



HANA

Microelectronics Public Company Limited

บริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)

Notice of 2015 Annual General Meeting of Shareholders

On Thursday, 30 April 2015 at 14.00 hrs.

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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HANA Microelectronics Public Co., Ltd.

65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi,
Bangkok 10210 Tel: 66 (0) 2-5511297 Fax: 66 (0) 2-5511299

March 30, 2015

Subject: Notice of the Annual General Meeting of Shareholders No. 22/2015

To: Shareholders of Hana Microelectronics Public Company Limited

Enclosures:

1. Minutes of the Annual General Meeting of Shareholders No. 21/2014
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. Sending questions relating to the meeting agenda items
6. Request form for hard copy of 2014 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 2014 Annual Report

Notice is hereby given that the twenty second Annual General Meeting of Hana Microelectronics Public Co., Ltd. will be held at **the Company's Headquarter**, 65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok on **Thursday April 30, 2015 at 14:00 hrs.**

Agenda of the Meeting

Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders No. 21/2014 that was held on April 30, 2014

Facts and Reasons: The Minutes of the Annual General Meeting of Shareholders No. 21/2014 that was held on April 30, 2014 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. 21/2014 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders No. 21/2014 should be approved.

Agenda 2: To acknowledge the Company's operation results for the year 2014

Facts and Reasons: The Company performance during 2014 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 2014 as proposed.

Agenda 3: To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2014

Facts 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, 2014 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 2014

Facts and Reasons: 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 2014, the Board recommends to pay the final dividend for the financial year ended December 31, 2014 at Baht 1.00 per share which sets the Record Date on March 10, 2015 and the closing date of the share registration book on March 11, 2015 for the shareholders list as specified in section 225 of the Securities and Exchange Act. The dividend payment will be made on May 12, 2015. 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 Company paid an interim dividend from the net profit of the first nine month period of 2014 at the rate of Baht 1.00 per share on December 11, 2014. The dividend of Baht 0.50 per share was paid from the net profit from BOI promoted businesses which had the tax exemption and another Baht 0.50 was paid from the net profit from Non-BOI businesses which was subjected to 10% withholding tax so the net dividend paid was Baht 0.95 per share. Therefore, the total dividend payment for the financial year ended December 31, 2014 will be Baht 2.00 per share gross or Baht 1.90 per share net.

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

Details of Dividend Payment	The fiscal year ended December 31, 2014 (Proposed)	The fiscal year ended December 31, 2013 (Restated)
1. Net Profit (based on consolidated financial statements) (Baht)	3,405,495,686	2,300,917,700
2. Number of shares (share)	804,878,860	804,878,860
3. Earning per share (Baht/share)	4.23	2.86
4. Total dividend (Baht/share)	2.00	1.50
Interim Dividend	1.00	0.50
Final Dividend	1.00	1.00
5. Total Dividend paid (Baht)	1,609,757,720	1,207,318,290
6. Percentage of total dividend payment against the net profit	47.27%	52.47%

Board's opinion: Given due consideration to the company's profit, cash flow and balance sheet position, the Board recommends to shareholders to acknowledge the interim dividend payment on December 11, 2014 at the rate of Baht 1.00 per share and to approve the final dividend payment from the retained earnings and net profits of the financial year ended December 31, 2014 to be Baht 1.00 per share. The total 2014 dividend payment will be Baht 2.00 per share. For the final dividend Baht 1.00, the Board had determined the record date on March 10, 2015 and the closing date of the share registration book on March 11, 2015 for the shareholders list as specified in section 225 of the Securities and Exchange Act and the payment date on May 12, 2015. The right to receive the final dividends depends on the resolutions of the Annual General Meetings of Shareholders.

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

Facts and Reasons: 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. Yingsak Jenratha 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 2015

Facts and Reasons: 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. The basis of remuneration is to pay to the independent directors for the meeting attendance fee and incentive fee while the executive directors shall receive the remuneration as the Company's employees.

Board's opinion: The Board after due consideration recommends the shareholders to approve the total Board remuneration for the year 2015 not over than Baht 5,000,000 with the increase of the meeting attendance fee as there was no adjustment during the past 4 years. We have considered the roles of the Board, the business expansion, and a survey of directors' remuneration recently conducted by the Thai Institute of Directors (IOD). The proposed directors' fees are in line with the company's director remuneration within the same industry. The total package compared to last year is as follows.

