



**HANA**  
**Microelectronics Public Company Limited**

**Notice of 2023**  
**Annual General Meeting of Shareholders**  
**Friday, 28 April 2023 at 14.00 hrs.**

The Company's Headquarters,  
65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen,  
Khet Laksi, Bangkok 10210

For registration, shareholders and/or proxies who attend the AGM please bring the Barcode AGM Invitation Form and the completed Proxy Form (in case of proxy) as well as identification evidence.

Registration starts at 12:30 hrs. – No souvenir giving, no lunch, no tea and coffee provided but the Company will prepare a snack box and drinking water set for each person attending the meeting.

The Company regards to shareholders' health and safety as the top priority. The Company requests cooperation from shareholders to wear face mask to protect when in public areas to reduce risk of spreading or getting infected of COVID-19.

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## Document sent by postmail to shareholders

1. Barcode AGM Invitation Form for the meeting registration and QR Code to download following digital documents.
  - 1.1 Notice of 2023 AGM in PDF file
  - 1.2 56-1 One Report 2022 in PDF file
2. Summary of the meeting agenda items and the opinion of the Board of Directors



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

65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen, Khet Laksi,  
Bangkok 10210, Thailand  
Tel: 0 2551 1297-8 Fax: 0 2551 1299

31 March 2023

**Subject: Notice of the Annual General Meeting of Shareholders Year 2023**  
**To: Shareholders of Hana Microelectronics Public Company Limited**

Notice is hereby given that the Annual General Meeting Year 2023 of Hana Microelectronics Public Co., Ltd. will be held at **the Company's Headquarters, 65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210, Thailand on Friday, 28 April 2023 at 14:00 hrs.**

**Agenda of the Meeting**

**Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders Year 2022 that was held on 29 April 2022**

**Facts and Reasons:** The Minutes of the Annual General Meeting of Shareholders Year 2022 that was held on 29 April 2022 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 <https://www.hanagroup.com>.

**Board's opinion:** The Meeting Minutes Year 2022 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders Year 2022 should be approved.

**Special interest of independent directors in this agenda:** None

**Required votes for resolution:** The resolution for this agenda requires the majorities' votes of shareholders who attend the meeting and being entitled to vote at the meeting.

**Agenda 2: To acknowledge the Company's operation results for the year 2022**

**Facts and Reasons:** The Company performance during 2022 is presented in the 56-1 One Report.

**Board's opinion:** The Board recommends to shareholders to acknowledge the operation results of the Company for the year 2022 as proposed.

**Special interest of independent directors in this agenda:** None

**Required votes for resolution:** This agenda is for acknowledgement, therefore there is no vote casting.

**Agenda 3: To approve the financial statements for the fiscal year ended 31 December 2022**

**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 56-1 One Report under the section of Financial Statements.

**Board's opinion:** The Board recommends to shareholders that the audited financial statements for the financial period year ended 31 December 2022 and the auditor's report, all of which have been reviewed by the Audit Committee, be approved as proposed.

**Special interest of independent directors in this agenda:** None

**Required votes for resolution:** The resolution for this agenda requires the majorities' votes of shareholders who attend the meeting and being entitled to vote at the meeting.

**Agenda 4: To approve the dividend payment for the year 2022**

**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 of the dividend policy and the Company's performance in 2022, the Board recommends paying the final dividend for the financial year ended 31 December 2022 at Baht 0.50 per share with the Record Date on 14 March 2023 and the dividend payment made on 16 May 2023. 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 so the final dividend paid is Baht 0.50 per share net.

The Company paid an interim dividend from the net profit of the first six month period of 2022 at the rate of Baht 0.50 per share on 14 December 2022. The dividend of Baht 0.50 per share was paid from the net profit from BOI promoted businesses which had the tax exemption so the net dividend paid was Baht 0.50 per share. Therefore, the total dividend payment for the financial year ended 31 December 2022 will be Baht 1.00 per share gross or Baht 1.00 per share net.

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

Details of Dividend Payment	The fiscal year ended 31 December 2022 (Proposed)	The fiscal year ended 31 December 2021
1. Net Profit (based on consolidated financial statements) (Baht)	2,102,071,405	1,545,313,361
2. Number of shares (share)	804,878,860	804,878,860
3. Earning per share (Baht/share)	2.61	1.92
4. Total dividend (Baht/share)	<b>1.00</b>	<b>2.00</b>
• Interim dividend	0.50	1.00
• Final dividend	0.50	1.00
5. Total Dividend paid (Baht)	804,878,860	1,408,538,005
6. Percentage of total dividend payment against the net profit	38%	104%

**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 30 November 2022 at the rate of Baht 0.50 per share and to approve the final dividend payment from the retained earnings and net profits of the financial year ended 31 December 2022 to be Baht 0.50 per share. The total 2022 dividend payment will be Baht 0.50 per share, or Baht 804 million. For the final dividend Baht 0.50, the Board had determined the record date on 14 March 2023 and the payment date on 16 May 2023. The right to receive the final dividend depends on the resolutions of the Annual General Meetings of Shareholders.

**Special interest of independent directors in this agenda:** None

**Required votes for resolution:** The resolution for this agenda requires the majorities' votes of shareholders who attend the meeting and being entitled to vote at the meeting.

**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. This year, directors whose tenure has ended are:

1. Mr. John Thompson to be re-elected as an independent director
2. Mrs. Sunun Thongbai to be re-elected as an independent director
3. Mr. Stephanus Josephus Hendrikus Brader to be re-elected as an independent director

From October - December 2022, the Company invited shareholders to propose candidates to be elected as the directors, and no proposals were raised by shareholders. Therefore, the Nomination Committee has considered all directors who are subject to retirement by rotation and proposed to re-elect each director as detailed per attachment no. 2 due to being satisfied with their performance, their balance of knowledge and skills combined with their

diversity and business experience which provides a major contribution to the proper functioning of the Board and its committees.

**Board’s opinion:** The Company has given the opportunity to its shareholders to nominate candidates to be elected as the directors but no proposals were submitted. Therefore, the Board upon the recommendation of the Nomination Committee, considered those two directors for the re-election. Through the screening process, the Board has determined that Mr. John Thompson, Mrs. Sunun Thongbai and Mr. Stephanus Josephus Hendrikus Brader, independent directors, have the qualifications appropriate to the business operation of the Company and in accordance to the related laws of independent director qualification requirements so the Board recommends shareholders to approve the appointment of two directors to be re-elected for another term.

**Special interest of independent directors in this agenda:** Mr. John Thompson, Mrs. Sunun Thongbai and Mr. Stephanus Josephus Hendrikus Brader have the interest in this agenda.

**Required votes for resolution:** The resolution for this agenda requires the majorities’ votes of shareholders who attend the meeting and being entitled to vote at the meeting.

**Agenda 6: To approve the directors’ remuneration for the year 2023**

**Facts and Reasons:** The remuneration of directors is considered according to the scope of responsibilities of individual director, the Company’s overall performance and the market conditions. The remuneration has been determined by the Board and proposed to shareholders for approval. The basis of remuneration is to pay to the independent directors for the meeting attendance fee and bonus 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 2023 not over than Baht 5,000,000 which is the same rate as previous year.

The total package compared to last year is as follows.

Directors’ Remuneration	Y2023 (Proposed)			Y2022		
	Meeting Allowance	Bonus	Other benefits	Meeting Allowance	Bonus	Other benefits
Chairman of the Board	Baht 94,750 /time	At least half time of the meeting allowance depend on the Company performance	None	Baht 94,750 /time	Min. 1 time depend on the Company performance	None
Independent Directors	Baht 56,650 /time	At least half time of the meeting allowance depend on the Company performance	None	Baht 56,650 /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.

**Special interest of independent directors in this agenda:** All of independent directors have the interest in this agenda.

1. Mr. John Thompson, the Chairman of the Board and the independent director
2. Ms. Pornphan Abhamongkol, the independent director
3. Mrs. Sunun Thongbai, the independent director
4. Mr. Stephanus Josephus Hendrikus Brader, the independent director

Besides the Board's remuneration above, none of independent directors have any special interest.

**Required votes for resolution:** The resolution for this agenda requires the majorities' votes of shareholders who attend the meeting and being entitled to vote at the meeting.

**Agenda 7: To approve the appointment of the Company's auditors for the year 2023 and to fix their remuneration**

**Facts and Reason:** In compliance with the Public Companies Act, section 120, 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 to be the Company's auditors in 2023 and proposed the remuneration fees not exceeding Baht 2,450,000.

**Board's opinion:** Upon the consideration of Audit Committee, the Board recommends to shareholders to approve the auditors' appointment and the remuneration as follows.

