



HANA

Microelectronics Public Co., Ltd.

10/4 Moo 3, Vibhavadi-Rangsit Road, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210
Tel: 66 (0) 2-5511297 Fax: 66 (0) 2-5511299

April 16, 2009

Subject: Notice of the Annual General Meeting of Shareholders No. 16/2009

To: Shareholders of Hana Microelectronics Public Company Limited

Enclosures:

- 1) Minutes of the Annual General Meeting of Shareholders No. 15/2008
- 2) 2008 Annual Report
- 3) Brief profiles of directors retired by rotation
- 4) Brief profiles of external auditors
- 5) Procedure to attend the meeting and Articles of Association concerning to the shareholders' meeting
- 6) Map of the Meeting location
- 7) Registration form (**Shareholders are required to bring in this form when attending the meeting.**)
- 8) Proxy form B.

Notice is hereby given that the sixteen Annual General Meeting of Hana Microelectronics Public Co., Ltd. will be held at Ebina House Hotel, 73/39 Soi Vibhavadi 64, Vibhavadi-Rangsit Road, Kwang Talad Bangkhen, Khet Laksi, Bangkok Metropolis on **April 30, 2009 at 14:00 hrs.**

Agenda of the Meeting

Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders No. 15/2008 that was held on April 30, 2008

Purpose and Reason: The Minutes of the Annual General Meeting of Shareholders No. 15/2008 that was held on April 30, 2008 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 <http://www.hanagroup.com>.

Board's opinion: The Meeting Minutes No. 15/2008 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders No. 15/2008 should be certified.

Agenda 2: To acknowledge the operation results of the Company in 2008

Purpose and Reason: The Company performance during 2008 is presented in the Annual Report as detailed per attachment No. 2.

Board's opinion: The Board recommends to shareholders to acknowledge the operation results of the Company for the year 2008 as proposed.

Agenda 3: To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2008

Purpose and Reason: In compliance with the Public Companies Act, the Company must prepare the balance sheet and profit and loss statements at the end of fiscal year and ensure that they are audited by the auditor before presenting them for shareholders' approval. Details are in the Annual Report under section of Financial Statements, which is incorporated as attachment No. 2 to this notice.

Board's opinion: The Board recommends to shareholders that the audited balance sheet and profit and loss statements for the financial period year ended December 31, 2008 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 2008

Purpose and Reason: 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.

Board's opinion: The Board recommends to shareholders to approve the annual dividend payment for the financial year ended December 31, 2008 to be Baht 1.20 per share. The Shareholder Register Book for the right to receive the dividend has been recorded on March 16, 2009 and gathered the shareholders list as specified in section 225 of the Securities and Exchange Act by closing the register book suspending share transfer (Closing Date) on March 17, 2009. The payment will be made on May 14, 2009. The dividends derived from a BOI promoted business are tax exemption.

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

(Baht/Share)

Year	Interim Dividend	Annual Dividend	Total Dividend	% Pay out
2008 Proposed	-	1.20	1.20	52%
2007	-	1.30	1.30	44%

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

Purpose and Reason: According to the Company's Articles of Association, one-third of directors, who have served the longest term, must retire by rotation at Annual General Meeting. Those directors are Mr. Richard David Han and Mr. Martin Enno Horn 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. 3 to serve as the board members for another term.

Board's opinion: 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 2009

Purpose and Reason: The remuneration of directors is considered according to the scope of responsibilities of individual directors, the Company's overall performance and the market conditions. It is also reviewed with other companies in the same industry. The remuneration has been determined by the Board and proposed to shareholders for approval.

Board's Remuneration: The Board recommends to shareholders to approve the remuneration of directors in the amount not exceeding Baht 10,000,000, which is the same total amount as 2008. In order to reflect the risks, work complexity and involvement, the Board further proposes remuneration package be adjusted from previous year as follows.

Position	Meeting Allowance (Baht) Y2008	Meeting Allowance (Baht) Y2009	Bonus
Chairman of the Board and sub-committee	50,000 Baht	85,000 Baht	Minimum one month depending on the company performance
Independent Directors	30,000 Baht	50,000 Baht	Minimum one month depending on the company performance
Executive Directors*	-	-	-

* For executive directors, they receive the remuneration as the company management/employees.

