



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

## **CHARTER OF NOMINATION COMMITTEE**

The Nomination Committee is a standing committee of the board of directors appointed to assist the board in fulfilling its responsibilities to shareholders in selecting the individuals qualified to serve as directors and recommending to the board candidates for nomination for election at the annual meeting of shareholders or to fill board vacancies with transparency, fairly and efficiently.

### **Committee composition and term of service:**

1. The Committee shall be comprised of at least three (3) directors and the majority will be the independent directors.
2. The Committee is appointed for the term of three (3) years. The Committee completing a term may be reappointed by the board of directors.
3. Chairman of the Committee shall not be the chairman of the board of directors.

### **Criteria on Nomination:**

The Nomination Committee has duties in assisting the board of directors and shareholders in consideration for qualified candidates to be proposed for nomination as directors when such positions become vacant.

The company has the policy to give right to shareholders to propose appropriate candidates for election to the board. The Nomination Committee is responsible for reviewing the qualification and performance of candidates or those directors who retired by rotation.

In its evaluation of candidates for the board, the Committee will have regard to normally accepted nomination criteria including:

- The ability to exercise sound business judgment
- Absence of conflicts of interest or other legal impediments to serving on the Board
- Willingness to devote the required time
- Availability to attend Board and Committee meetings
- Appropriate experience and/or professional qualifications
- Integrity and moral reputation
- Competencies in the following areas to ensure the board's overall suitability: Accounting and Finance, Industry knowledge, Marketing, other competencies as the nomination committee deems appropriate

When considering overall Board balance, the Committee will give due consideration of a diversity of missing skills, backgrounds, gender, and experiences and nominate individuals who could fill possible gaps.

#### **Authority and Responsibilities:**

1. To ensure a formal and transparent procedure for the appointments of new directors and key executive management (CEO, COO and CFO) to the board
2. To select the potential candidates whose qualifications best meet the criteria and propose to the board
3. To propose and review the executive management succession plan
4. To review annually the size and composition of the board and to recommend any proposed changes to the board

#### **Meeting:**

The Nomination Committee shall hold the meetings at least 2 times a year. There shall be no less than 2/3 of the Committee members present in the Meeting to constitute a quorum. The resolution of any meeting of the Nomination Committee will be passed by a majority vote.

#### **Reporting:**

Since the committee is appointed by the board to perform particular tasks, it is obliged to report to the board its progress and results. The committee shall also disclose in the annual report which shall be signed by the Nomination Committee's chairman.

#### **Charter Review:**

The Committee will review the Nomination Committee Charter annually and suggest revising as appropriate.

By the Board of Directors  
14 August 2013