1. Ms. Kamontip Lertwitworatep, C.P.A. Registration No. 4377 and/or
2. Mrs. Sarinda Hirunprasurtwutti, C.P.A. Registration No. 4799 and/or
3. Mr. Wichart Lokatekrawee, C.P.A. Registration No. 4451

of EY Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. In addition, EY Office Limited will be appointed as the auditor of the subsidiaries in Thailand for the year 2023 as details per attachment 3.

The proposed auditors have experiences, skills, and qualification suitably to serve as the auditors 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. 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.

The Board upon the consideration of the Audit Committee recommends the shareholders to approve the audit fees for the year 2023 in the amount not exceeding Baht 2,450,000.

The comparison of the auditors' remuneration with the previous year is as follows.

**Audit Fee**

Auditor's remuneration	Y2023 (Proposed)	Y2022	% change
Financial audit fees	2,450,000	2,450,000	-
<b>Total</b>	<b>2,450,000</b>	<b>2,450,000</b>	<b>-</b>

**Remark:**

The fee is excluded out-of-pocket expenses such as travel expenses and others which the Company paid the actual expenses incurred.

**Non-Audit Fee**

Non-audit fees	Y2023 (Proposed)	Y2022	% change
1. BOI audit fee (Baht/certificate)	90,000	90,000	-
2. Inventory destruction audit fee (Baht/time)	20,000	20,000	-
3. Other non-audit fees (Baht)	None	None	-

**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 each year.

**Special interest of independent directors in this agenda:** None

**Required votes for resolution:** The resolution for this agenda requires the majorities' votes of shareholders who attend the meeting and being entitled to vote at the meeting.

**Agenda 8: To approve the plan for the increase of the Company's registered capital under a general mandate**

**Facts and Reasons:** In order to support the Company's future business expansion plan on a continuous basis, the Company requires the flexibility to raise funds to support business operations of subsidiaries from the equity capital market in a timely manner, when the Company has necessity to use the fund. The proposed increase in registered capital is to provide the Company with the flexibility to increase capital via Private Placement under general mandate per Agenda 11.

**Board's opinion:** The Board recommends to shareholders to approve the plan for the increase of the Company's registered capital under a general mandate in the amount of not exceeding Baht 80,487,886 (or representing approximately 10 percent of the Company's paid-up capital) by issuing not exceeding 80,487,886 new ordinary shares with a par value of Baht 1.00 per



share for offering to Private Placement under general mandate with the details provided in the Attachment 4 - Capital Increase Report Form.

**Special interest of independent directors in this agenda:** None

**Required votes for resolution:** The resolution for this Agenda requires a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and having the right to vote.

**Agenda 9: To approve the decrease of the registered capital by Baht 169,525,040 from the existing registered capital of Baht 974,403,900 to Baht 804,878,860 and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital**

**Facts and Reasons:** In compliance with the Public Companies Act, section 136, the Company may increase its registered capital by issuing new shares and all of the shares must have been sold and fully paid-up. The Company is required to decrease the registered capital by Baht 169,525,040 from the existing registered capital of Baht 974,403,900 to Baht 804,878,860 by cancelling 169,525,040 shares with a par value of Baht 1.00, such that, the Company is able to increase the registered capital under the General Mandate of which notified in agenda 8.

**Board's opinion:** The Board recommends to shareholders to approve the decrease of the Company's registered capital by Baht 169,525,040 from the existing registered capital of Baht 974,403,900 to Baht 804,878,860 by cancelling Baht 169,525,040 of authorized but unissued ordinary shares at par value of 1 Baht per share and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the registered capital as follows.

Clause 4: Registered capital:	Baht 804,878,860
Divided into ordinary share:	804,878,860 shares
Par value per share:	Baht 1.00
Preferred share:	None

To authorize the Board of Directors or the person delegated by the authorized director acting on behalf of the Company has the power to take any action as necessary and in relation to the Capital decrease of the registered capital and the amendment to Clause 4 of the Memorandum of Association of the Company (Registered Capital) and to approve the authorization to the Board of Directors to make any amendment according to the order, recommendation or opinion of the Registrar of the Department of Business Development, Ministry of Commerce.

**Special interest of independent directors in this agenda:** None

**Required votes for resolution:** The resolution for this Agenda requires a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and having the right to vote.

**Agenda 10: To approve the increase of the registered capital by Baht 80,487,886 from Baht 804,878,860 to Baht 885,366,746 to support the issuance and allocation of newly issued ordinary shares under general mandate and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital**

**Facts and Reasons:** In order to support the Company's business expansion plan, the Company needs the flexibility to raise additional fund from the equity capital market to support the business expansion of subsidiaries in a timely manner.

**Board's opinion:** The Board recommends to shareholders to approve the increase of the Company's registered capital from Baht 804,878,860 to Baht 885,366,746 by issuing 80,487,886 ordinary shares with a par value of Baht 1.00 per share to support the issuance and allocation of newly issued ordinary shares with a general mandate in the amount of not exceeding 80,487,886 shares, and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as follows.

Clause 4: Registered capital:	Baht 885,366,746
Divided into ordinary share:	885,366,746 shares
Par value per share:	Baht 1.00
Preferred share:	None

To authorize the Board of Directors or the person delegated by the authorized director acting on behalf of the Company has the power to take any action as necessary and in relation to the Capital increase of the registered capital and the amendment to Clause 4 of the Memorandum of Association of the Company (Registered Capital) and to approve the authorization to the Board of Directors to make any amendment according to the order, recommendation or opinion of the Registrar of the Department of Business Development, Ministry of Commerce.

**Special interest of independent directors in this agenda:** None

**Required votes for resolution:** The resolution for this Agenda requires a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and having the right to vote.

**Agenda 11: To approve the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 80,487,886 shares with a par value of Baht 1.00 per share to Private Placement under general mandate**

**Facts and Reasons:** With reference to the proposal by the Board to the 2023 AGM of Shareholders to approve the increase of the Company's registered capital under the General Mandate as mentioned in the agenda 8 and 10, the Board propose to Shareholders to consider and approve the allocation of newly-issued ordinary shares under the General Mandate and approve the delegation of power to the Board of Directors and/or Executive Committee to

undertake actions in relation to the allocation of the newly issued ordinary shares of the Company. In this regard, the aforementioned allocation of newly issued ordinary shares shall be completed within the date that the Company holds the next annual general meeting of shareholders or within the date specified by law to have a regular shareholders' meeting in the following year, whichever comes first. However, the Board of Directors would consider the allocation of newly-issued ordinary shares again in accordance with any subsequent revision to the business expansion plans.

**Board's opinion:** The Board propose to shareholders to approve the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 80,487,886 shares (representing approximately 10 percent of the Company's paid-up capital) with a par value of Baht 1.00 per share to Private Placement under general and approve the delegation of power to the Board of Directors and/or the Executive Committee to undertake actions in relation to the allocation of the newly issued ordinary shares of the Company, including, but not limited to:-

- (a) Allocating the newly issued ordinary shares by a single offering or multiple offerings,
- (b) Determining the offering period, investors, as well as other terms and conditions and any other details in relation to such allocation of the newly issued ordinary shares,
- (c) Negotiating, agreeing, and signing any agreements and/or documents that are necessary for or relevant to such allocation of the newly issued ordinary shares, including any amendments thereof, as well as appointing financial advisors, legal advisors, underwriters, and/or other service providers (if necessary),
- (d) Signing applications, waiver requests, and any other documents that are necessary for or relevant to such allocation of the newly issued ordinary shares, including contacting and filing such applications, waiver requests, and documents with the relevant government authorities or agencies (whether in Thailand or overseas), as well as listing such newly issued ordinary shares as registered securities on the Stock Exchange of Thailand, and
- (e) Undertaking any other actions that are necessary for or relevant to such allocation of the newly issued ordinary shares as appropriate.

If a private placement is to be offered, the Company will allocate the newly issued ordinary shares of the Company to institutional investors and/or up to 50 other investors within the 12-month period, where such investors must not be connected persons of the Company. The offering price of the newly issued ordinary shares of the Company pursuant to the plan for the increase of the Company's registered capital to Private Placement under a general mandate must be the best price in accordance with the market condition at the time of offering to the investors with a possible discount of not exceeding 10 percent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (and as amended) dated 28 October 2015, calculated based on the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not exceeding 15 consecutive business days, prior to the date of determination of the offering price by the Company's

Board of Directors and/or the Executive Committee for each allocation of the newly issued ordinary shares.

The detail of the plan for the increase of the Company's registered capital under a general mandate is on attachment 4 - Capital Increase Report Form.