Agenda 7: To approve the appointment of the Company's auditor for the year 2009 and to fix the auditor's remuneration

Purpose and Reason: In compliance with the Public Companies Act, shareholders shall approve the appointment of auditors and determine the audit fee for each fiscal year.

Board's opinion: The Audit Committee has considered and proposed the appointment of the external auditors from Ernst & Young Office Limited as per detailed attachment No. 4 to be the auditors in 2009 and proposed the remuneration fees not exceeding Baht 1,800,000.

Upon the consideration of Audit Committee, the Board recommends to shareholders to approve the appointment of Ms. Kamontip Lertwitworatep C.P.A. Registration No. 4377 and/or Ms. Ratana Jala C.P.A. Registration No. 3734 and/or Mrs. Nonglak Pumnoi C.P.A. Registration No. 4172 of Ernst & Young Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the fiscal year 2009 for a total remuneration of Baht 1,800,000. 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.

Ms. Kamontip Lertwitworatep is the auditor of the Company since 2008. She has experiences, skills, and qualification suitably to serve as the auditor of the Company while Ernst & Young has been providing the adequacy and quality of services and maintained a strong independent position throughout their services with the Company. The comparison of audit fee with last year is as follows.

Year	Audit Services Fee (Baht)	% Increase	BOI audit fee (Baht)*	Other non-audit fee
2009	1,800,000	-	660,000	-
2008	1,800,000	-	570,000	-

* According to the number of existing BOI certificates each year

Agenda 8: To approve the offset of excess cost of investment over net book value of the subsidiary companies in the amount of Baht 154,975,555 from the un-appropriated profits in consolidated equity

Purpose and Reason: As presented in the consolidated financial statement year ended 31 December 2008, the statement of changes in shareholders' equity presents the excess of cost of investment over net book value of the subsidiary companies amounting to Baht 154,974,555. This excess cost is proposed to offset with un-appropriated retained earnings to present clearer financial statement.

Board's opinion: The excess of cost of investment over net book value of the subsidiary companies amounting to Baht 154,874,555 is the goodwill that came from the acquisition of Omac Sales Limited in 1992 by Hana Microelectronics Limited. The acquisition was part of the group restructure at that time, in preparation for the listing of the Company. Hana Microelectronics Limited was the Company (before it was converted to the public company) of which watch movement assembly was one of the major activities whereas Omac Sales was the company in Hong Kong which handled the watch movement sales (which was the major product of the group). Since that time, the Company holds 100% shareholding of Omac Sales Limited. From the restructure, the Company had set the provision for goodwill by deduction from the consolidated shareholders' equity which can be done according to the accounting standard at that time.

In order to present the clearer financial information, the Board recommends shareholders to approve the offset of excess cost of investment over net book value of the subsidiary companies amounting to Baht 154,975,555 (which has been deducted in the consolidated shareholders' equity) from the un-appropriated profits in consolidated equity. The result of this adjustment shall reduce the un-appropriated retained earnings in the consolidated financial statement to be Baht 9,235,578,127. From the result of this offset, only the balance sheet presentation is changed. There will not be any impact on the assets, liabilities, shareholders funds or cash flow of the group.

Agenda 9: To consider any other business

The Shareholder Register Book for the right to attend the Meeting is recorded on March 16, 2009. Also, March 17, 2009 is the registered book closing date on which the shareholders list as specified in section 225 of the Securities and Exchange Act shall 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 welcome to e-mail questions in advance to the Company at the address: jirapak@hanabk.th.com or to the facsimile number 66-2-5511299.

By order of the Board



บริษัท ฮานา ไมโครอิเล็กทรอนิกส์
จำกัด (มหาชน)
*Hana Microelectronics
Public Company Limited*

(Mr. Bancha Tarnprakorn)
Chairman of the Board

(Mr. Richard David Han)
Executive Vice Chairman



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10/4 Moo 3, Vibhavadi-Rangsit Road, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210

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

Attachment No. 1

**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:

- | | |
|-----------------------------------|--|
| 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 Thepvanaprasidhi, | 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:

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

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.

Agenda 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.

Agenda 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 first 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 the factory relocation, we did not have any quality problems, and did not suffer and any loss of customers.

A 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.

Agenda 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.

Agenda 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.

Agenda 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 Thepvaprasiddhi 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.

Agenda 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. 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.

