



**HANA**

**Microelectronics Public Company Limited**

บริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)

Notice of 2016

Annual General Meeting of Shareholders

On Friday, 29 April 2016 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.

## Content

Notice of the Annual General Meeting of Shareholders No. 23/2016	1
Minutes of the Annual General Meeting of Shareholders No. 22/2015	5
Brief Profile of Directors Retired by Rotation	12
Brief Profile of External Auditors	16
Registration Procedures for Attending the Annual General Meeting	18
Questions Relating to Agenda Items of Annual General Meeting	23
Request Hard Copy of 2015 Annual Report	24
Proxy Form	25
Map of Meeting Place	32



**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

29 March 2016

**Subject: Notice of the Annual General Meeting of Shareholders No. 23/2016**

**To: Shareholders of Hana Microelectronics Public Company Limited**

**Enclosures:**

1. Minutes of the Annual General Meeting of Shareholders No. 22/2015
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 2015 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 2015 Annual Report

Notice is hereby given that Annual General Meeting No. 23/2016 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 Friday, 29 April 2016 at 14:00 hrs.**

**Agenda of the Meeting :**

**Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders No. 22/2015 that was held on 30 April 2015**

**Facts and Reasons:** The Minutes of the Annual General Meeting of Shareholders No. 22/2015 that was held on 30 April 2015 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](http://www.hanagroup.com).

**Board's opinion:** The Meeting Minutes No. 22/2015 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders No. 22/2015 should be approved.

**Agenda 2: To acknowledge the Company's operation results for the year 2015**

**Facts and Reasons:** The Company performance during 2015 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 2015 as proposed.

**Agenda 3: To approve the financial statements for the fiscal year ended 31 December 2015**

**Facts and Reason:** In compliance with the Public Companies Act, the Company must prepare the financial 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 financial statements for the financial period year ended 31 December 2015 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 2015**

**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 2015, the Board recommends to pay the final dividend for the financial year ended 31 December 2015 at Baht 1.00 per share which sets the Record Date on 9 March 2016 and the closing date of the share registration book on 10 March 2016 for the shareholders list as specified in section 225 of the Securities and Exchange Act. The dividend payment will be made on 13 May 2016. 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 2015 at the rate of Baht 1.00 per share on 11 December 2015. 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 31 December 2015 will be Baht 2.00 per share gross or Baht 1.90 per share net.

The dividend payment of the year 2015 is in accordance with the dividend policy of the Company. The comparison of dividend payment with last year is as follows.

Details of Dividend Payment	The fiscal year ended 31 December 2015 (Proposed)	The fiscal year ended 31 December 2014
1. Net Profit (based on consolidated financial statements) (Baht)	2,066,370,120	3,405,495,686
2. Number of shares (share)	804,878,860	804,878,860
3. Earning per share (Baht/share)	2.57	4.23
4. Total dividend (Baht/share)	2.00	2.00
• Interim Dividend	1.00	1.00
• Final Dividend	1.00	1.00
5. Total Dividend paid (Baht)	1,609,757,720	1,609,757,720
6. Percentage of total dividend payment against the net profit	77.90%	47.27%

**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 11 December 2015 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 31 December 2015 to be Baht 1.00 per share. The total 2015 dividend payment will be Baht 2.00 per share, or Baht 1,609 million. For the final dividend Baht 1.00, the Board had determined the record date on 9 March 2016 and the closing date of the share registration book on 10 March 2016 for the shareholders list as specified in section 225 of the Securities and Exchange Act and the payment date on 13 May 2016. The right to receive the final dividend 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. Winson Moong Chu Hui and Mr. Terrence Philip Weir 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 the year 2016

**Facts and Reasons:** The remuneration of directors is considered according to the scope of responsibilities of individual director, the Company's overall performance, the market conditions and benchmark with the recent survey of directors' remuneration within the same industry. 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 2016 not over than Baht 5,000,000. The Board proposed the directors' fees at the same rate as the year 2015.

The total package compared to last year is as follows.

Directors' Remuneration	Y2016 (Proposed)			Y2015		
	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 92,000/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 55,000/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 auditors for the year 2016 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. The Audit Committee has considered and proposed the appointment of the external auditors from EY Office Limited and the detailed profile is per attachment No. 3, to be the auditors in 2016 and proposed the remuneration fees not exceeding Baht 2,270,000.

**Board's opinion:** 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 Mrs. Sarinda Hirunprasurtwutti C.P.A. Registration No. 4799 of EY Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the year 2016 for a total remuneration of Baht 2,270,000. 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.

