with the dividend policy and performance in 2013, the Board recommends to pay the final dividend for the financial year ended December 31, 2013 at Baht 1.00 per share which sets the Record Date on March 13, 2014 and the closing date of the share registration book on March 14, 2014 for the shareholders list as specified in section 225 of the Securities and Exchange Act. The dividend payment will be made on May 16, 2014. The dividend of Baht 0.50 per share is paid from the net profit and retained earnings from BOI promoted businesses which has the tax exemption and another Baht 0.50 is paid from the net profit and retained earnings from Non-BOI businesses which is subjected to 10% withholding tax so the final dividend paid is Baht 0.95 per share net.

On December 11, 2013, the Company paid an interim dividend from the retained earnings and net profit of the first nine month period of 2013 at the rate of Baht 0.50 per share and was subjected to 10% withholding tax. Therefore, the total dividend payment for the financial year ended December 31, 2013 will be Baht 1.50 per share gross or Baht 1.40 per share net.

There were questions from shareholders as follows.

Shareholder: Is the dividend being able to claim a tax credit?
CFO: An individual who has domicile or is residing in Thailand and receives dividends from a company organized under the laws of Thailand is subject to personal income tax withheld at source at 10%, and also is entitled to claim a tax credit on the dividend depending on the corporate tax rate on the net profit of that Thai company from which that dividend is paid. However, the net profit of divided that Hana paid was exempted from tax due to BOI promoted business whereas the non-BOI proportion was from the dividend received from the subsidiary in Thailand (which also was the BOI promoted business) but Hana holds more than 30% shareholding of its subsidiary so Hana was exempted from corporate income tax. Thus, a shareholder receives the dividend from Hana is unable to claim a tax credit.

Shareholder: Can the dividend payment make quicker than 16th of May?
CFO: According to the Stock Exchange of Thailand, the dividend payment can be made within 1 month after shareholders' approval. With the process with TSD, the bank and other requirements while there are many public holidays in May, the Company considered that the set date during this time is appropriate.

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

Approve	699,987,467 Votes;	99.9926 %
Disapprove	0 Votes;	0 %
Abstain	51,800 Votes;	0.0074 %

Resolution: The Meeting approved the annual dividend payment of 2013 at the rate of Baht 1.00 per share. The dividend will be paid to the shareholders whose names appeared in the registered book dated March 13, 2014 with the payment date on May 16, 2014. The dividend of Baht 0.50 per share is paid from the net profit and retained earnings from BOI promoted businesses which has the tax

exemption and another Baht 0.50 is paid from the net profit and retained earnings from Non-BOI businesses which is subjected to 10% withholding tax so the final dividend paid is Baht 0.95 per share net. The total dividend payment for the financial year ended December 31, 2013 including interim dividend will be Baht 1.50 per share gross or Baht 1.40 per share net.

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

Mr. Bancha informed the Meeting that he and Mrs. Salakchitt Preedaporn 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 2013 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 Tarnprakorn – be appointed as an independent director
- 2) Mrs. Salakchitt Preedaporn – 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 including the reason to re-appoint Mr. Bancha who has served as an independent director for more than 9 years. Then, he proposed the Meeting to re-appoint by individual director as follows:

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

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

Approve	697,423,667 Votes;	99.6264 %
Disapprove	2,461,800 Votes;	0.3517 %
Abstain	153,800 Votes;	0.0220 %

5.2 Appoint Mrs. Salakchitt Preedaporn as an independent director for another term

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

Approve	699,807,667 Votes;	99.9669 %
Disapprove	0 Votes;	0 %
Abstain	231,600 Votes;	0.0331 %

Resolution: The Meeting approved the appointment of Mr. Bancha Tarnprakorn and Ms. Salakchitt Preedaporn to be the Company's independent directors for another term.

Agenda 6: To approve the directors' remuneration for 2014

The Chairman proposed the meeting to consider and approve the remuneration of the board of directors for the year 2014 at the below rates not exceeding Baht 10,000,000, which is the same total amount as 2013.

Position	Meeting Allowance (Baht)	Bonus
Chairman of the Board of Directors	89,250 Baht	Minimum one time of meeting allowance depending on the company performance
Independent Directors	52,500 Baht	Minimum one time of meeting allowance 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	699,619,667 Votes;	99.9401 %
Disapprove	0 Votes;	0 %
Abstain	419,600 Votes;	0.0599 %

Resolution: The Meeting approved the board of directors' remuneration for 2014 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 2014 and to fix the auditor's remuneration

The Chairman proposed the Meeting to consider and approve the appointment of the following auditors for the fiscal year 2014.

- 1) Mrs. Saifon Inkaew, Certified Public Accountant No. 4434 and/or
- 2) Ms. Siriwan Suratepin, Certified Public Accountant No. 4604 and/or
- 3) Mr. Wichart Lokatekrawee, Certified Public Accountant No. 4451

of EY Office Limited to be the auditor of the Company with the remuneration of not exceeding Baht 2,060,000. In the event those auditors are unable to perform their duties, EY 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	699,987,467 Votes;	99.9926 %
Disapprove	0 Votes;	0 %
Abstain	51,800 Votes;	0.0074 %

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

Agenda 8: Other business

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

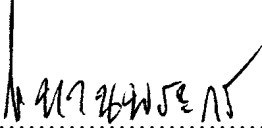
There was a question from a shareholder as follows.

Shareholder: Does the company participate with Private Sector Corrective Action Coalition against Corruption and have the anti-corruption policy in place?

CFO: Yes, we did and the anti-corruption policy is available in our website.

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 16:32 hrs.



Signed 
(Mr. Bancha Tarnprakorn)
Chairman