**Special interest of independent directors in this agenda:** None

**Required votes for resolution:** The resolution for this Agenda requires a vote of not less than three-fourths (3/4) of total number of votes of shareholders attending the meeting and have a right to vote.

**\*Remark:** Agenda items 8 - 11 are related to one another and are conditional upon one another. Therefore, if it is resolved to disapprove one of those agenda items, it shall be deemed that all approvals resolved relating to the others have been revoked. The remaining related agenda items will not be considered by the Meeting, and it shall be deemed that the Annual General Meeting of Shareholders disapproved agenda items 8 - 11.

**Agenda 12: To consider any other business**

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The Shareholder Register Book for the right to attend the Annual General Meeting of Shareholders shall be recorded on 14 March 2023. 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. 6 as guidance).

By order of the Board of Directors,



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

(Mr. John Thompson)  
Chairman of the Board

(Mr. Richard David Han)  
Executive Vice Chairman

The Company Secretary: Ms. Jirapa Kongmanee  
Tel: 66 2551 1297-8 ext. 117, Fax: 66 2551 1299  
E-mail: [jirapak@hanabk.th.com](mailto:jirapak@hanabk.th.com)



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

65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210  
Tel: 66 2551 1297-8 Fax: 66 2551 1299

**Attachment No. 1**

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR 2022**  
Held at the Company's Headquarters  
65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok  
On 29 April 2022  
14.00 - 15.25 hrs.

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**Directors and executives presented:**

- |                               |   |
|-------------------------------|---|
| 1) Mr. John Thompson          | Independent Director, Chairman of the Board of Directors, Chairman of the Audit Committee and Proxy of shareholders   |
| 2) Mr. Richard David Han      | Executive Director, President & Chief Executive Officer and the Nomination Committee  |
| 3) Mr. Terrence Philip Weir   | Executive Director, Executive Vice President and Chief Financial Officer, Chairman of the Corporate Governance and Sustainability Committee and Chairman of the Risk Management Committee       |
| 4) Mr. Yingsak Jenratha       | Independent Director, the Audit Committee, the Corporate Governance and Sustainability Committee, the Risk Management Committee, Chairman of the Nomination Committee and Proxy of shareholders |
| 5) Mrs. Salakchitt Preedaporn | Independent Director, the Audit Committee, the Nomination Committee, the Corporate Governance and Sustainability Committee, the Risk Management Committee and Proxy of shareholders             |
| 6) Ms. Pornphan Abhamongkol   | Independent Director, the Audit Committee, the Nomination Committee, the Corporate Governance and Sustainability Committee, the Risk Management Committee and Proxy of shareholders             |
| 7) Mr. Sanjay Nirendra Mitra  | Executive Vice President and Chief Operating Officer for Semiconductor, Chief Marketing Officer and nominated executive director for agenda item 6  |
| 8) Mr. Insuk Kim              | Executive Vice President and Chief Operating Officer for Microelectronic, Chief Technical Officer and nominated executive director for agenda item 6  |
| 9) Ms. Achara Chaicharncheep  | Finance and Accounting Senior Manager   |

**External auditors:**

10) Ms. Kamontip Lertwitworatep Partner, EY Office Limited

**Assistant to the Chairman and translator:**

11) Mrs. Tappawong Na Tarlang, Corporate HR, Business Partners, Training & Administration Senior Director

**Independent Inspector:**

12) Mr. Somchai Aiemrod, A lawyer license no. 972/2539 who acted as an independent inspector to verify the vote count and oversee that the meeting was held transparently and pursuant to the applicable regulations and the Company's articles of association.

**Preliminary Proceedings:**

The Annual General Meeting was opened by Mr. John Thompson, the Chairman of the Board of Directors and the Chairman of the Meeting. The Chairman introduced the directors and executives, sub-committees present in the Meeting including the representatives from the Company's external auditor and the Meeting inspector, totally 12 persons. The Chairman also informed that the Board of Directors had 6 directors and the meeting attendance rate was 100%. The Chairman of each subcommittee attended the Meeting. The subcommittees consisted of the Audit Committee, the Nomination Committee, the Corporate Governance and Sustainability Committee, and the Risk Management Committee (no any other subcommittee of the Board). All directors, executives and external auditors were welcome for shareholders' questions and ready to provide responding to inquiry and any clarification to the Meeting.

**Quorum Announcement:**

There were shareholders attending the meeting in person 28 shareholders holding 1,426,353 shares and 892 proxies holding 559,181,272 shares. Those total 920 shareholders holding 560,607,625 shares are equivalent to 69.65% 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 assistance to the Chairman was appointed to inform 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 for each agenda, shareholders who attend the meeting in person who would like to vote disagree or abstain are required to complete the voting cards being given. Shareholders are to hand over the voting cards for the disagreed and abstained votes to the Company's representative for counting the votes. Except for the agenda to appoint the directors, the voting card will be collected from every shareholder. 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 invalid if the proxy holder does not vote according to the voting intention made by shareholders, shareholders or proxy holders fill the voting cards/proxy form in a manner that makes the voter’s decision unclear, no marking (blank), more than one box marked, no signature when make any change, or there are spilt votes (except for the case of custodian).

**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.
- In case of a tie vote, the Chairman shall be entitled to a casting vote.
- The barcode system is used in the registration and vote-counting processes for transparent, accurate and fast results as previous years.

After explaining the voting procedures, the Chairman called the meeting to order and announced that the meeting was held pursuant to the prior written Meeting Notice given to shareholders in advance.

**Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders No. 28/2021 which was held on 30 April 2021**

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 28/2021, which was enclosed in the Notice of the Meeting sent to shareholders in advance.

The Chairman opened for questions or comments. As there was no question from shareholders, the Chairman asked the Meeting to vote on this agenda item.

**Vote result:** The result of the vote count was as follows.

Approve	560,422,425 Votes;	99.9670 %
Disapprove	0 Votes;	0 %
Abstain	0 Votes;	0 %
Invalid	185,200 Votes;	0.0330 %

**Resolution:** The Meeting approved the Minutes of the Annual General Meeting No. 28/2021 that was held on 30 April 2021.

**Agenda 2: To acknowledge the operation's results of the Company in 2021**

The Chairman invited Mr. Richard Han to report the operation results of the Company for the year 2021 including Management Discussion and Analysis (MD&A). Mr. Richard presented to the Meeting as follows.

Hana's key financial performance figures for the year 2021 compared to 2020 were:

- Revenues up 23% from THB 19,282 million in 2020 to THB 23,780 million in 2021
- Operating income up 29% from THB 1,725 million in 2020 to THB 2,219 million in 2021
- EBITDA income up 21% from THB 2,900 million in 2020 to THB 3,520 million in 2021
- NPAT down 19% from THB 1,908 million in 2020 to THB 1,545 million in 2021
- Cash and financial investments down from THB 9.7 billion at year-ending 2020 to THB 6.0 billion at year-ending 2021
- Gross dividend payout up 43% from THB1.40/share for 2020 to THB 2.00/share for 2021

**Revenue Analysis: Group Sales Revenues increased 23% YoY**

In 2021 we saw a strong rebound from the Covid-19 lock downs in 2020 driven by the 'work-from-home' demand for electronic devices such as PC, cloud computing and mobiles. The global vaccine rollouts added to the economic recovery which continued strongly throughout the year. The 5G rollout also gave a boost to mobile upgrades alongside a huge increase in demand for autos driven by a desire to avoid public transport. Our microelectronics divisions grew 19% and our IC assembly & test grew 28%. Our new inlay business in Hana Technologies, Inc. (HTI Ohio) helped increase revenues by 41%. The levels of growth could have been even better were it not for material supply chain constraints which had impacted our ability to meet our customer's demands.

**Operating profit analysis: Operating profits increased 29% YoY**

In line with our increase in revenues, operating profits saw a strong YoY increase assisted by a weakening THB. Better operational efficiencies as facilities ran at higher levels increased our operating income but we also had to absorb higher HR costs with rising wages and a return to normalized bonus levels. However, the group's operating profit was impacted by the growing losses incurred in Power Master Semiconductor (PMS Korea) as we started to ramp up mass production during the year.

**Group Net profit analysis: Net Profit decreased 19% YoY**

The reason for this decrease was due to taking an exceptional charge of THB 421m relating to writing down the remaining outstanding investment in the Credit Suisse supply chain fund investment. This equates to about 30% remaining (from the original investment) and the management believes it will be difficult to realise going forward. Any additional funds if realised will be written back in the accounting periods.