Auditor's remuneration	Y2016 (Proposed)	Y2015	% change
Audit fee (Baht)	2,270,000	2,170,000	4.61%

Remark:

- 1) The fee is excluded out-of-pocket expenses such as travel expenses and others which the Company paid the actual expenses incurred.
- 2) The increase of Baht 100,000 compared with Y2015 is due to the expected increase of audit working hours for the new requirement on the Thai Standard on Auditing which is effective in Y2016.

Non-audit fees	Y2016 (Estimated)	Y2015	% change
1. BOI audit fee (Baht)	360,000	360,000	-
2. Inventory destruction audit fee (Baht)	140,000	75,000	87%
3. Other non-audit fees (Baht)	-	-	-

Remark:

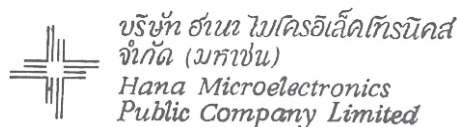
- 1) The BOI audit fee depends on the number of BOI certificates each year.
- 2) The inventory destruction fee depends on the number of inventory disposition per year which shall cover 2 factories in Lamphun.

## Agenda 8: To consider any other business

-

The Shareholder Register Book for the right to attend the Annual General Meeting of Shareholders shall be recorded on 9 March 2016 and the closing date of the share registration book will be on 10 March 2016 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  
Fax: 66 (0) 2-5511299  
E-mail: [jirapak@hanabk.th.com](mailto:jirapak@hanabk.th.com)


**HANA Microelectronics Public Co., Ltd.**

No. 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

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 22/2015**  
**Held at the Company's Headquarter**  
**No. 65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok**  
**On 30 April 2015**  
**14.00 - 15.52 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 Tanthana | Senior Corporate Administration and Human Resources 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 57 shareholders holding 9,163,678 shares and 223 proxies holding 661,317,038 shares. Those total 280 shareholders holding 670,480,716 shares are equivalent to 83.30% 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 335,240,358 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 Mrs. Usa Punkabutra and she 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. 21/2014 which was held on 30 April 2014

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 21/2014, 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	670,480,016 Votes;	99.9999 %
Disapprove	0 Votes;	0 %
Abstain	700 Votes;	0.0001 %

**Resolution:** The Meeting approved the Minutes of the Annual General Meeting No. 21/2014 that was held on 30 April 2014.

#### Agenda 2: To acknowledge the operation results of the Company in 2014

The Chairman invited Mr. Richard Han to report the operation results of the Company during the year 2014. Mr. Richard presented to the Meeting as follows.

A record year from Lamphun was achieved with sales growth of 27% and operating profit growth of 29%. The laptop market recovered from its inventory adjustment during 2013 and in fact out grew tablets in terms of growth in 2014 particularly in the USA due to higher business reinvestment. Sensors for automotive and mobiles also saw strong demand. These are the three main exposures for Lamphun and we expect them to also continue to drive our growth in 2015, especially the automotive industry. In addition the re-emergence of our medical activities with hearing aids will also help to drive growth this year.

Ayutthaya also continued to improve post flood in terms of quality and productivity which saw our top line grow by 16% with a 203% increase in operating profits. Whilst we are still not back to pre-flood levels, the progress is gaining momentum and we are now well positioned for continued growth in 2015. We shall focus on automotive and power devices as our core drivers and will invest heavily to upgrade our IT operating systems to reduce human error and improve quality.

Our China operations also saw an improvement in operating profits for the IC division up 14% over 2013 on a more modest top line growth of 8.0%. This was achieved by a strong focus on improving the contributions from our key customers through automation. The Micro division saw operating profits increase of 83% on a sales growth of 13%



as we focused on higher value devices. We have completed our 5,200sq/m expansion to house the LED (auto-lighting) project which is scheduled to go into mass production by the middle of this year. This will be Hana's first fully automated assembly line.

Hana's key financial performance figures for the year 2014 compared to 2013 were:-

- Total revenues of THB 21,227m up 20%
- Operating profits of THB 2,064m up 54%
- Recurring EBITDA of THB 3,081m up 25%
- Net cash/financial investments at year end of THB 8,661m up 29%
- A gross dividend payout of THB 2.00/share up 33%

Our new plant at Sahaphat (LPN2) has now been completed and already ~300 employees have moved from LPN1 with more scheduled to relocate over the course of the year. We expect about 70% occupancy of the first floor and plan to start renovation of the second floor by the year end. In addition we have agreed to purchase a further 25 rai of land adjacent to LPN2 under our agreement with Sahaphat. We shall pay 30% deposit and have until the end of 2016 to pay the balance. This will secure the long term future in terms of capacity for LPN.

