



Hana Microelectronics Public Co., Ltd.

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
NO. 15/2008**

**Held at the Company's Head Office
10/4 Moo 3, Vibhavadi-Rangsit Rd., Kwang Talad Bangkhen,
Khet Laksi, Bangkok Metropolis
On April 30, 2008
10.40 hrs. - 13.20 hrs.**

Present:

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| 1) Mr. Bancha Tarnprakorn, | 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, Nomination Committee |
| 3) Mr. Winson Moong Chu Hui, | Executive Director, President and Chief Operating Officer |
| 4) Mr. Terrence Philip Weir, | Executive Director and Chief Financial Officer |
| 5) Mr. Voraphoj Thepvanaprasiddhi, | Independent Director, Audit Committee and Chairman of Nomination Committee and Proxy of shareholders |
| 6) Mr. Martin Enno Horn, | Independent Director, Audit Committee and Nomination Committee and Proxy of shareholders |
| 7) Ms. Saifon Inkaew, | The Company's external auditor (Ernst & Young Office Limited) |
| 8) Ms. Kamontip Lertwitworatep | The Company's external auditor (Ernst & Young Office Limited) |

Director Absence:

- | | |
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| 1) Mr. Nai Tao Liang | Executive Director, Corporate EVP Worldwide Sales & Business Development |
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Translator:

- Mrs. Puntipa Tantana, Corporate Manufacturing Administration 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 independent auditors.

He further informed the Meeting that **416** shareholders present at the meeting, in person or by proxy, represented **653,488,654** shares or **79 %** of **830,405,960** total issued shares, which is more than one-third (1/3) of the total units of 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 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. 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.
- Shareholders or proxies who would like to ask questions or give suggestion or opinion shall inform the Meeting for their names and the numbers of shareholding before proceeding.

Vote counting system:

- The objection or abstention shall be deducted from the agreed votes concerning each Agenda.
- The resolution of ESOP agenda items 7 and 10 shall be passed when receiving the majority vote of the eligible shareholders present at the meeting including proxies, which is to be more than 75% or more than 490,116,491 shares and no objection vote to be more than 10% or more than 65,348,865 shares of total votes. The Board of Directors and management of the Company who are eligible to receive the warrants according to agenda items 7 and 10 shall vote abstain on such matter.
- The resolution of other 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 326,744,327 shares.
- In case of a tie vote, the Chairman shall be entitled to a casting vote

After explained 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.

Item 1: To certify the Minutes of the Annual General Meeting of Shareholders No. 14/2007 that was held on April 30, 2007

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 14/2007, which was enclosed in the Notice of the Meeting distributed to shareholders in advance. The Chairman asked the Meeting to rectify an error in the minutes of meeting in Thai version as the total issued shares typed as 8,974,690 should be 827,124,690 shares.

Voting result: The Chairman informed the Meeting that the result of the vote count was 653,287,854 approval votes or equivalent to 99.97 % of total votes; 1,860,500 abstention votes or equivalent to 0.03 % of total votes and no objection votes. The Chairman opened for any question.

The Meeting resolved as follows:

Resolution: The Meeting approved the Minutes of the Annual General Meeting No. 14/2007 that was held on April 30, 2007 with the above resulted votes.

Item 2: To acknowledge the Company's performance for the year 2007

The Chairman reported the brief operation results of the Company during the year 2007 as follows:

The year 2007 was a difficult year operationally for the Hana Group with revenues up only 4% whilst operating profits were down 13% in THB terms. A combination of a continuing strengthening the THB/USD (up 9% over the year average during 2007), weakness in the first half of the year in the semiconductor industry, coupled with the move from Shanghai to JiaXing kept pressures on margins. In addition the rejection by shareholders to ratify the usual ESOP program added a further BHT 160M for the (substituted) quarterly performance bonus to SG&A costs.

Sales at our semiconductor operations in AYT decreased by 8% (up 1% in USD terms) with demand being soft for the first half and then stabilizing in the second half. The weakness came from the mobile hand set industry which recovered later on in the year. Continued price pressure and increases in facilities and commodity prices also contributed to margin pressure. That said, during 2007 AYT made significant strides in quality improvements and in roads towards diversifying our customer base into Taiwan and the growing QFN market which we anticipate will be significant in 2008 onwards.