## Attachment No. 1

### Cash reserve analysis

The group generated THB 3.53B in EBITDA in 2021 up 22% over 2020 and has no interest bearing debt. Cash reserves (and financial investments) were THB 6.0 billion at year ended 2021 down from THB 9.7 billion at year ended 2020. This reduction in reserves was due to the group's capital expenditure increasing substantially from THB 1.05 billion in 2020 to THB 3,895 million in 2021 plus the write down of the Credit Suisse supply chain fund.

### 2022 Outlook and the company strategies

Whilst the general outlook for 2022 at this early stage indicates a continuing strong demand for electronics driven by the global economic recovery post Covid-19 pandemic, the recent geopolitical events between Russia and the Ukraine and the affects this may have on overall global growth are of concern. With inflation already running at high levels pushing major central banks to raise lending rates, further increases in energy costs will exacerbate the situation with the concern that substantially higher interest levels will impact future economic growth.

Putting aside these macro-economic concerns, we do see demand for semiconductors to outstrip supply during 2022 with most of our customers continuing to struggle with supply-chain issues and lengthy lead-times for many components. Whilst these issues also affect us, the continuing over demand for certain semiconductors devices is indicative that manufacturing has yet to catch up with the pent-up demand for a number of industries in particular the automotive industry which is a fast growing segment for Hana.

During 2022, our Silicon Carbide operation will prepare for mass production which is scheduled for Q4/22. Building a wafer fab is a complex undertaking both in terms of capital assets and skilled human resources. The upfront investment in both will negatively impact our financial performance during this preparation stage especially during 2022 and until mass production starts. However, management is confident that this investment will positively drive the future growth of the group as such devices which are essential for both EV cars and chargers and will be in high demand as the auto industry converts from an internal combustion engine (ICE) to EV.

At the start of 2021 Hana embarked on another potentially high growth industry, RFID inlay tags which are fast being deployed on to virtually any item that is sold. These tags allow the supply-chain to control, monitor and track any product using them which substantially improves inventory management, theft control and physical tracking of any item. Over the next five years and beyond nearly all major retailers will deploy this technology – another high growth opportunity for Hana.

We project that 2022 will again be another high capital investment year spending between THB 3.5 billion to THB 3.8 billion as we expand into these high growth industries in addition to our core manufacturing activities.

As in the past we will continue with our core strategic philosophies in order to grow our top-line and improve margins whilst endeavoring not to over expose

the group to any significant economic challenges. The current geopolitical uncertainties need to be monitored carefully against what we believe will still be a year of economic recovery.

We endeavor to achieve this by:

1. Maintaining good diversity so as not to rely on any one customer or industry
2. Continue to invest in automation both in IT software and manufacturing equipment to improve productivity and quality to enhance our competitiveness
3. Increase productivity through automation and innovation
4. Identify and invest in future high growth activities
5. Keep a strong balance sheet to ensure we can overcome any prolonged downturn should it happen and invest when the opportunity arises to support new opportunities
6. Monitor possible M&A targets with a disciplined focus on value and synergy

The Chairman further reported the Company's anti-corruption policy and status to the meeting as follows.

#### **Hana Anti-Corruption Policy and Status**

The Board of Directors realizes the importance of the anti-corruption. Hana has a zero tolerance of bribery and corruption. The Company prohibits the Board of Directors, management, employees or third parties in their relationship with the Company, being involved in any act of corruption in any form in all business transactions to benefit directly or indirectly and shall comply with the applicable laws and regulations in all the countries in which the Company operates.

The Company was certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) since 2015. In 2021, the Company received the CAC re-certification for the 2<sup>nd</sup> consecutive time.

The Chairman opened for questions or comments. As there was no further question from shareholders, the Chairman then announced that the Meeting acknowledged the operation results of the Company for the year 2021.

#### **Agenda 3: To approve the financial statements for the year ended 31 December 2021**

The Chairman proposed the meeting to approve the financial statements for the financial period year ended 31 December 2021 and the auditor's report, all of which have been reviewed by the Audit Committee.

The Chairman opened for questions or comments. As there was no further question from shareholders, the Chairman proposed the Meeting to vote on this agenda item.

**Attachment No. 1**

**Vote result:** The result of the vote count was as follows.

Approve	560,354,725 Votes;	99.9549 %
Disapprove	0 Votes;	0 %
Abstain	67,700 Votes;	0.0121 %
Invalid	185,200 Votes;	0.0330 %

**Resolution:** The Meeting approved the financial statements for the year ended 31 December 2021.

**Agenda 4: To approve the dividend payment for the year 2021**

The Chairman proposed the meeting to approve the final dividend for the financial year ended 2021 at Baht 1.00 per share which is paid from the net profit and retained earnings as at 31 December 2021 by setting the Record Date on 14 March 2022. The dividend payment will be made on 17 May 2022. The final 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 so the final dividend will be Baht 0.95 per share net.

On 15 November 2021, the Company paid an interim dividend from the net profit of the first sixth-month period of 2021 at the rate of Baht 1.00 per share. The dividend of Baht 0.70 per share was paid from BOI promoted businesses which has the tax exemption and another Baht 0.30 was paid from Non-BOI businesses which is subjected to 10% withholding tax so the interim dividend paid was Baht 0.97 per share net. Therefore, the total dividend payment for the financial year ended 31 December 2021 will be Baht 2.00 per share gross or Baht 1.92 per share net.

The Chairman opened for questions or comments. As there was no question, the Chairman proposed the Meeting to vote on this agenda item.

**Vote result:** The result of the vote count was as follows.

Approve	560,422,425 Votes;	99.9670 %
Disapprove	0 Votes;	0 %
Abstain	0 Votes;	0 %
Invalid	185,200 Votes;	0.0330 %

**Resolution:** The Meeting acknowledged the interim payment at the rate of Baht 1.00 per share that was paid on 15 November 2021 and approved the annual dividend payment for the year 2021 at the rate of Baht 1.00 per share to be paid on 17 May 2022. The final dividend of Baht 0.50 per share is paid from the net profit and retained earnings as at 31 December 2021 from BOI promoted businesses which has the tax exemption.

The total 2021 dividend would be Baht 2.00 per share gross or Baht 1.92 per share net which was composed of interim dividend Baht 1.00 per share paid on 15 November 2021 and the final dividend Baht 1.00 per share gross to be paid on 17 May 2022.

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

The Chairman informed the Meeting that Mr. Terrence Philip Weir and Ms. Pornphan Abhamongkol were the interested directors to be re-appointed at this year so they therefore expressed the intent to leave the room.

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. The Company invited shareholders to propose candidates to be elected as directors since October - December 2021 and there were no proposals 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. Terrence Philip Weir – be appointed as an executive director
- 2) Ms. Pornphan Abhamongkol – 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. Both of them have qualifications suitable to the Company's business and have qualifications as prescribed by relevant laws and regulations whereas the independent director can provide opinions independently. The brief profile of those directors had been distributed to shareholders for consideration.

The Chairman opened for questions or comments. As there was no question, the Chairman proposed the Meeting to re-appoint by individual director as follows:

**5.1 Appoint Mr. Terrence Philip Weir as an executive director for another term**

**Vote result:** The result of the vote count was as follows.

Approve	479,809,120 Votes;	85.5874 %
Disapprove	80,438,305 Votes;	14.3484 %
Abstain	175,000 Votes;	0.0312 %
Invalid	185,200 Votes;	0.0330 %

**5.2 Appoint Ms. Pornphan Abhamongkol as an independent director for another term**

**Vote result:** The result of the vote count was as follows.

Approve	520,422,424 Votes;	99.9670 %
Disapprove	0 Votes;	0 %
Abstain	0 Votes;	0 %
Invalid	185,201 Votes;	0.0330 %

**Attachment No. 1**

**Resolution:** The Meeting approved the appointment of Mr. Terrence Philip Weir as an executive director and Ms. Pornphan Abhamongkol as an independent director for another term.

**Agenda 6:** **To approve the increase of the Board size and approve the appointment of the new directors**

The Chairman proposed the meeting to consider and approve to increase the number of directors from 6 to 8 directors and approve the appointment of the 2-new directors as follows.

- 1) Mr. Sanjay Nirendra Mitra, be appointed as an executive director
- 2) Mr. Insuk Kim, be appointed as an executive director

During October - December 2021, the Company has given the opportunity to its shareholders to nominate candidates to be elected as the directors but no proposals were submitted. Therefore, the Board upon the recommendation of the Nomination Committee, through the screening process, has determined that both of them have the qualifications appropriate to the business operation of the Company.