As we moved into our new head office at the beginning of 2014, we concluded the flood insurance with THB 1,350m being received. Thus concluding the full and final settlement of THB 2,991m.

After a number of delays, our Cambodian plant has begun to take shape and is now expected to be completed by early September. This will be ~13,000sq/m. We have already identified some start up projects in the magnetic industry, (miniature coils/inductors) and have hired an industry expert who initially will be located in Jiaxing with the target to develop our knowhow and later transfer it to Cambodia in 2016 and beyond. In addition we continue to explore M&A opportunities within this industry with a view to consolidation into Cambodia in the longer term.

The outlook for 2015 remains generally positive although many questions remain about world economic growth with Europe still struggling, China uncertain and the USA carrying the burden of growth. Lower oil prices will both be positive and negative whilst a stronger US\$ will help us if it can be maintained. Internally Thailand remains fragile as the political outlook is still very uncertain. Although the current situation seems stable the longer term future when elections are finally held, is certainly unclear. But for now all our customers are comfortable with Thailand as a stable manufacturing location.

During 2015 we shall continue to focus of IT automation as we prepare to expand our exposure to the automotive industry and take Hana's manufacturing systems to the next level of quality and reliability.

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

**Shareholder:** When could Hana Ayutthaya be able to get back to a pre-flood level?

**CEO:** We have sufficient machine capacity whereas building capacity is more than 80%. To get back to a pre-flood level, it could take another 2 years. So far this year is quite positive.

**Shareholder:** What is the sale target of automotive products in the next 5 years?

**CFO:** Currently, it is accounted for 18% of group sales and we target about 25% - 28% over the next 5 years.

**Shareholder:** Is Hana a sub-contractor and what are your products used in the automotive and non-automotive?

**CEO:** Yes, we are a sub-contractor. Our automotive products include sensors for rear bumper or park distance control, air conditioning A/C sensor, heat sensor, and other monitoring sensors as well as LED lightning which is a big project in our China factory. For non-automotive products, we make electronic devices for camera, CCTV controlled by smart phone, air conditioning on-off controlled by smart phone, mobile phones, hearing aids, touch pad for laptop, water pump in swimming pool, reader and card, digital safe, inflight head phone, smart tag to control security in the airport, standard chips used in general consumer electronics and other various products.

**Shareholder:** What is your sale structure classification in the next few years?

**CEO:** The major sale structure will be automotive sensors, computer and mobile phone.

**Shareholder:** How is your plan regarding M&A for a new factory in Cambodia?

**CEO:** Hana has a lot of available cash. We're looking for opportunity to buy a company to consolidate the business in Cambodia. Our target is for coil or inductor products. We do not plan to buy a big company, just a small to medium company. For a small company, we plan to set a budget around USD 10m and USD 50-100m for a medium size company. Our first customer in Cambodia already placed the order so we need to start manufacturing before the factory is finish. Interestingly, Cambodia is a developing country whereby USA has promoted the economic growth in the developing countries and countries in transition by stimulating their exports. The products made in developing countries can sell to the US government; thus, our customers want the products made in Cambodia.

**Shareholder:** So far Hana has the good performance, will the company still be growing in the next 2-3 years or the company need to expand its factory on and on?

**CEO:** We just finished the expansion for LPN2 and have a lot of capacity so we have the room to grow but this would take time. It took 15 years for LPN1 to fully fill its capacity. Thus, it could take at least 5 years to fill LPN2 capacity. Our new factory in Cambodia plans to finish in Q3' 2015 and it could take 3-4 years to fill the factory. We have capacity, management, money and opportunities; however, the continuous growing depends on economy and many factors.

As there was no further question, the Chairman then announced that the Meeting acknowledged the operation results of the Company for the year 2014.

### Agenda 3: To approve the balance sheet and profit and loss statements for the year ended 31 December 2014

The Chairman proposed the meeting to approve the audited balance sheet and profit and loss statements for the financial period year ended 31 December 2014 and the auditor's report, all of which have been reviewed by the Audit Committee.

There was a question from a shareholder as follows.

**Shareholder:** Will there be any more payment in 2015 from flood insurance claim settlement?

**CFO:** No, there is no more as it was finally settled in 2014.

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

Approve	669,470,616 Votes;	99.8493 %
Disapprove	0 Votes;	0 %
Abstain	1,010,100 Votes;	0.1507 %

**Resolution:** The Meeting approved the balance sheet and profit and loss statements for the year ended 31 December 2014.

### Agenda 4: To approve the dividend payment for the year 2014

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 2014, the Board recommends to pay the final dividend for the financial year ended 31 December 2014 at Baht 1.00 per share which sets the Record Date on 10 March 2015 and the closing date of the share registration book on 11 March 2015 for the shareholders list as specified in section 225 of the Securities and Exchange Act. The dividend payment will be made on 12 May 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.