Agenda 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%.

Agenda 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.

Agenda 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.

Agenda 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 %.

Agenda 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.

Agenda 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.

Agenda 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 Tarnprakorn)

<p>Name:</p> <p>Position for election:</p>	<p><u>MR. RICHARD DAVID HAN</u></p> <p>Executive Director</p>	
<p>Age:</p>	<p>51 years</p>	
<p>Education:</p>	<ul style="list-style-type: none"> • B.A. Business Studies, Westminster, London, UK • M.B.A. (Marketing) City University, London, UK 	
<p>Number of years on the director:</p>	<p>20 years</p>	
<p>Experiences:</p>	<ul style="list-style-type: none"> • 1989 – present: Executive Vice Chairman and Chief Executive Officer • November 2004 - present, Member of Nomination Committee 	
<p>IOD Training Courses:</p>	<ul style="list-style-type: none"> • Directors Accreditation Program (DAP) 57/2006 • Understanding the Fundamental of Financial Statements (UFS) 4/2006 	
<p>Number of shareholding as of 31 December 2008:</p>	<p>1,040,000 shares or 0.125% of total shares</p>	
<p>Meeting attendance in 2008:</p>	<ul style="list-style-type: none"> • Board of Directors Meeting 5/5 times • Audit Committee Meeting 4/4 times • Nomination Committee Meeting 1/1 time • Annual General Meeting of Shareholders 1/1 time 	
<p>Take the position as the director or management in other companies:</p>	<ul style="list-style-type: none"> • Subsidiaries of Hana:- 1) Hana Semiconductor (BKK) Co., Ltd. 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. • Non-listed Company:- 1) Omac (HK) Limited 2) Omac Limited • Listed Company:- 1) Thai British Security Printing Public Co., Ltd. 	
<p>Take the position as the director or management in other companies that could lead to potential conflict of interest:</p>	<p>None</p>	
<p>Conflict of Interest Disclosure with the Company, subsidiaries or affiliates (present and past 2 years):</p>	<p>None</p>	
<p>Performance in 2008:</p>	<ul style="list-style-type: none"> • Demonstrate the leadership, initiative and setting high personal standards to accomplish goals and objectives with a high level of personal drive and energy • Lead companies to cope with global economic crisis by using creative, adapting problem-solving strategies under uncertainties and complexities • Create a sense of trustworthiness in Board/CEO relations • Oversee the procedure of the director's appointment including other duties as Nomination Committee member • Promote the implementation of good corporate governance principles that are suitable and practical to the best interest of the Company and stakeholders 	

Profile of Director Retired by Rotation

Name:	<u>MR. MARTIN ENNO HORN</u>	
Position for election:	Independent Director	
Age:	65 years	
Education:	<ul style="list-style-type: none"> • Bachelor of Electronic Engineering, California Polytechnics, U.S.A. • AEA Executive Business Institute, Stanford University, U.S.A 	
Number of years on the director:	8 years	
Experiences:	<ul style="list-style-type: none"> • May 2001 – present, Independent Director and Member of Audit Committee • November 2004 - present, Member of Nomination Committee 	
IOD Training Courses:	<ul style="list-style-type: none"> • Directors Accreditation Program (DAP) 57/2006 	
Number of shareholding as of 31 December 2008:	0 shares or 0% of total shares	
Meeting attendance in 2008:	<ul style="list-style-type: none"> • Board of Directors Meeting 4/5 times • Audit Committee Meeting 3/4 times • Nomination Committee Meeting 1/1 time • Annual General Meeting of Shareholders 1/1 time 	
Take the position as the director or management in other companies:	President of M/R International, Inc., USA.	
Take the position as the director or management in other companies that could lead to potential conflict of interest:	None	
Conflict of Interest Disclosure with the Company, subsidiaries or affiliates (present and past 2 years):	None	
Performance in 2008:	<ul style="list-style-type: none"> • Perform duties as the Audit Committee member such as reviewing the company's financial reporting and internal control system, monitoring the related party transaction and ensuring compliance with applicable laws and regulations • Capable of expressing opinions independently and unbiased • Oversee the procedure of the director's appointment including other duties as Nomination Committee member • Promote the implementation of good corporate governance principles that are suitable and practical to the best interest of the Company and stakeholders 	

Definition of Independent Directors:

To ensure that the board includes such directors who can exercise their best judgment, a director who is identified as “independent” shall be affirmatively determined that such director meets the requirement established by the Securities Exchange of Commission (SEC). In particular, an independent director is a director who:

- 1) hold shares less than 1% of the number of shares eligible to vote
- 2) who is not an executive director, employee, or consultant who receives remuneration from the company or any of its subsidiaries, who is also neither a controlling person of the company or subsidiaries nor a related person at least for the past one (1) year
- 3) has no business relationship or benefits directly or indirectly with both financial and management of the company, any its subsidiaries, or related person that deprives such independence
- 4) is not an immediate family member of management, major shareholder of the company and any of its subsidiary, nor any person who might have a conflict of interest and is not appointed as a representative to preserve the interests of the company's director and major shareholders

1. Ms. Kamontip Lertwitworatep, CPA License No: 4377



Current position: Certified Public Accountant, Ernst & Young Office Limited

Past 5 years of Hana's auditor:

- 2008 - Hana Microelectronics Public Co., Ltd.
- 2008 - Hana Semiconductor (BKK) Co., Ltd., Hana Semiconductor (Ayutthaya) Co., Ltd.

Education: Bachelor and Master Degree in Accounting, Thammasat University

Age: 40 years

Number of shareholding: 0 share as of 31 December 2008

Meeting attendance: 4/4 of Audit Committee Meeting

Key qualification:

- Over 18 years' experience of auditing with one year secondment to Ernst & Young - San Jose, including significant amounts of work in listed and multi-national companies
 - Licensed auditor of Securities Exchange Commission
 - No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders
-

2. Ms. Ratana Jala, CPA License No: 3734



Current position: Certified Public Accountant, Ernst & Young Office Limited

Past 5 years of Hana's auditor: None

Education: Bachelor Degree in Accounting, Chiangmai University
Master Degree in Accounting, Thammasat University

Age: 43 years

Number of shareholding: 0 share as of 31 December 2008

Meeting attendance: None

Key qualification:

- Over 21 years' experience of auditing with one year secondment to Ernst & Young - New York Office, including significant amounts of work in listed and multi-national companies
 - Licensed auditor of Securities Exchange Commission
 - No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders
-

3. Mrs. Nonglak Pumnoi, CPA License No: 4172



Current position: Certified Public Accountant, Ernst & Young Office Limited

Past 5 years of Hana's auditor: None

Education: Bachelor degree in Accounting, Chulalongkorn University

Age: 40 years

Number of shareholding: 0 share as of 31 December 2008

Meeting attendance: None

Key qualification:

- Over 18 years' experience of auditing, including significant amounts of work in listed and multi-national company. She has been involved in our firm's audit innovation and IT technology
 - Licensed auditor of Securities Exchange Commission
 - No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders
-

Registration procedures for attending the Annual General Meeting:

On the Meeting day, shareholders or appointees can register and submit the required documents for verification at the Meeting place from 12:00 hrs. onward.

As the Company uses the barcode system for attendance registration and voting count, it is required the shareholders or proxy holders to bring in the barcode registration form to the meeting for faster process.

Document and evidence to be declared on the meeting day are as follows.

1. Shareholders who attend the meeting in person

- 1.1 The Bar Code Registration Form to facilitate the registration process
- 1.2 The identification card or government official identification or passport (for non-Thai nationals) for registration

2. Proxy of shareholders

- 2.1 The Bar Code Registration Form
- 2.2 The completed Bar Code Proxy Form B. including affix the duty stamp of 20 Baht to the proxy form. In case any shareholders would like to use other proxy forms (form A. and form C.), please download at the company website: <http://www.hanagroup.com> under the section Press Release.
- 2.3 Attach the following proof of identity

Ordinary person:

- a) A certified copy of identification card, government official identification or passport (for non-Thai nationals) of shareholder and appointee

Juristic person registered in Thailand:

- a) A certified copy of affidavit issued by Ministry of Commerce
- b) A certified copy of identification card of appointee




Juristic person registered outside Thailand:

- a) Power of attorney with signature of authorized director
 - b) A certified copy of affidavit issued by Ministry of Commerce (In case of juristic registered in Thailand being an appointee)
 - c) A certified copy of identification card of appointee
- 2.4 If a shareholder prefers to appoint Hana independent directors to be the proxy, please appoint one of these directors.
- a) Mr. Bancha Tarnprakorn, Chairman of the Board of Directors and Audit Committee
 - b) Mr. Voraphoj Thepvanapasiddhi, Audit Committee
 - c) Mr. Martin Enno Horn, Audit Committee
- 2.5 For your convenience, please submit the completed proxy form to the company at least one day prior to the meeting date.