Directors' Remuneration	Y2015 (proposed)			Y2014		
	Meeting Allowance	Bonus	Other benefits	Meeting Allowance	Bonus	Other benefits
Chairman of the Board	Baht 92,000/time	Min. 1 time depend on the company performance	None	Baht 89,250/time	Min. 1 time depend on the company performance	None
Independent Directors	Baht 55,000/time	Min. 1 time depend on the company performance	None	Baht 52,500/time	Min. 1 time depend on the company performance	None
Executive Directors*	None	None	None	None	None	None

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

Agenda 7: To approve the appointment of the Company's auditor for the year 2015 and to fix their remuneration

Facts 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 EY Office Limited (formally known as Ernst & Young Office Limited) and the detailed profile is per attachment No. 3, to be the auditors in 2015 and proposed the remuneration fees not exceeding Baht 2,170,000 which is increased by 5.34% due to their additional workman hours from the new manufacturing plant in Lamphun which will be operated in 2015.

Upon the consideration of Audit Committee, the Board recommends to shareholders to approve the appointment of Mrs. Saifon Inkaew C.P.A. Registration No. 4434 and/or Ms. Siriwan Suratepin C.P.A. Registration No. 4604 and/or Mr. Wichart Lokatekrawee C.P.A. Registration No. 4451 of EY Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the year 2015 for a total remuneration of Baht 2,170,000. 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.

Mrs. Saifon has experiences, skills, and qualification suitably to serve as the auditor of the Company while EY Office Limited 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) ⁽¹⁾	% Change	BOI audit fee (Baht) ⁽²⁾	Other non-audit fee
2015	2,170,000	5.34%	360,000	-
2014	2,060,000		270,000	

Note: (1) The fee is excluded out-of-pocket expenses such as travel expenses and others which the Company paid the actual expenses to the auditors.

(2) The fee depends on the number of BOI certificates each year.

Agenda 8: To consider any other business

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The Shareholder Register Book for the right to attend the Annual General Meeting of Shareholders shall be recorded on March 10, 2015 and the closing date of the share registration book will be on March 11, 2015 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 Tarnprakorn)

Chairman of the Board

(Mr. Richard David Han)

Executive Vice Chairman

The Company Secretary:

Ms. Jirapa Kongmanee

Tel: 66 (0) 2-5511297 ext. 117

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HANA Microelectronics Public Co., Ltd.

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 Tel: 66 (0) 2-5511297 Fax: 66 (0) 2-5511299

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:

- | | | |
|----|-----------------------------|---|
| 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:

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

Translator:

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

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 David 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. (Jiaxing). 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.

Attachment No. 1

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 Tamprakorn)
Chairman

Profile of Director Retired by Rotation

MR. RICHARD DAVID HAN



Position for election:	Executive Director
Director type:	Re-appointment from a retire director
Age:	58 years old
Education:	B.A. Business Studies, Westminster, London, UK M.B.A. (Marketing) City University, London, UK
Date of first appointment:	26 July 1993
Number of years as the director:	21 years 9 months
Experiences:	
1993 – present:	Executive Vice Chairman and Chief Executive Officer
November 2004 – present:	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 2014: 1,040,000 shares or 0.129% of total shares

Meeting attendance in 2014:

- Board of Directors Meeting 6 of 6 times
- Audit Committee Meeting 4 of 4 times
- Nomination Committee Meeting 2 of 2 times
- 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. 2. Hana Semiconductor (Ayutthaya) Co., Ltd. 3. Hana Microdisplay Technologies, Inc. 4. Hana Microelectronics, Inc. 5. Hana Microelectronics (Jiaying) 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. 15. Hana Microelectronics (Cambodia) Co., Ltd.	1. Omac (HK) Limited 2. Omac Limited	1. Thai British Security Printing Public Co., Ltd.

Attachment No. 2

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

Nomination process: The Nomination Committee has considered his qualification, experience, and performance and proposed to the board for re-election.