On 11 December 2014, the company paid an interim dividend from the retained earnings and net profit of the first nine month period of 2014 at the rate of Baht 1.00 per share gross or Baht 0.95 per share net. Therefore, the total dividend payment for the financial year ended 31 December 2014 will be Baht 2.00 per share gross or Baht 1.90 per share net.

There was a question from shareholders as follows.

**Shareholder:** Will BOI have the limited timeline regarding the tax privilege?

**CFO:** Yes, each BOI certificate has the tax expiration but the company has many BOI certificates whereas the expiry dates are lapping overtimes. We can apply for a new BOI certificate when we have the investment for a new project.

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

Approve	670,480,016 Votes;	99.9999 %
Disapprove	0 Votes;	0 %
Abstain	700 Votes;	0.0001 %

**Resolution:** The Meeting acknowledged the interim payment at the rate of Baht 1.00 per share that was paid on 11 December 2014 and approved the annual dividend payment for the year 2014 at the rate of Baht 1.00 per share to be paid on 12 May 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 total 2014 dividend will be Baht 2.00 per share gross or Baht 1.90 per share net which is composed of interim dividend Baht 1.00 per share paid on 11 December 2014 and the final dividend Baht 1.00 per share gross to be paid on 12 May 2015.

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

The Chairman informed the Meeting that Mr. Richard and Mr. Yingsak were the interested directors to be re-appointed at this year so they therefore expressed the intent to leave the room.

The Chairman then 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 2014 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. Richard David Han – be appointed as an executive director
- 2) Mr. Yingsak Jenratha – be appointed as an independent director

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

##### 5.1 Appoint Mr. Richard David Han as an executive director for another term

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

Approve	665,654,077 Votes;	99.2801 %
Disapprove	3,785,939 Votes;	0.5647 %
Abstain	1,040,700 Votes;	0.1552 %

**5.2 Appoint Mr. Yingsak Jenratha 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	664,785,439 Votes;	99.1506 %
Disapprove	5,639,577 Votes;	0.8411 %
Abstain	55,700 Votes;	0.0083 %

**Resolution:** The Meeting approved the appointment of Mr. Richard David Han and Mr. Yingsak Jenratha to be the company's executive and independent directors respectively, for another term.

**Agenda 6: To approve the directors' remuneration for the year 2015**

The Chairman proposed the meeting to consider and approve the remuneration of the board of directors for the year 2015 at the below rates not exceeding Baht 5,000,000.

Position	Meeting Allowance (Baht)	Bonus
Chairman of the Board of Directors	92,000 Baht	Minimum one time of meeting allowance depending on the company performance
Independent Directors	55,000 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	670,157,716 Votes;	99.9518 %
Disapprove	0 Votes;	0 %
Abstain	323,000 Votes;	0.0482 %

**Resolution:** The Meeting approved the board of directors' remuneration for 2015 at the rate proposed but not exceeding Baht 5,000,000.

**Agenda 7: To approve the appointment of the Company's auditor for the year 2015 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 2015.

- 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 2,170,000 (excluding out-of-pocket expenses). 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	670,480,516 Votes;	99.99997 %
Disapprove	0 Votes;	0 %
Abstain	200 Votes;	0.00003 %

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

#### Agenda 8: Other business

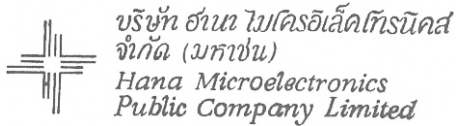
The Chairman asked if any shareholders desired other matters to be discussed, or any questions to ask.

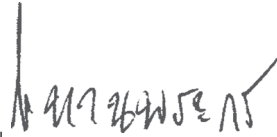
There was a question from a shareholder as follows.

**Shareholder:** When will the company plan to be a certified company of Thailand's Private Sector Collective Action Coalition Against Corruption?

**Corporate Secretary:** The Company plans to be certified within this year.

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 15:52 hrs.