Whilst sales at our JX IC operation grew an impressive 22% (34% in USD terms) despite a strengthening Yuan, our operating profit was similar to 2006 as higher cost and price reductions took their toll. This fledging operation is still very much in

its initial growth phase and we need to continue to establish our foundation of human resources and operational procedures. In fact to be profitable in effectively its first full year of operations, in a fiercely competitive arena, is a credit to the management. Furthermore, the customer base is starting to build from the dependency on our anchor customer which will further strengthen the operation.

When you consider the THB factor, our Microelectronics division in Lamphun had by all measures an exceptional and record year. Sales were up 23% (34% in USD terms) and operating profits were up 44%. A number of accounts such as our automotive customers, interconnect modules (for laptops) and GPS modules that the division has been nurturing over the past few years began to deliver results, and saw high growth. Computer mouse, timing devices and medical parts were also strong. With rising revenues, a concerted drive to improve productivity and reduce costs, paid dividends and improved margins significantly.

Our PCBA operations in JiaXing had a very difficult year. The move from Shanghai was costly with high human recourse turnover and relocation costs. Customers held back orders in the first quarter due to the perceived risks with the move which exacerbated the situation. Add this to the rising Yuan and added depreciation of the new facility, sales increased 1% (10% in USD terms) but operating profit dropped 72%. With this transitional year behind us JX Microelectronics has now stabilized and is expected to improve and perform positively.

Our CPG operations saw sales YOY decrease by 6% (up 3% in USD terms) and operating profits decline 21%. Weakness in the automotive LED business coupled with a major manufacturing process change hit sales and margins. We expect this business to remain difficult for at least the first half of 2008.

Ohio saw a reduction in its RFID tag assembly business resulting in a drop in revenues by 33%. However better than expect micro display assemblies now mainly used in the telecoms industry saw its operating loss reduce by 9% which is getting closer to breakeven.

Hana's financial 'key performance indices' for 2007 were:

- Total revenues of THB15.6 Billion (+4%)
- EBITDA of THB 2.8 Billion (-5%)
- Net cash at year end of THB 3.4 Billion (+11%)
- A dividend payout of THB1.30 / share (+7%) from the profits of 2007

Shareholder asked about the reason of moving the manufacturing plant from Shanghai to JiaXing and the impact from moving.

Mr. Richard David Han, the Executive Director answered that Shanghai Metropolitan's Authority wanted to build luxury condominiums and did not want any factories to be located there. Therefore, we decided to move to JiaXing's industrial area which closes to the airport and harbor port but a bit far away from the Shanghai inner city. JiaXing has labor cheaper than Shanghai 15% but in the fist stage we had the problem of personnel shortage especially engineer because people did not want to work far away from the city. However, we could manage our human

resources and settle now. Before moving, customers considered that we might have the problem of quality after we operated in the new factory so they placed high orders for the inventory buffer. Despite we had no quality problem, we had no any customer loss.

Shareholder asked further for what is the strategy of the company to compete with its competition.

Mr. Richard David Han advised that we highly focused on the quality of products and service we offer to our customers. We have been operating over 30 years where the major customers satisfy with our quality.

The Meeting resolved as follows:

The Meeting acknowledged the company performance for the year 2007

Item 3: To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2007

The Chairman proposed the Meeting to approve the audited 2007 financial statements, with details in the Annual Report.

Voting result: The Chairman informed the Meeting that the result of the vote count was 653,287,854 approval votes or equivalent to 99.97 % of total votes; 200,800 abstention votes or equivalent to 0.03 % of total votes and no objection votes. The Chairman opened for any question.

The Meeting resolved as follows:

Resolution: The Meeting approved the balance sheet and profit and loss statements for the year ended December 31, 2007 with the above resulted votes.

Item 4: To approve the dividend payment for the year 2007

The Chairman informed that the dividend policy of the Company is 30% to 100% of Net Profit after tax. With a strong balance sheet, a strong cash position and long-term shareholders' value, the Board intended to continue its policy for an annual dividend of approximately 44% of Year 2007 Net Profit after tax. Then, he proposed the Meeting to approve the declaration of annual dividend payment for the year 2007 at the rate of Baht 1.30 per share which the dividend is exemption of withholding tax as the dividend from net profits of BOI promoted business portion of the Company. The dividend will be paid to the shareholders whose names appear in the registration book on April 9, 2008 with the payment date on May 22, 2008.