The Chairman opened for questions or comments. As there was no question, the Chairman proposed the Meeting to appoint by individual director as follows:

**6.1 Appoint Mr. Sanjay Nirendra Mitra as an executive director**

**Vote result:** The result of the vote count was as follows.

Approve	479,809,120 Votes;	85.5874 %
Disapprove	80,438,305 Votes;	14.3484 %
Abstain	175,000 Votes;	0.0312 %
Invalid	185,200 Votes;	0.0330 %

**6.2 Appoint Mr. Insuk Kim as an executive director**

**Vote result:** The result of the vote count was as follows.

Approve	485,923,678 Votes;	86.6780 %	13.2890 %
Disapprove	74,498,747 Votes;	0 %	
Abstain	0 Votes;	0.0330 %	
Invalid	185,200 Votes;		

**Resolution:** The Meeting approved the increased number of the Board of Directors from 6 to 8 directors and approved the appointment of 2 new directors: Mr. Sanjay Nirendra Mitra and Mr. Insuk Kim to be the executive directors.

**Agenda 7: To approve the directors' remuneration for 2022**

The Chairman proposed the meeting to consider and approve the remuneration of the Board of Directors for the year 2022 at the below rates not exceeding Baht 5,000,000.

Position	Meeting Allowance	Bonus	Other benefits
Chairman of the Board of Directors	94,750 Baht	Minimum one time of meeting allowance depending on the Company's performance	None
Independent Directors	56,650 Baht	Minimum one time of meeting allowance depending on the Company's performance	None
Executive Directors*	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.

The Chairman opened for questions or comments. As there was no question, the Chairman proposed the Meeting to vote on this agenda item.

**Vote result:** The result of the vote count was as follows.

Approve	559,537,795 Votes;	99.8092 %
Disapprove	1,062,730 Votes;	0.1896 %
Abstain	0 Votes;	0 %
Invalid	7,100 Votes;	0.0012 %

**Resolution:** The Meeting approved the Board of Directors' remuneration for 2022 at the rate proposed but not exceeding Baht 5,000,000.

**Agenda 7: To approve the appointment of the Company's auditors for the year 2022 and to fix the auditors' remuneration**

The Chairman proposed the Meeting to consider and approve the appointment of the following auditors for the fiscal year 2022.

1. Ms. Kamontip Lertwitworatep C.P.A. Registration No. 4377 and/or
2. Mrs. Sarinda Hirunprasurtwutti C.P.A. Registration No. 4799 and/or
3. Mr. Wichart Lokatekrawee C.P.A. Registration No. 4451

**Attachment No. 1**

of EY Office Limited to be the auditors of the Company with the remuneration of not exceeding Baht 2,450,000 (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.

The Chairman opened for questions or comments. As there was no question, the Chairman proposed the Meeting to vote on this agenda item.

**Vote result:** The result of the vote count was as follows.

Approve	558,200,525 Votes;	99.5706 %
Disapprove	2,400,000 Votes;	0.4281 %
Abstain	0 Votes;	0 %
Invalid	7,100 Votes;	0.0013 %

**Resolution:** The Meeting approved the appointment of Ms. Kamontip Lertwitworatep and/or Mrs. Sarinda Hirunprasurtwutti and/or Mr. Wichart Lokatekrawee of EY Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the year 2022 with the total remuneration not exceeding Baht 2,450,000 (excluding out-of-pocket expenses).

**Agenda 9: Other business**  
There was no any other business.

The Chairman informed the Meeting that all the business agenda items had completed. The Chairman asked if any shareholders desired other matters to be discussed, or any questions to ask. There were questions from shareholders as follows.

**Shareholder:** Hana's share price in the stock market right now is much lower. Could we ask for the management's opinion on the current share price and share price trend?

**CEO:** For many technology stock prices last year were very high. However, in December and January this year the average share prices fell between 10-20%. Hana share price was lower, possibly from investor concern from current operating losses at our Silicon Carbide business in Korea. We had given some guidance to investors/analysts that this year in 2022 we will incur a significant operating loss at the Korean operation, as we invest and ramp up the Silicon Carbide business. However, we are confident that this is the right strategy because this business we believe will be a long-term growth driver for Hana group.

**Shareholder:** Have the new products in Korea started production yet? What is the current sale ratio of Korea operation compared with the group and when do you expect to make the profit from this division?

**CEO:** We plan to start mass production in Q4'2022. We will have limited production capacity in Q1-Q3. At the moment, the percentage is small compared to the group. For the next 3 - 4 years, we expect it to grow to more than 10 to 20% of the group.

**Shareholder:** For the remaining outstanding balance of THB 421m in the Credit Suisse Supply Chain Fund, is any possibility that the Company can receive the funds back that have been already written-off?

**CFO:** We made full provision for the balance because we believe that the chances of recovery are quite limited. However, we are considering to take legal action with a group of other investors against Credit Suisse.

**Shareholder:** If the Russia/Ukraine war is prolonged, how would you assess the impact on Hana?

**CEO:** The Russia-Ukraine crisis is likely to slow global growth and raise inflation due to commodity supply disruptions from Russia and Ukraine. If the war drags on, inflationary pressures may lead to higher interest rates which will impact overall consumer demand. The zero-Covid policy enforced in China accentuates the economic slowdown as China is a big supplier and consumer in the global economy. Our philosophy is that we hope for the best but we prepare for the worst. The Company has prepared to manage the economic impact by ensuring that our balance sheet remains strong and able to withstand an economic downtrend.

As there was no any other item brought up and no further question, the Chairman expressed his thanks and appreciation to shareholders who attended the meeting. The Chairman then declared the Meeting adjourned at 15.25 hrs.



.....  
(Mr. John Thompson)  
Chairman of the Board of Directors



## Profile of Directors Retired by Rotation

### 1. MR. JOHN THOMPSON



<b>Position for election:</b>	Independent Director
<b>Director type:</b>	Re-appointment from a retire director
<b>Age:</b>	58 years old
<b>Education:</b>	<ul style="list-style-type: none"><li>• Bachelor (Honours) Degree, London University, United Kingdom</li><li>• Associate Chartered Accountant (ACA), The Institute of Chartered Accountants in England &amp; Wales (ICAEW), United Kingdom</li></ul>
<b>Date of first appointment:</b>	1 January 2017
<b>Number of years as the director:</b>	6 years
<b>Experience:</b>	
<b>2017 - present:</b>	Chairman of the Board of Directors, Independent Director and Chairman of Audit Committee Hana Microelectronics Public Co., Ltd.
<b>2007 - present:</b>	Executive Director NT Asset (Thailand) Co., Ltd.
<b>2007 - 2022:</b>	Independent Director and Audit Committee Bangkok Post Public Co., Ltd.
<b>IOD Training Course:</b>	Directors Accreditation Program (DAP) 57/2006
<b>Other Training:</b>	Accounting tips that AC should not miss by The Securities and Exchange Commission - January 2022
<b>Number of shareholding as of 31 December 2022:</b>	0 share or 0% of total share
<b>Meeting attendance in 2022:</b>	<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>• Annual General Meeting of Shareholders 1 of 1 time</li></ul>

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

Subsidiaries of Hana	Non-listed Company	Listed Company
None	NT Asset (Thailand) Co., Ltd. Position: Executive Director	None

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

**Conflict of Interest Disclosure with the Company, subsidiaries or affiliates (present and past 2 years):**

- I'm not an executive management, staff, officer or consultant who receives any salary from those companies.
- I'm not the professional service provider (such as independent auditor, lawyer, etc.) to those companies.
- I have no relationship with those companies that could impact my duty independently (such as purchase/sell material/goods/services, borrow or lent.)

**Nomination process:** The Board of Directors has considered the appointment of Mr. John Thompson to serve as an independent director through the screening processes of the Nomination Committee who has considered his qualification, experience, and performance which are related and beneficial to the Company and validated to ensure that he is able to provide opinions independently and comply with the related laws and regulations.