Signed   
(Mr. Bancha Tamprakom)  
Chairman



## Profile of Directors Retired by Rotation

### 1) MR. WINSON MOONG CHU HUI



Position for election:	Executive Director
Director type:	Re-appointment from a retire director
Age:	70 years old
Education:	Bachelor of Engineering, Cheng Kong University, Taiwan
Date of first appointment:	26 July 1993
Number of years as the director:	23 years
Experiences:	1993 - present : Executive Director, President and Chief Operating Officer
IOD Training Courses:	Directors Accreditation Program (DAP) 117/2015
Number of shareholding as of 31 December 2015:	6,130,000 shares or 0.762% of total shares
Meeting attendance in 2015:	<ul style="list-style-type: none"> <li>• Board of Directors Meeting 6 of 6 times</li> <li>• Annual General Meeting of Shareholders 1 of 1 time</li> </ul>

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

Subsidiaries of Hana	Other Listed Company	Non-listed Company
1. Hana Semiconductor (BKK) Co., Ltd.	None	None
2. Hana Semiconductor (Ayutthaya) Co., Ltd.		
3. Hana Microdisplay Technologies, Inc.		
4. Hana Microelectronics, Inc.		
5. Hana Microelectronics (Jiaxing) Co., Ltd.		
6. Hana Technologies Group Ltd.		
7. Hana Technology Investment Ltd.		
8. Hana Macau Commercial Offshore Ltd.		
9. Hana Microelectronics (Cambodia) Co., Ltd.		

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 2015:**

- Manage operations of the company in ways consistent with strategic goals and performance targets
- Ensure that core business processes are in place and working effectively
- Develop and lead senior management through selection, coaching, and reinforcement
- Anticipate and respond to changing business conditions
- Communicate well with the board, providing appropriate information at and between meetings regarding company challenges and opportunities such as progress on each business operation, the development of an innovative product offering, updates on the expansion of production capacity or the challenges associated with moving into new markets
- Promote the implementation of good corporate governance principles that were suitable and practical to the company

## Profile of Directors Retired by Rotation

### 2) MR. TERRENCE PHILIP WEIR



Position for election:	Executive Director
Director type:	Re-appointment from a retired director
Age:	57 years old
Education:	Bachelor of Economics, Macquarie University, CPA, Australia
Date of first appointment:	26 July 1993
Number of years as the director:	23 years
Experiences:	1993 – present: Executive Director, Vice President and Chief Financial Officer
IOD Training Courses:	Director Certification Program (DCP) 6/2001, Diploma
Number of shareholding as of 31 December 2015:	325,000 shares or 0.040% of total shares
Meeting attendance in 2015:	<ul style="list-style-type: none"> <li>• Board of Directors Meeting 6 of 6 times</li> <li>• Audit Committee Meeting 4 of 4 times</li> <li>• Corporate Governance Committee Meeting 1 of 1 time</li> <li>• Annual General Meeting of Shareholders 1 of 1 time</li> </ul>

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

Subsidiaries of Hana	Other Listed Company	Non-listed Company
1. Hana Semiconductor (BKK) Co., Ltd.	None	None
2. Hana Semiconductor (Ayutthaya) Co., Ltd.		
3. Hana Microdisplay Technologies, Inc.		
4. Hana Microelectronics, Inc.		
5. Hana Microelectronics (Jiaxing) Co., Ltd.		
6. Hana Microelectronics Investment Co., Ltd.		
7. Hana Microelectronics International Co., Ltd.		
8. Hana Microelectronics Enterprise Co., Ltd.		
9. Hana Technologies Group Ltd.		
10. Hana Technologies Investment Ltd.		
11. Hana Semiconductor Holding Co., Ltd.		
12. Hana Semiconductor International Co., Ltd.		
13. Omac Sales Ltd.		
14. Hana Macau Commercial Offshore Ltd.		
15. Hana Microelectronics (Cambodia) Co., Ltd.		

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 her qualification, contribution and performance and proposed to the board for re-election.

**Performance in 2015:**

- Provide the board with effective and efficient financial oversight by laying out financial strategy, maintaining and adapting core functions to meet the changing environment such as cost monitoring, cash management, financial data and reporting and budget
- A key person to ensure that financial data is recorded accurately and timely in accordance with applicable accounting principles and other standards and that financial reports are accurate, timely and reliable
- Communicate well with the board, providing appropriate information at and between meetings
- Promote the implementation of good corporate governance principles that were suitable and practical to the company

## Brief Profile of External Auditors

### 1) Mrs. Saifon Inkaew



Current position:	Certified Public Accountant EY Office Limited
CPA License No:	4434
Past 5 years of the Company and its subsidiaries' auditor:	2013 – present: <ul style="list-style-type: none"> <li>• Hana Microelectronics Public Co., Ltd.</li> </ul>
Education:	<ul style="list-style-type: none"> <li>• Bachelor degree in Accounting, Thammasat University</li> <li>• Master degree in Accounting, Thammasat University</li> </ul>
Age:	49 years old
Number of shareholding:	0 share as of 31 December 2015
Meeting attendance:	4/4 of Audit Committee Meeting
Key qualification:	<ul style="list-style-type: none"> <li>• Over 26 years' experience of auditing with one year secondment to Ernst &amp; Young Buffalo office, including significant amounts of work in listed and multi-national companies</li> <li>• Licensed auditor of Securities Exchange Commission</li> <li>• No relationship or conflict of interest with Hana and its subsidiaries including directors, executives, major shareholders and those related parties.</li> </ul>