Performance in 2014:

- Demonstrated the leadership, initiative and setting high personal standards to accomplish goals and objectives with a high level of personal drive and energy
- Clear vision in correctly anticipating business trends, opportunities, and priorities affecting the company's prosperity and operations
- Excellent client relationship
- 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. YINGSAK JENRATHA



Position for election:	Independent Director
Director type:	Re-appointment from a retired director
Age:	68 years old
Education:	Bachelor Degree of Social Science, Political Science Subject, Chiangmai University Master Degree, Mini Master of Business Administration, Kasetsart University
Date of first appointment:	1 December 2013
Number of years as the director:	1 year 5 months
Experiences:	
December 2013 - present:	Independent director of Hana Microelectronics Public Co., Ltd.
2010 – 2011:	Management Advisor, International Precision Product Co., Ltd.
1994 – 2008:	Vice President and General Manager, Hana Microelectronics Public Co., Ltd. (Lamphun Factory)
1990 – 1993:	Manufacturing Director, AT&T Telecommunications (Thailand) Co., Ltd.
1989:	Factory Manager, Hana Industries Co., Ltd.
1976 – 1989:	Project Manager-Manufacturing, Signetics Thailand/Philips Semiconductor (Thailand) Ltd.
1971 – 1975:	Head Teller and Customer Service Chief, The Chase Manhattan Bank, N.A.
IOD Training Courses:	Anti-Corruption for Executive Program (ACEP) ACEP9/2013 Director Accreditation Program (DAP) 111/2014

Number of shareholding as of 31 December 2014: 55,000 shares or 0.007% of total shares

Meeting attendance in 2014:

- Board of Directors Meeting 6 of 6 times
- Audit Committee Meeting 4 of 4 times
- Nomination Committee Meeting 2 of 2 times
- Corporate Governance Committee Meeting 1 of 1 time
- Meeting between independent directors 1 of 1 time
- Annual General Meeting of Shareholders 1 of 1 time

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

- Listed company: 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):

- 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.)

Nomination process: The Nomination Committee has considered her qualification, contribution and performance and proposed to the board for re-election.

Performance in 2014:

- Served as a board member who has experience and objectively carried out his duties and responsibilities with independent judgment
- Enhanced the sub-committees' abilities from bringing his business and industry-related knowledge and expertise to perform the committees' roles and responsibilities
- 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

Brief Profile of External Auditors

1) Mrs. Saifon Inkaew

Current position:	Certified Public Accountant EY Office Limited (formally known as Ernst & Young Office Limited)	
CPA License No:	4434	
Past 5 years of Hana' s auditor:	2014 - Hana Microelectronics Public Co., Ltd. 2014 - Hana Semiconductor (Ayutthaya) Co., Ltd. 2014 - Hana Semiconductor (BKK) Co., Ltd.	
Education:	- Bachelor degree in Accounting, Thammasat University - Master degree in Accounting, Thammasat University	
Age:	48 years old	
Number of shareholding:	0 share as of 31December 2014	
Meeting attendance:	4/4 of Audit Committee Meeting	
Key qualification:	- Over 24 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	

2) Ms. Siriwan Suratepin

Current position:	Certified Public Accountant EY Office Limited (formally known as 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:	43 years old	
Number of shareholding:	0 share as of 31December 2014	
Meeting attendance:	n/a	
Key qualification:	- Over 21 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	

3) Mr. Wichart Lokatekrawee

Current position:	Certified Public Accountant EY Office Limited (formally known as Ernst & Young Office Limited)
CPA License No:	4451
Past 5 years of Hana' s auditor:	-
Education:	- Bachelor degree in Accounting, Thammasat University - Master degree in Accounting, Thammasat University
Age:	47 years old
Number of shareholding:	0 share as of 31December 2014
Meeting attendance:	n/a
Key qualification:	- Over 23 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

**Auditor's Confirmation of Independence:**

As the auditors of Hana Microelectronics Public Company Limited (the "Company"), we are required to maintain our professional independence with respect to the Company and its affiliates in accordance with the Code of Ethics for Professional

Accountants issued by Thailand's Federation of Accounting Professions and communicate the same to the audit committee. In this regard, we wish to confirm to you the following:

Financial interest

The partners on this engagement, all of our firm's partners and all the audit team members do not hold any shares in the Company and its affiliates.

Provision of non-audit services

No non-audit services have been provided for the year ended 31 December 2014.

Business relationship

No purchases of goods and services rendered from the Company and its affiliates for the year ended 31 December 2014.