**Profile of Directors Retired by Rotation**

**2. MRS. SUNUN THONGBAI**



<b>Position for election:</b>	Independent Director
<b>Director type:</b>	Re-appointment from a retired director
<b>Age:</b>	61 years old
<b>Education:</b>	<ul style="list-style-type: none"> <li>• Bachelor of Accounting, Bachelor of Accounting, Thammasat University</li> <li>• Master of Business Administration, Bachelor of Accounting, Thammasat University</li> </ul>
<b>Date of first appointment:</b>	1 December 2022
<b>Number of years as the director:</b>	5 months (1 December 2022 - 28 April 2023)
<b>Working Experience:</b>	
<b>2022 - present</b>	Independent Director, Audit Committee, Nomination Committee, Corporate Governance and Sustainability Committee and Risk Management Committee
<b>2012 - 2019</b>	Hana Microelectronics Public Co., Ltd. Vice President and Director
<b>2002 - 2007</b>	Media Logistics Co., Ltd. Finance & Administration Director Pacific Marketing & Entertainment Group Ltd.
<b>2001 - 2002</b>	Group Finance Director The Minor Food Group Public Company Limited
<b>1997 - 1999</b>	General Manager Jotun Powder Coatings (Thailand) Ltd.
<b>1992 - 1997</b>	Finance & Administration Manager Jotun Powder Coatings (Thailand) Ltd.
<b>1986 - present</b>	Freelance Auditor (CPA)

**IOD Training Course:** Director Accreditation Program (DAP)  
198/2022

**Number of shareholding:** 0 share or 0% of total share

**Meeting attendance in 2022:** Board of Directors Meeting 0 of 0 time

**Take the position as the director or management in other companies:** None

Subsidiaries of Hana	Non-listed Company	Listed Company
None	None	None

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

**Conflict of Interest Disclosure with the Company, subsidiaries or affiliates (present and past 2 years):**

- I'm not an executive management, staff, officer or consultant who receives any salary from those companies.
- I'm not the professional service provider (such as independent auditor, lawyer, etc.) to those companies.
- I have no relationship with those companies that could impact my duty independently (such as purchase/sell material/goods/services, borrow or lent.)

**Nomination process:** The Board of Directors has considered the appointment of Mrs. Sunun Thongbai to serve as an independent director through the screening processes of the Nomination Committee who has considered her qualification, experience, and performance which are related and beneficial to the Company and validated to ensure that she is able to provide opinions independently and comply with the related laws and regulations.

## Profile of Directors Retired by Rotation

### 3. MR. STEPHANUS JOSEPHUS HENDRIKUS BRADER



<b>Position for election:</b>	Independent Director
<b>Director type:</b>	Re-appointment from a retired director
<b>Age:</b>	61 years old
<b>Education:</b>	Bachelor of Technology in Physical Electronics (honors), University of Bradford, United Kingdom
<b>Date of first appointment:</b>	1 December 2022
<b>Number of years as the director:</b>	5 months (1 December 2022 - 28 April 2023)
<b>Working Experience:</b>	
<b>2022 - present</b>	Independent Director, Audit Committee, Nomination Committee, Corporate Governance and Sustainability Committee and Risk Management Committee Hana Microelectronics Public Co., Ltd.
<b>2012 - 2021</b>	Managing Director Allegro MicroSystems (Thailand) Co., Ltd.
<b>2010 - 2012</b>	General Manager Fokker Elmo (Langfang) Electrical System Co., Ltd., China
<b>2007 - 2009</b>	General Manager NXP Semiconductors (Beijing) Ltd., China
<b>2002 - 2007</b>	Vice President & General Manager NXP Semiconductors Philippines Inc. , Philippines
<b>IOD Training Course:</b>	Director Accreditation Program (DAP) 108/2014
<b>Number of shareholding:</b>	0 share or 0% of total share
<b>Meeting attendance in 2022:</b>	Board of Directors Meeting 0 of 0 time

**Take the position as the director or management in other companies:** None

Subsidiaries of Hana	Non-listed Company	Listed Company
None	None	None

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

**Conflict of Interest Disclosure with the Company, subsidiaries or affiliates (present and past 2 years):**

- I'm not an executive management, staff, officer or consultant who receives any salary from those companies.
- I'm not the professional service provider (such as independent auditor, lawyer, etc.) to those companies.
- I have no relationship with those companies that could impact my duty independently (such as purchase/sell material/goods/services, borrow or lent.)

**Nomination process:** The Board of Directors has considered the appointment of Mr. Stephanus Josephus Hendrikus Brader to serve as an independent director through the screening processes of the Nomination Committee who has considered his qualification, experience, and performance which are related and beneficial to the Company and validated to ensure that he is able to provide opinions independently and comply with the related laws and regulations.

**Definition of Independent Directors:**

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

1. Holds shares less than 0.5% of the total shares eligible to vote of the company, subsidiaries, associates, or controlling parties, including the shares held by the related parties of an independent director. (This threshold is stricter than the requirements of the Securities and Exchange Commission).
2. Who is not an executive director, employee, or consultant who receives remuneration from the company or any of its subsidiaries, who is also neither a controlling person of the company or subsidiaries nor a related person at least for the past two years.
3. Is not the person who has relationship by means of descent or legal registration as father, mother, spouse, brothers and sisters, and children, nor being spouse of daughters and sons of management, major shareholders, controlling party/person who is in the process of nomination to be the management or controlling person of the company or its subsidiary.
4. Have no or never have business relationship with the company, subsidiaries, associates, or related person that deprives such independence nor being a major shareholder, executive director, management of related person who has business with the company, associate and subsidiary unless the foregoing status ended at least two years. This also includes normal business transactions, rent or lease of fixed assets, financial assistance, loan granting or receiving, guarantee, or other related transactions obliged the company or its contractual party for the liability to pay the other party that is accounting from 3% of net tangible assets of the company or twenty million baht whichever is lower.
5. Is not or has never been the auditor of the company, subsidiaries, associates, major shareholders, or controlling person, nor being a major shareholder, controlling person, or partner of the auditing firm unless the foregoing status ended at least two years.
6. Is not or has never been the professional service provider, nor legal or financial advisor with receive service fee more than two million baht per year from the company, subsidiaries, associates, major shareholders, or controlling person, and is not a major shareholder, controlling person, or partner of the above mentioned service firms unless the foregoing status ended at least two years.
7. Is not the director who is nominated to be the representative of directors of the company, major shareholder, or any other shareholder related to the major shareholders.
8. Does not conduct the same business and compete business with the company or subsidiary, nor being a business partner or executive director, paid employee or hold more than 1% of voting shares from other companies which have the same business and compete with the company.
9. Does not have other conditions that unable to exercise independent opinion regarding the business operation of the company.

**Term of service of independent directors:**

The term of service of independent directors shall not over than 9 years from the date of their first appointment, with no exception.

## Brief Profile of External Auditors

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### 1) Ms. Kamontip Lertwitworatep



<b>Current position:</b>	Certified Public Accountant EY Office Limited
<b>CPA License No:</b>	4377
<b>Past 5 years of the Company and its subsidiaries' auditor:</b>	
2018 – 2022 (5 years)	• Hana Microelectronics Public Co., Ltd.
2018 – 2022 (5 years)	• Hana Semiconductor (Ayutthaya) Co., Ltd.
2018 – 2022 (5 years)	• Hana Semiconductor (BKK) Co., Ltd.
<b>Education:</b>	
	• Bachelor degree in Accounting, Thammasat University
	• Master degree in Accounting, Thammasat University
<b>Age:</b>	54 years old
<b>Number of shareholding:</b>	0 share as of 31 December 2022
<b>Meeting attendance:</b>	4/4 of Audit Committee Meeting
<b>Key qualification:</b>	
	• Over 32 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) Mrs. Sarinda Hirunprasurtwutti



<b>Current position:</b>	Certified Public Accountant EY Office Limited
<b>CPA License No:</b>	4799
<b>Past 5 years of the Company and its subsidiaries' auditor:</b>	
2014 – 2016 (3 years)	• Hana Semiconductor (Ayutthaya) Co., Ltd.
2014 – 2016 (3 years)	• Hana Semiconductor (BKK) Co., Ltd.
<b>Education:</b>	
	• Bachelor degree in Accounting, Thammasat University
	• Master degree in Accounting, Chulalongkorn University
<b>Age:</b>	50 years old
<b>Number of shareholding:</b>	0 share as of 31 December 2022
<b>Meeting attendance:</b>	None



**Attachment No. 3**

**Key qualification:**

- Over 28 years' experience of auditing, including significant amounts of work in listed and multi-national companies
- Licensed auditor of Securities Exchange Commission
- No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders

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**3) Mr. Wichart Lokatekrawee**

**Current position:**

Certified Public Accountant  
EY Office Limited  
4451



**CPA License No:**

None

**Past 5 years of the Company  
and its subsidiaries' auditor:**

- Bachelor degree in Accounting, Thammasat University
- Master degree in Accounting, Thammasat University

**Education:**

55 years old

**Age:**

0 share as of 31 December 2022

**Number of shareholding:**

None

**Meeting attendance:**

**Key qualification:**

- Over 32 years' experience of auditing, including significant amounts of work in listed and multi-national companies
- Licensed auditor of Securities Exchange Commission
- No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders

**Auditor’s Confirmation of Independence:**

As the auditors of Hana Microelectronics Public Company Limited (the “Company”), we are required to maintain our professional independence with respect to the Company and its affiliates in accordance with the Code of Ethics for Professional Accountants issued by Thailand’s Federation of Accounting Professions and communicate the same to the audit committee. In this regard, we wish to confirm to you the following:

**Conflict of 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 or subsidiaries. Furthermore, there is no relationship and no conflict of interest between the Auditor and the Company and its subsidiaries, executives, major shareholders, or associated with such individuals.