### 2) Ms. Siriwan Suratepin



Current position:	Certified Public Accountant EY Office Limited
CPA License No:	4604
Past 5 years of the Company and its subsidiaries' auditor:	None
Education:	<ul style="list-style-type: none"> <li>• Bachelor degree in Accounting, Thammasat University</li> <li>• Master degree in Accounting, Thammasat University</li> </ul>
Age:	44 years old
Number of shareholding:	0 share as of 31 December 2015
Meeting attendance:	N/A
Key qualification:	<ul style="list-style-type: none"> <li>• Over 22 years' experience of auditing, including significant amounts of work in listed and multi-national companies</li> <li>• Licensed auditor of Securities Exchange Commission</li> <li>• No relationship or conflict of interest with Hana and its subsidiaries including directors, executives, major shareholders and those related parties.</li> </ul>



**3) Mrs. Sarinda Hirunprasurtwutti**

Current position:	Certified Public Accountant EY Office Limited
CPA License No:	4799
Past 5 years of the Company and its subsidiaries' auditor:	
2013 – 2015:	Hana Semiconductor (Ayutthaya) Co., Ltd.
2013 – 2015:	Hana Semiconductor (BKK) Co., Ltd
Education:	<ul style="list-style-type: none"> <li>• Bachelor degree in Accounting, Thammasat University</li> <li>• Master degree in Accounting, Chulalongkorn University</li> </ul>
Age:	43 years old
Number of shareholding:	0 share as of 31 December 2015
Meeting attendance:	4/4 of Audit Committee Meeting
Key qualification:	<ul style="list-style-type: none"> <li>• Over 22 years' experience of auditing, including significant amounts of work in listed and multi-national companies</li> <li>• Licensed auditor of Securities Exchange Commission</li> <li>• No relationship or conflict of interest with Hana and its subsidiaries including directors, executives, major shareholders and those related parties.</li> </ul>

**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 2015.

**Business relationship**

No purchases of goods and services rendered from the Company and its affiliates for the year ended 31 December 2015.

**The preparation of financial statements to meet deadlines:**

The Company and its subsidiaries mostly engage with the auditors under the same audit firm (EY Office Limited). There are only certain foreign subsidiaries that have the auditors from different audit firms.

The auditor of the Company has the policy to send out the Interoffice Engagement Instructions to the auditors of both the same and other audit firms by identifying the risk associated, audit scopes, audit methodologies, significant matters, audit results' delivery timelines and related documents. Thus, all the auditors have to prepare and submit the independence certification along with the acknowledgement of the Interoffice Engagement Instructions to the Company's auditor in order to ensure that the Company's auditors can prepare the financial statements on time. In the event that the submission of the reports would be delay, the auditors under the same audit firm and the other audit firms shall be required to submit the Early Warning Memorandum to the Company's auditor for acknowledgement in order to timely solve the problems to meet the deadline of financial statements' submission.

## Registration procedures for attending the Annual General Meeting

For attending the Annual General Meeting of shareholders year 2016 of Hana Microelectronics Public Co., Ltd., 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 bar code system for attendance registration and voting count, it is required the shareholders or proxy holders to bring in the bar code 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 Thai nationality shareholder shall present his/her citizen identification card or civil servant identification card
- 1.3 Foreign nationality shareholder shall present his/her foreign identification card, passport or document used in lieu of passport
- 1.4 Thai juristic person shareholder shall present the following documents:
  - 1.4.1 A copy of the Affidavit or Certificate of Incorporation issued by the Department of Business Development within 1 year from date of issue, certified true and correct by the authorized director of such juristic person
  - 1.4.2 A certified true and correct copy of citizen identification card (or a copy of passport in case the authorized director is foreign national) of the authorized director referred to as in 1.4.1
- 1.5 Foreign juristic person shareholder shall present the following documents:
  - 1.5.1 The Affidavit or Certificate of Incorporation specifying the name and authority of the authorized director issued by related government bodies within 1 year from date of issue and certified by the notary public
  - 1.5.2 A certified true and correct copy of passport of the authorized director

#### 2. Proxy of shareholders

- 2.1 The Bar Code Registration Form
- 2.2 The completed Bar Code Proxy Form B. which is in this Notice of AGM, 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.

For general shareholders are able to choose either Proxy Form A or Form B only and cannot vote splitting.