Contact person:

1. Ms. Penpimol Kotchabhakdi Tel: 66-2-5511297 ext. 224, Fax: 66-2-5511299
2. Ms. Jirapa Kongmanee Tel: 66-2-5511297 ext. 117, Fax: 66-2-5511299

Details of Independent Directors (Proxy)

Name:	<u>Mr. Bancha Tarnprakorn</u> 	<u>Mr. Voraphoj Thepvanaprasiddhi</u> 	<u>Mr. Martin Enno Horn</u> 
Position:	Chairman of Board of Directors, Chairman of Audit Committee	Audit Committee, Chairman of Nomination Committee	Audit Committee and Nomination Committee
Age:	73 years	69 years	65 years
Education:	- Diploma of Institute of Bankers, London, UK	- Graduate Diploma International Business Administration WLU, Ontario, Canada - Bachelor degree of Engineer, Chulalongkorn University	- Bachelor of Electronic Engineering, California Polytechnic, U.S.A - AEA Executive Business Institute, Stanford University, U.S.A
Experience:	<u>2002 – present</u> Independent director of Hana Microelectronics PCL <u>2000 – 2004</u> Independent Director of Asia Credit PCL.	<u>2000 – present</u> Independent director of Hana Microelectronics PCL <u>1979 – 1999</u> Management of Hana Semiconductor (BKK) Co., Ltd.	<u>2001 – present</u> Independent director of Hana Microelectronics PCL <u>2004 – present</u> President of M/R International, Inc.
Take the position as the director or management in other companies that could lead to potential conflict of interest:			
<ul style="list-style-type: none"> • None for all 			
Interest in AGM 2009:			
<ul style="list-style-type: none"> • All interested directors under the agenda on directors' remuneration. • Mr. Martin is the interested director under the agenda of re-appointment of director retired by rotation. 			

Articles of Association of 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 is 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 sui 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

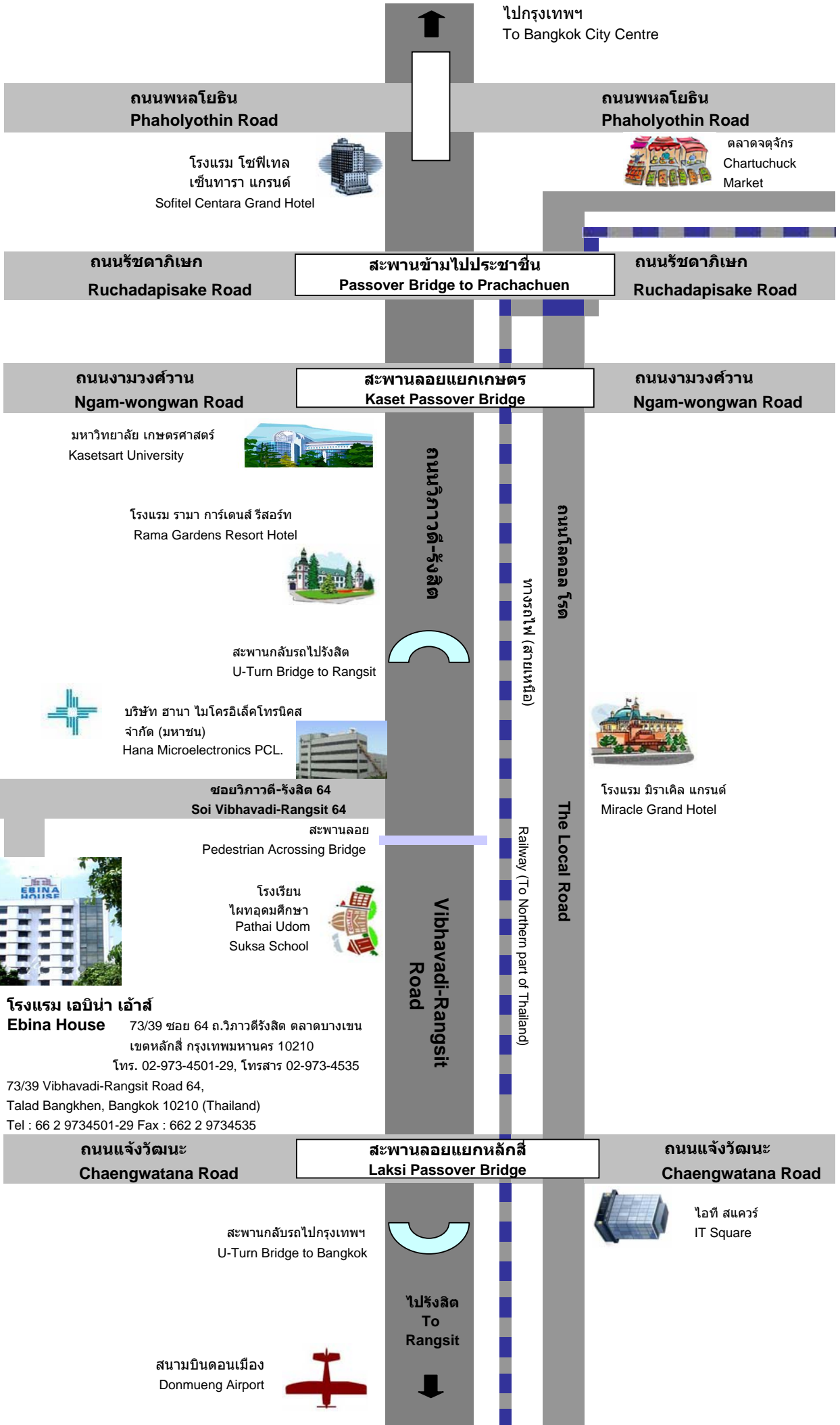
The Chairman may postpone a general meeting with the consent of the meeting. However, in the succeeding meeting no other business may be discussed or transacted except the business pending from the previous meeting.