**Business Relationship**

No purchases of goods and services rendered from the Company and its affiliates for the year ended 31 December 2022.

**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 Board of Directors is responsible for ensuring that the financial statements are properly prepared on time.

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.

**CAPITAL INCREASE REPORT FORM (F53-4)****(27 February 2023)**

We, Hana Microelectronics Public Company Limited (the “Company”), hereby report the resolutions of the Board of Directors’ Meeting No. 1/2023 held on 27 February 2023 from 11:00 - 12:00 hrs. in respect of the capital increase and allocation of shares as follows:

**1. Capital Decrease and Capital Increase****1.1 Capital Decrease**

The Company will increase its registered capital as the plan for the increase of the Company’s registered capital under a general mandate. At the present, the registered capital of the Company is Baht 974,403,900, paid-up capital of Baht 804,878,860 with the unpaid capital of Baht 169,525,040. According to the Section 136 of the Public Limited Companies Act B.E. 2535 (1992) provides that a public limited company may increase its registered capital by issuing new shares when all shares have been sold and fully paid-up, except for shares issued to accommodate the exercise of convertible debentures or warrants to purchase ordinary shares.

The Board of Directors resolved to approve the decrease of the Company’s registered capital of Baht 169,525,040 from the existing registered capital of Baht 974,403,900 to Baht 804,878,860 by canceling the unissued ordinary shares of the Company 169,525,040 shares with par value of Baht 1.00 per share.

**1.2 Capital Increase**

The Board of Directors’ Meeting resolved to approve the increase of the Company’s registered capital by Baht 80,487,886 from Baht 804,878,860 to Baht 885,366,746 by issuing 80,487,886 new ordinary shares with a par value of Baht 1 per share. The details of the capital increase are as follows:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (Baht per Share)	Total (Baht)
General Mandate	Ordinary Share	No exceeding 80,487,886 shares	1.00	80,487,886

**2. Allocation of Newly Issued Shares**

The Board of Directors’ Meeting resolved to approve the allocation of the Company’s newly issued ordinary shares in the amount of not exceeding 80,487,886 shares with a par value of Baht 1.00 per share totaling in the amount of not exceeding Baht 80,487,886 to accommodate the offering pursuant to the plan for the increase of the

Company's registered capital under a general mandate in the amount of not exceeding 80,487,886 shares with a par value of Baht 1.00 per share.

Allocation	Type of Shares	Number of Shares	Percentage of Paid-up Capital	Remark
Private Placement	Ordinary Share	No exceeding 80,487,886 shares	Approximately 10 percent	Pease see Remark

**Remarks:**

The Board of Directors' Meeting approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 80,487,886 shares with a par value of Baht 1.00 per share to via Private Placement under general mandate, which is equivalent to the increase of the Company's registered capital of not exceeding Baht 80,487,886.00 or representing approximately 10.00 percent of the Company's paid-up capital pursuant to the plan for the increase of the Company's registered capital under a general mandate and the delegation of power to the Company's Board of Directors and/or the Executive Committee to undertake actions in relation to the allocation of the newly issued ordinary shares of the Company, including, but not limited to, (a) allocating the newly issued ordinary shares by a single offering or multiple offerings, (b) determining the offering period, offering price, list of investors, as well as other terms and conditions and any other details in relation to such allocation of the newly issued ordinary shares, (c) negotiating, agreeing, and signing any agreements and/or documents that are necessary for or relevant to such allocation of the newly issued ordinary shares, including any amendments thereof, as well as appointing financial advisors, legal advisors, underwriters, and/or other service providers (if necessary), (d) signing applications, waiver requests, and any other documents that are necessary for or relevant to such allocation of the newly issued ordinary shares, including contacting and filing such applications, waiver requests, and documents with the relevant government authorities or agencies (whether in Thailand or overseas), as well as listing such newly issued ordinary shares as registered securities on the Stock Exchange of Thailand, and (e) undertaking any other actions that are necessary for or relevant to such allocation of the newly issued ordinary shares as appropriate.

If a private placement is to be offered, the Company will allocate the newly issued ordinary shares of the Company to institutional investors and/or up to 50 other investors within the 12-month period, where such investors must not be connected persons of the Company. The offering price of the newly issued ordinary shares of the Company pursuant to the plan for the increase of the Company's registered capital under a general mandate must be the best price in accordance with the market condition at the time of offering to the investors with a possible discount of not exceeding 10 percent of the market price pursuant to the Notification of the Capital

**Attachment No. 4**

Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (and as amended) dated October 28, 2015, calculated based on the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not exceeding 15 consecutive business days, prior to the date of determination of the offering price by the Company's Board of Directors and/or the Executive Committee for each allocation of the newly issued ordinary shares.

**3. Schedule of the Annual General Meeting of Shareholders to approve the capital increase and the allocation of newly issued shares**

The 2023 Annual General Meeting of Shareholders has been scheduled to be held on 28 April 2023 at 14:00 hrs. and located at the Company's headquarter, 65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210, Thailand. The Company has set the date for determining the names of shareholders who shall be entitled to attend the 2023 Annual General Meeting of Shareholders on 14 March 2023.

**4. Application for approval of the capital increase/allocation of newly issued shares by relevant government agencies and approval conditions**

**4.1** The Company shall register the increase of the registered capital and the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, within 14 days after the date on which the 2023 Annual General Meeting of shareholders has approved the increase of the registered capital and the Company shall register the amendment of the paid-up capital with the Department of Business Development, the Ministry of Commerce, within 14 days after the date on which the newly issued ordinary shares are allocated; and

**4.2** The Company shall apply for approval from the Stock Exchange of Thailand to register the newly issued ordinary shares of the Company allocated to accommodate the offering pursuant to the plan for the increase of the Company's registered capital under a general mandate as listed securities on the Stock Exchange of Thailand

**5. Objectives of the capital increase and plans for utilizing the proceeds received from the capital increase**

The Company wishes to issue the newly issued ordinary shares in the amount of not exceeding 80,487,886 shares with a par value of Baht 1 per share since the Company has an investment plan to expand the Group's businesses continuously in the future. Therefore, the increase of the Company's registered capital under a general mandate will provide the Company a source of funds to accommodate its future investment

plan in a timely manner. The Company has a plan to utilize the funds for investing in various projects to expand its business, as well as utilizing as working capital for the future business operation of the Company and its subsidiaries. The Company will consider investments that are appropriate and beneficial to the Company's businesses, as well as providing satisfactory returns and creating long-term value for the Company and the shareholders. Nevertheless, the sum of funds to be utilized in such investments is still uncertain and subject to the opportunity and worthiness of such investments at a particular time, and which, after comparison with debt financing, will not reduce the earnings per share ratio.

**6. Benefits that the company will receive from the capital increase/allocation of newly issued shares**

The increase of the Company's registered capital under a general mandate will provide the Company with flexibility to utilize a source of funds which will help the Company to be ready to proceed with its investment plan in the future in a timely manner and in the case the general mandate is exercised, it will enhance the Company's liquidity and financial strength and keep the Company's debt-to-equity ratio at a low level.

**7. Benefits that the shareholders will receive from the capital increase/allocation of newly issued shares**

**7.1 Dividend payment policy**

The Company has a policy of paying dividend at the rate of no less than 30 percent of the net income after tax in accordance with the Company's financial statements (on a standalone basis). The Company shall pay dividend in the following fiscal year by taking into consideration the cash flow from the operation of the business. The annual dividend payment announcement must be approved at the Annual General Meeting of Shareholders. As for the interim dividend payment, the Company's Board of Directors may deem it appropriate to pay an interim dividend if the Company has sufficient profits and working capital for business operation after the interim dividend payment. The Board of Directors has the responsibility to inform the shareholders of such payment in the subsequent shareholders' meeting.

The Board of Directors shall take the following factors into account when considering dividend payment to the shareholders, namely, the Company's performance, liquidity, current cash flow and financial status, regulations and conditions regarding dividend payment as set forth in the loan agreements, bonds, contracts imposing the Company's liabilities, including agreements or contracts that the Company is obliged to comply with; future business plan and capital investment requirement; and other factors as the Board of Directors deems appropriate.