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 copy of the Affidavit or Certificate of Incorporation issued by the Department of Business Development, certified true and correct by the authorized director of such juristic person
- b) A certified copy of identification card of appointee

Juristic person registered outside Thailand:

- a) Power of attorney with signature of authorized director
 - b) The Affidavit or Certificate of Incorporation specifying the name and authority of the authorized director issued by related government bodies and certified by the notary public
 - 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 Tamprakorn, Chairman of the Board of Directors and Chairman of Audit Committee
 - b) Mrs. Salakchitt Preedaporn, Audit Committee, Nomination Committees and Corporate Governance Committee
 - c) Mr. Yingsak Jenratha, Audit Committee, Corporate Governance Committee and Chairman of 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 Tamprakorn	Mrs. Salakchitt Preedarporn	Mr. Yingsak Jenratha
			
Position:	Chairman of Board of Directors Chairman of Audit Committee	Audit Committee Nomination Committee Corporate Governance Committee	Audit Committee Chairman of Nomination Committee Corporate Governance Committee
Age:	80 years	54 years	68 years
Education:	<ul style="list-style-type: none"> • Diploma of Institute of Bankers, London, UK 	<ul style="list-style-type: none"> • Bachelor Degree of Accounting, Faculty of Commerce and Accountancy, Thammasart University 	<ul style="list-style-type: none"> • Bachelor Degree/Bachelor of Art in Political Sciences, Chaingmai University • Mini MBA, Kasetsart University
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"> • 2013 – present Independent director of Hana Microelectronics PCL • 2009 – present Financial and Accounting Consultant 	<ul style="list-style-type: none"> • 2013 – present Independent director of Hana Microelectronics PCL • 2010 – 2011 Management advisor, International Precision Products Co., Ltd.

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 2015:

All interested directors under the agenda on directors' remuneration.

Articles of Association Hana Microelectronics Public Company Limited 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 suri 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: 66 (0) 2551-1299
 - 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 24, 2015
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 2014 Annual Report

If a shareholder would like to request the hard copy of 2014 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

65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210, Thailand

Telephone Number: 66 (0) 2-551-1297 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/Kwang Amphur/Khet
จังหวัด _____ หรือ
Province or



- นายบัญชา ทานพระกร กรรมการอิสระ อายุ 80 ปี หรือ
Mr. Bancha Tarnprakorn Independent Director Age 80 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
- นางสลักจิตต์ ปรีดาภรณ์ กรรมการอิสระ อายุ 54 ปี หรือ
Mrs. Salakchitt Preedaporn Independent Director Age 54 years or
อยู่บ้านเลขที่ 255/24 ซอยสาธุประดิษฐ์ 19 ถนนสาธุประดิษฐ์ แขวงช่องนนทรี เขตยานนาวา กรุงเทพฯ 10120
Residing at 255/24 Soi Sathupradit 19, Sathupradit Road, Chongnonsi, Yannawa, Bangkok 10120
- นายยິงศักดิ์ เจนรธา กรรมการอิสระ อายุ 68 ปี
Mr. Yingsak Jenratha Independent Director Age 68 years
อยู่บ้านเลขที่ 99/208 หมู่ 5 ตำบลสันทรายน้อย อำเภอสันทราย จังหวัดเชียงใหม่ 50210
Residing at 99/208 Moo 5, T. Sansai Noi, A. Sansai, Chaingmai 50210

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2558 **ในวันพฤหัสบดีที่ 30 เมษายน 2558 เวลา 14.00 น. ณ สำนักงานใหญ่ของบริษัท เลขที่ 65/98 ซอยวิภาวดี-รังสิต 64 แยก 2 แขวงตลาดบางเขน เขตหลักสี่ 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 2015 to be held on **Thursday, 30 April 2015 at 14.00 hrs., at the Company's Head Office No. 65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok** or on any data and at any postponement thereof.

- (4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I/we authorize the proxy holder to attend the meeting and votes are as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 21/2557 วันที่ 30 เมษายน 2557

Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders No. 21/2014 that was held on April 30, 2014

- (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 พิจารณานอุมัติงบดุลและบัญชีกำไรขาดทุนของบริษัทฯ ประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2557

Agenda 3 To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2014

- (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 2557**Agenda 4 To approve the dividend payment for the year 2014**

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

- (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:
- 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. นายยingsศักดิ์ เจริญธา / Mr. Yingsak Jenratha

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการประจำปี 2558**Agenda 6 To approve the directors' remuneration for 2015**

- (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 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีบริษัท ประจำปี 2558**Agenda 7 To approve the appointment of the Company's auditor for the year 2015 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 การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the 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 _____ ผู้มอบฉันทะ/Grantor
(_____)