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.

ไปกรุงเทพฯ
To Bangkok City Centre



ถนนพหลโยธิน
Phaholyothin Road

โรงแรม โซฟีเทล
เซ็นทารา แกรนด์
Sofitel Centara Grand Hotel

ถนนพหลโยธิน
Phaholyothin Road

ตลาดจตุจักร
Chartuchuck
Market

ถนนรัชดาภิเษก
Ruchadapisake Road

สะพานข้ามไปประชาชื่น
Passover Bridge to Prachachuen

ถนนรัชดาภิเษก
Ruchadapisake Road

ถนนงามวงศ์วาน
Ngam-wongwan Road

มหาวิทยาลัย เกษตรศาสตร์
Kasetsart University



โรงแรม รามา การ์เด้นส์ รีสอร์ท
Rama Gardens Resort Hotel



สะพานกลับรถไปรังสิต
U-Turn Bridge to Rangsit



บริษัท ฮานา ไมโครอิเล็กทรอนิกส์
จำกัด (มหาชน)
Hana Microelectronics PCL.



ซอยวิภาวดี-รังสิต 64
Soi Vibhavadi-Rangsit 64

สะพานลอย
Pedestrian Crossing Bridge

โรงเรียน
ไพฑูริย์ศึกษา
Pathai Udom
Suksa School



โรงแรม เอบิน่า เฮ้าส์

Ebina House 73/39 ซอย 64 ถ.วิภาวดีรังสิต ตลาดบางเขน
เขตหลักสี่ กรุงเทพมหานคร 10210
โทร. 02-973-4501-29, โทรสาร 02-973-4535
73/39 Vibhavadi-Rangsit Road 64,
Talad Bangkhen, Bangkok 10210 (Thailand)
Tel : 66 2 9734501-29 Fax : 662 2 9734535

ถนนแจ้งวัฒนะ
Chaengwatana Road

สะพานลอยแยกหลักสี่
Laksi Passover Bridge

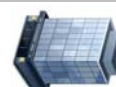
ถนนแจ้งวัฒนะ
Chaengwatana Road

สะพานกลับรถไปกรุงเทพฯ
U-Turn Bridge to Bangkok

สนามบินดอนเมือง
Donmueng Airport



ไปรังสิต
To
Rangsit



ไอที สแควร์
IT Square