Voting result: The Chairman informed the Meeting that the result of the vote count was 653,487,854 approval votes or equivalent to 99.999 % of total votes; 800 abstention votes or equivalent to 0.001 % of total votes and no objection votes. The Chairman opened for any question.

The Meeting resolved as follows:

Resolution: The Meeting approved the annual dividend payment of 2007 at the rate of Baht 1.30 per share with the above resulted votes.

Item 5: To approve the re-appointment of directors in place of those retired by rotation and approve the directors' remuneration for the year 2008

The 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. As the company invited shareholders to propose candidates to be elected for the directors since October 2007, there was no any proposal given. Therefore, the Chairman proposed the Meeting to consider the directors whose tenure has ended. This year, directors whose tenure has ended are:

1. Mr. Bancha Tarnprakorn – Independent director
2. Mr. Voraphoj Thepvaprasiddhi - 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, the Chairman proposed the Meeting to re-appoint by individual director as follows:

5.1 Appoint Mr. Bancha Tarnprakorn as the director for another term

Voting result: The Chairman informed the Meeting that the result of the vote count was 653,297,654 approval votes or equivalent to 99.97 % of total votes; 18,700 abstention votes or equivalent to 0.003 % of total votes and 172,300 objection votes or equivalent to 0.027 % of total votes.

5.2 Appoint Mr. Voraphoj Thepvaprasiddhi as the director for another term

Voting result: The Chairman informed the Meeting that the result of the vote count was 653,304,154 approval votes or equivalent to 99.971 % of total votes; 18,700 abstention votes or equivalent to 0.003 % of total votes and 165,900 objection votes or equivalent to 0.026 % of total votes.

5.3 Approve the total directors' remuneration for the year 2008

The Chairman proposed the Meeting to approve the total directors' remuneration for the year 2008 of not exceeding to Baht 10,000,000 with the detail enclosed in the Notice of the Meeting.

Voting result: The Chairman informed the Meeting that the result of the vote count was 652,909,954 approval votes or equivalent to 99.91 % of total votes; 62,800 abstention votes or equivalent to 0.01 % of total votes and 515,900 objection votes

or equivalent to 0.08 % of total votes. The Chairman opened for any question.

The Meeting resolved as follows:

Resolution: The Meeting appointed Mr. Bancha Tarnprakorn and Mr. Voraphoj Thepvapasiddhi to be the Company's directors for another term and approved the total directors' remuneration for the year 2008 of not exceeding to Baht 10,000,000 with the above resulted votes.

Item 6: To approve the appointment of the Company's auditor for the year 2008 and fix the auditor's remuneration

According to the Public Limited Companies Act and the Notification of Securities and Exchange Commission concerning to the election of external auditor, the company is required to appoint the auditor annually and rotate its auditor every five years. Starting from the fiscal year 2008. The Chairman informed to the Meeting that the Audit Committee recommended to rotate the auditor from Mrs. Saifon Inkaew, CPA Registration No. 4434 as she has reached the 5-year term with the Company and proposed the Meeting to appoint Ms. Kamontip Lertwitworatep C.P.A. Registration No. 4377 and/or Ms. Ratana Jala CPA License No. 3734 and/or Mrs. Nonglak Pumnoi CPA License No. 4172 of Ernst & Young to be the auditor of the Company with the remuneration of not exceeding to Baht 1,800,000 with the other BOI audit fees of 570,000 Baht for the existing BOI certificates. The brief profile of each proposed auditor was enclosed in the Notice of the Meeting for consideration. In the event those auditors are unable to perform their duties, Ernst & Young Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

Voting result: The Chairman informed the Meeting that the result of the vote count was 645,154,354 approval votes or equivalent to 98.724 % of total votes; 18,700 abstention votes or equivalent to 0.003 % of total votes and 8,315,600 objection votes or equivalent to 1.273 % of total votes. The Chairman opened for any question.

The Meeting resolved as follows:

Resolution: The Meeting approved the appointment of the external auditor and to fix their fee with the above resulted votes.

Item 7: To approve the issuance of ESOP Warrants with the exercise price set not below the market price amounting to 20,000,000 units and allocating to the directors, management and employees of the Company and its subsidiaries

The Chairman proposed the Meeting to approve the issuance of Warrants under an Employee Stock Option Plan with the exercise price set not below the market price amounting to 20,000,000 units to be allocated to the directors, management and employees of the company and its subsidiaries with the details, terms, conditions

and procedure for allocation as enclosed in the Notice of the Meeting.