For shareholders whose names appear in the register book as foreign investors and appoint a custodian in Thailand to be a share depository are able to choose one out of the three forms (Form A or Form B or Form C) and can vote splitting.

- 2.3 Attach the following proof of identity
  - 2.3.1 Ordinary person:

A certified copy of identification card, government official identification or passport (for non-Thai nationals) of shareholder and appointee
  - 2.3.2 Juristic person registered in Thailand:
    - 1) A copy of the Affidavit or Certificate of Incorporation issued by the Department of Business Development within 1 year from date of issue, certified true and correct by the authorized director of such juristic person
    - 2) A certified copy of identification card of appointee




2.3.3 Juristic person registered outside Thailand:

- 1) Power of attorney with signature of authorized director
  - 2) 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
  - 3) 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.
- 1) Mr. Bancha Tarnprakorn, Chairman of the Board of Directors and Chairman of Audit Committee
  - 2) Mrs. Salakchitt Preedaporn, Audit Committee, Nomination Committee and Corporate Governance Committee
  - 3) 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 persons:**

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
			
<b>Position:</b>	<ul style="list-style-type: none"> <li>• Chairman of Board of Directors</li> <li>• Chairman of Audit Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination Committee</li> <li>• Corporate Governance Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Chairman of Nomination Committee</li> <li>• Corporate Governance Committee</li> </ul>
<b>Age:</b>	81 years	55 years	69 years
<b>Education:</b>	<ul style="list-style-type: none"> <li>• Diploma of Institute of Bankers, London, UK</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor Degree of Accounting, Faculty of Commerce and Accountancy, Thammasart University</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor Degree/Bachelor of Art in Political Sciences, Chaingmai University</li> <li>• Mini MBA, Kasetsart University</li> </ul>
<b>Experience:</b>	<ul style="list-style-type: none"> <li>• 2002 – present Independent director of Hana Microelectronics PCL.</li> <li>• 2000 – 2004 Independent Director, Asia Credit PCL.</li> </ul>	<ul style="list-style-type: none"> <li>• 2013 – present Independent director of Hana Microelectronics PCL.</li> <li>• 2009 – present Financial and Accounting Consultant</li> </ul>	<ul style="list-style-type: none"> <li>• 2013 – present Independent director of Hana Microelectronics PCL.</li> <li>• 2010 – 2011 Management advisor, International Precision Products Co., Ltd.</li> </ul>

**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 2016:** 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](mailto: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 22 April 2016.

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 2015 Annual Report

If a shareholder would like to request the hard copy of 2015 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](mailto: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

หุ้นบุริมสิทธิ์ \_\_\_\_\_ 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 81 ปี หรือ  
Mr. Bancha Tamprakorn Independent Director Age 81 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 55 ปี หรือ  
Mrs. Salakchitt Preedaporn Independent Director Age 55 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
- นายย้งศักดิ์ เจริญธา กรรมการอิสระ อายุ 69 ปี  
Mr. Yingsak Jenratha Independent Director Age 69 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 ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 **ในวันศุกร์ที่ 29 เมษายน 2559 เวลา 14.00 น. ณ สำนักงานใหญ่ของบริษัทฯ 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 2016 to be held on **Friday, 29 April 2016 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) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้  
I/we authorize the proxy holder to attend the meeting and votes are as follows:

**วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 22/2558 ซึ่งประชุมเมื่อวันที่ 30 เมษายน 2558**  
**Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders No. 22/2015 that was held on 30 April 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 3 พิจารณาอนุมัติงบการเงินของบริษัทฯ ประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2558**  
**Agenda 3 To approve the financial statements for the fiscal year ended 31 December 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 4 พิจารณามอบเงินปันผลประจำปี 2558****Agenda 4 To approve the dividend payment for the year 2015**

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

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

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:
- การแต่งตั้งกรรมการทั้งหมด หรือ / Vote for all the nominated candidates as a whole or
- เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล / Vote for an individual nominee
1. นายวินสัน มุง ชู ฮุย / Mr. Winson Moong Chu Hui
- เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
2. นายเทอร์เรนซ์ ฟิลิป เวียร์ / Mr. Terrence Philip Weir
- เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 6 พิจารณามอบค่าตอบแทนกรรมการประจำปี 2559****Agenda 6 To approve the directors' remuneration for the year 2016**

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

**วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีบริษัท ประจำปี 2559****Agenda 7 To approve the appointment of the Company's auditors for the year 2016 and to fix their remuneration**

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

**วาระที่ 8 พิจารณาวาระอื่นๆ (ถ้ามี)****Agenda 8 To consider any other business (If any)**

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

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ 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. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