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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2558 วันพฤหัสบดีที่ 30 เมษายน 2558 เวลา 14.00 น. ณ สำนักงานของบริษัทฯ เลขที่ 65/98 ซอยวิภาวดี-รังสิต 64 แยก 2 แขวงตลาดบางเขน เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders of the year 2015 to be held on Thursday, 30 April 2015 at 14.00 hrs., at the Company's Head Office 65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhren, Khet Laksi, 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

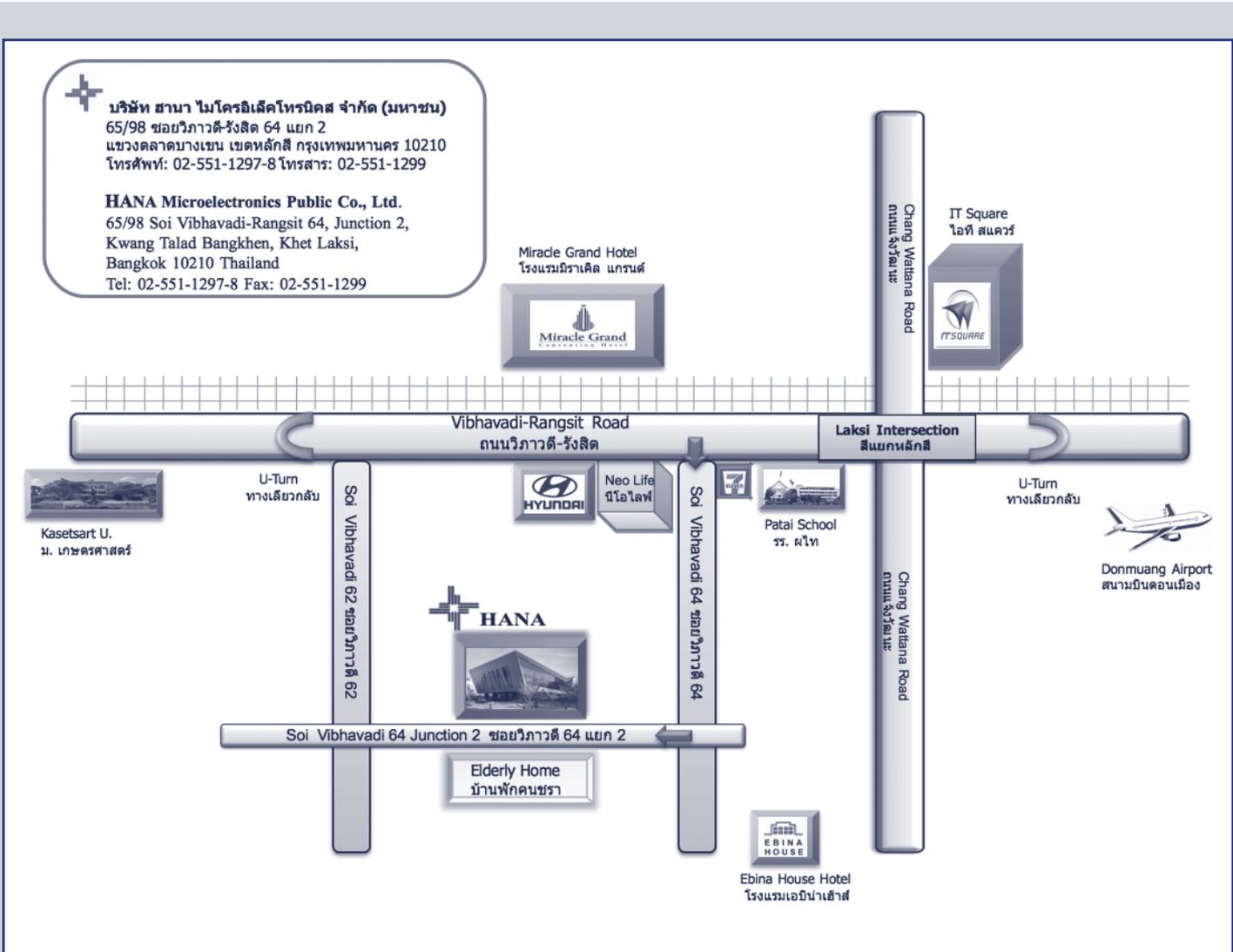
เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ _____

Director name

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain







HANA

Microelectronics Public Company Limited

65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkok,
Khet Laksi, Bangkok 10210, Thailand

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