Voting result: The Chairman informed the Meeting that the result of the vote count was 502,149,214 approval votes or equivalent to 76.84 % of total votes; 14,917,110 abstention votes or equivalent to 2.28 % of total votes and 136,422,330 objection votes or equivalent to 20.88 % of total votes. The Chairman opened for any question.

The Meeting resolved as follows:

Resolution: According to the SEC announcement Kor Jor 36/2544 subjected the issuance of new warrants issued to directors and employees, the resolution to pass the ESOP is to have the agreed vote more than $\frac{3}{4}$ of total shares attended and eligible to vote and the objection vote is not over than 10%. Therefore, the issuance of ESOP Warrants with the exercise price set not below the market price amounting to 20,000,000 units to be allocated to the directors, management and employees of the company and its subsidiaries was not approved as the objection vote was 20.88%.

Item 8: To approve the reservation of 20,000,000 ordinary shares at the par value of Baht 1 per share for the exercise of warrants issued according to Agenda 7

As Agenda 8 is related to Agenda 7 that did not pass the Meeting's resolution, therefore Agenda 8 also was not approved.

Resolution: The reservation of 20,000,000 ordinary shares at the par value of Baht 1 per share for the exercise of warrants issued according to Agenda 7 was not approved as a consequent of the voting result of Agenda 7.

Item 9: To approve the allocation condition of ESOP Warrants issued according to Agenda 7 to directors, management and employees of the Company and its subsidiaries

As Agenda 9 is related to Agenda 7 that did not pass the Meeting's resolution, therefore Agenda 9 also was not approved.

Resolution: The allocation condition of ESOP Warrants issued according to Agenda 7 to directors, management and employees of the Company and its subsidiaries was not approved as a consequent of the voting result of Agenda 7.

Item 10: To approve the issuance of ESOP Warrants with the exercise price set below the market price amounting to 41,000,000 units and allocating to directors, management and employees of the Company and its subsidiaries

The Chairman proposed the Meeting to approve the issuance of Warrants under an Employee Stock Option Plan with the exercise price set below the market price amounting to 41,000,000 units to be allocated to the directors, management and

employees of the company and its subsidiaries with the details, terms, conditions and procedure for allocation as enclosed in the Notice of the Meeting.

Voting result: The Chairman informed the Meeting that the result of the vote count was 400,072,513 approval votes or equivalent to 61.22 % of total votes; 14,919,910 abstention votes or equivalent to 2.28 % of total votes and 238,496,231 objection votes or equivalent to 36.50 % of total votes. The Chairman opened for any question.

The Meeting resolved as follows:

Resolution: According to the SEC announcement Kor Jor 36/2544 subjected the issuance of new warrants issued to directors and employees, the resolution to pass the ESOP is to have the agreed vote more than $\frac{3}{4}$ of total shares attended and eligible to vote and the objection vote is not over than 10%. Therefore, the issuance of ESOP Warrants with the exercise price set below the market price amounting to 41,000,000 units and allocate to the directors, management and employees of the company and its subsidiaries was not approved as the objection vote was 36.50 %.

Item 11: To approve the reservation of 41,000,000 ordinary shares at the par value of Baht 1 per share for the exercise of warrants issued according to Agenda 10

As Agenda 11 is related to Agenda 10 that did not pass the Meeting's resolution, therefore Agenda 11 also was not approved

Resolution: The reservation of 41,000,000 ordinary shares at the par value of Baht 1 per share for the exercise of warrants issued according to Agenda 10 was not approved as a consequent of the voting result of Agenda 10.

Item 12: To approve the allocation condition of ESOP warrants issued according to Agenda 10 to directors, management and employees of the Company and its subsidiaries

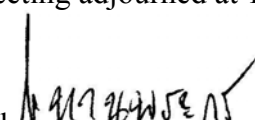
As Agenda 12 is related to Agenda 10 that did not pass the Meeting's resolution, therefore Agenda 12 also was not approved.

Resolution: The allocation condition of ESOP Warrants issued according to Agenda 10 to directors, management and employees of the Company and its subsidiaries was not approved as a consequent of the voting result of Agenda 10.

Item 13: Other business (if any)

The Chairman asked if any shareholders desired other matters to be discussed. As there was no any other item brought up, the Meeting adjourned at 13:20 hrs.



Signed  Chairman
(Mr. Bancha Tamprakorn)