## ใบประจำต่อหนังสือมอบอำนาจแบบ ข. Annex attached to the Proxy Form B.

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 วันศุกร์ที่ 29 เมษายน 2559 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 2016 to be held on Friday, 29 April 2016 at 14.00 hrs., at the Company's Head Office 65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok or on any date and at any postponement thereof.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Subject

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

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

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Subject

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

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

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain



วาระที่ \_\_\_\_\_ 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 \_\_\_\_\_

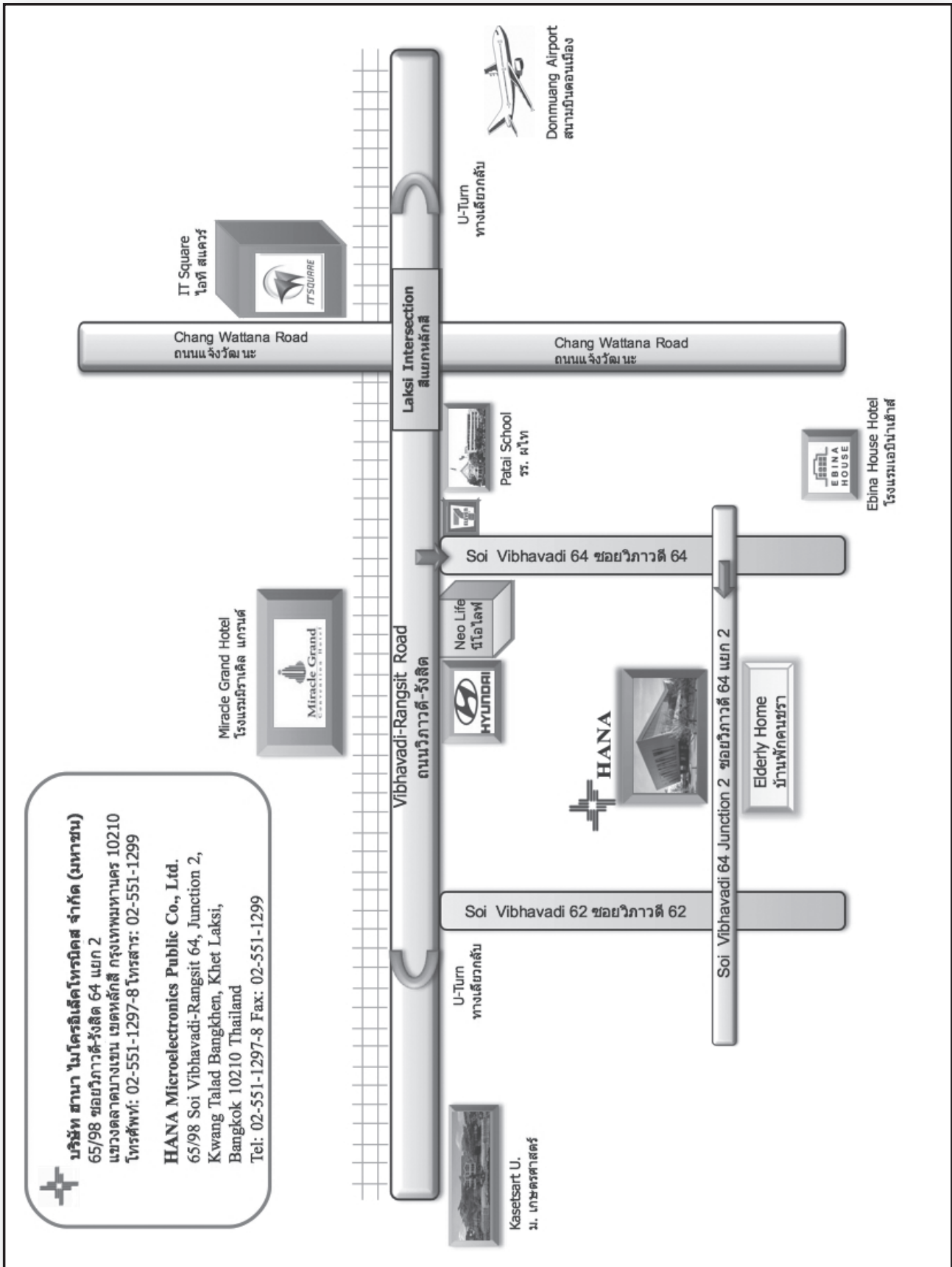
Director name

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 Bangkhen,  
Khet Laksi, Bangkok 10210, Thailand

Tel. 66 (0) 2551-1297, 66 (0) 2521-4935-9 Fax: 66 (0) 2551-1299, 66 (0) 2552-4906