**Attachment No. 4**

The Board of Directors shall take the following factors into account when considering dividend payment to the shareholders, namely, the Company's performance, liquidity, current cash flow and financial status, regulations and conditions regarding dividend payment as set forth in the loan agreements, bonds, contracts imposing the Company's liabilities, including agreements or contracts that the Company is obliged to comply with; future business plan and capital investment requirement; and other factors as the Board of Directors deems appropriate.

**7.2 Rights to receive dividends from the Company's business operation**

Subscribers of the newly issued ordinary shares will be entitled to receive dividends from the Company's business operation after the allocation of the Company's newly issued ordinary shares and being registered as the shareholders of the Company.

**8. Other details necessary for shareholders' consideration to approve the capital increase/ allocation of newly issued shares**

In the event that all of the newly issued ordinary shares are issued and offered to Private Placement under a general mandate in full, it may have an impact on the existing shareholders as follows.

**8.1 Expected impact on control dilution:** Existing shareholders of the Company will be impacted from control dilution after the issuance and offering of the newly issued ordinary shares to Private Placement under a general mandate. Details are as follows:

- Number of offered shares: 80,487,886 shares with a par value of Baht 1 per share
- Total number of paid-up shares of the Company: 804,878,860 shares with a par value of Baht 1 per share
- Maximum impact on control dilution can be calculated as per the following formula:

$$\text{Control dilution} = \frac{\text{Number of offered shares}}{\text{Number of paid-up shares} + \text{Number of offered shares}} = 10 \%$$

- **Price Dilution**

The effect of the price dilution will depend on the offering price of the newly issued ordinary shares to the Private Placement under general mandate, which the Board of Directors will consider and approve later. The effect of the share price dilution cannot be calculated since the offering price of the newly issued ordinary shares to Private Placement is still uncertain.

**9. Schedule of actions in the event that the Board of Directors resolves to approve the capital increase/ allocation of newly issued shares**

<b>No.</b>	<b>Procedure</b>	<b>Date / Month / Year</b>
1	Board of Directors' Meeting No. 1/2023	27 February 2023
2	Date for determining the names of shareholders who shall be entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date)	14 March 2023
3	2023 Annual General Meeting of Shareholders	28 April 2023
4	Registration of capital increase and amendment of Memorandum of Association with the Ministry of Commerce	Within 14 days from the date on which the shareholders' meeting passing the resolution
5	Registration of the amendment of the paid-up capital with the Ministry of Commerce	Within 14 days from the date of allocation of the newly issued ordinary shares

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Please be informed accordingly

Sincerely yours,

(Mr. Richard David Han / Mr. Terrence Philip Weir)

Hana Microelectronics Public Company Limited



**Attachment No. 5**

**Registration Procedures for Attending the Annual General Meeting**

For attending the Annual General Meeting of Shareholders year 2023 of Hana Microelectronics Public Co., Ltd., shareholders or appointees can register and submit the required documents for verification at the Meeting place from 12:30 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 of the meeting invitation 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 Barcode Registration Form to facilitate the registration process
- 1.2 Thai nationality shareholder shall present his/her citizen identification card or civil servant identification card or driving license 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 (Proxy Form B)**

- 2.1 The Barcode Registration Form
- 2.2 The completed Barcode Proxy Form B. which is in the Notice of AGM of shareholders book, 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.

**Attachment No. 5**

For shareholders whose names appear in the register book as foreign investors and appoint a custodian in Thailand to be a share depositary 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, driving license card 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. John Thompson, Chairman of the Board of Directors and Chairman of Audit Committee
- 2) Mrs. Salakchitt Preedaporn, Audit Committee, Nomination Committee, Corporate Governance Committee and Risk Management Committee
- 3) Mr. Yingsak Jenratha, Audit Committee, Chairman of Nomination Committee, Corporate Governance Committee and Risk Management 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 2551 1297-8 ext. 226, Fax: 66 2551 1299
2. Ms. Jirapa Kongmanee Tel: 66 2551 1297-8 ext. 117, Fax: 66 2551 1299

**Attachment No. 5****Details of Independent Directors (Proxy)**

Name	1. Mr. John Thompson	2. Ms. Pornphan Abhamongkol
		
<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>• Chairman of Nomination Committee</li> <li>• Corporate Governance and Sustainability Committee</li> <li>• Risk Management Committee</li> </ul>
<b>Age</b>	58 years old	59 years old
<b>Address</b>	28/8 Soi Pattanawej 12, Kwang Phra Khanong Nuea, Khet Wattana, Bangkok 10110	1039/10 Sukhumvit 71 Road, Klongton Nua, Wattana, Bangkok 10110
<b>Education</b>	<ul style="list-style-type: none"> <li>• Bachelor (Honours), London University, United Kingdom</li> <li>• Associate Chartered Accountant (ACA), The Institute of Chartered Accountants in England &amp; Wales (ICAEW), United Kingdom</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of Business Administration (Finance &amp; Banking), Assumption University</li> <li>• Master of Business Administration, Assumption University</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>• 2017 – present: Independent director of Hana Microelectronics Public Co., Ltd.</li> <li>• 2007 – present: Executive Director of NT Asset (Thailand) Co., Ltd.</li> <li>• 2005 – 2022: Independent Director and Audit Committee of Bangkok Post Public Co., Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• 2022 - present: Independent director of Hana Microelectronics Public Co., Ltd.</li> <li>• 2015 - present: Freelance Consultant (Finance)</li> <li>• 2013 - 2015: Director, Head of Client Management</li> </ul>

**Details of Independent Directors (Proxy)**

Name	3. Mrs. Sunun Thongbai	4. Mr. Stephanus Josephus Hendrikus Brader
		
<b>Position</b>	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Chairman of Nomination Committee</li> <li>• Corporate Governance and Sustainability Committee</li> <li>• Risk Management Committee</li> </ul>	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination Committee</li> <li>• Corporate Governance and Sustainability Committee</li> <li>• Risk Management Committee</li> </ul>
<b>Age</b>	61 years old	61 years old
<b>Address</b>	353/34 Soi Ladprao 122 (Mahadthai 1), Phlapphla, Wangthonglang, Bangkok 10310	99/368 Moo 4, T. Bang Kadi, A. Mueang Phatum Thani, Phatum Thani Province 12000
<b>Education</b>	<ul style="list-style-type: none"> <li>• Bachelor of Accounting, Bachelor of Accounting, Thammasat University</li> <li>• Master of Business Administration, Bachelor of Accounting, Thammasat University</li> </ul>	Bachelor of Technology in Physical Electronics (honors), University of Bradford, United Kingdom
<b>Experience</b>	<ul style="list-style-type: none"> <li>• December 2022 - present: Independent Director Hana Microelectronics Public Co., Ltd.</li> <li>• 2012 - 2019: Vice President and Director Media Logistics Co., Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• December 2022 - present: Independent Director Hana Microelectronics Public Co., Ltd.</li> <li>• 2012 - 2021: Managing Director Allegro MicroSystems (Thailand) Co., Ltd.</li> </ul>

**Attachment No. 5**

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

**Interest in 2023 AGM:**

- Mr. John Thompson, Mrs. Sunun Thongbai and Mr. Stephanus Josephus Hendrikus Brader are the beneficial interests in the agenda item 5 for the re-appointment of directors in place of those retired by rotation.
- All independent directors have the beneficial interest in the agenda item 6 for directors' remuneration.

**Other special interest:** None for all

**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 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 shareholders. 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.

**Attachment No. 5**

**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 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 Friday, 21 April 2023.

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.



**Attachment No. 7**

**Request Form for the Hard Copy of 56-1 One Report 2022**

If a shareholder would like to have the hard copy of 56-1 One Report 2022, 2023 AGM Notice or Proxy Form, please send the request of following information to the Company for further delivery arrangement.

Name of shareholder: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Telephone number: \_\_\_\_\_

Please mark on the checkbox for the required document.

- 56-1 One Report 2022
- Notice of 2023 AGM of Shareholders
- Proxy Form B

**Contact details:**

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 2551 1297 Ext. 226  
Facsimile Number: 66 2551 1299  
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
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เลขทะเบียนผู้ถือหุ้น

Shareholders' Registration No.

เขียนที่ \_\_\_\_\_

Written at

วันที่ เดือน พ.ศ. \_\_\_\_\_

Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_

I/We

Nationality

อยู่บ้านเลขที่ \_\_\_\_\_

Address

(2) เป็นผู้ถือหุ้นของ บริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)

being a shareholder of Hana Microelectronics Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

holding the total amount of \_\_\_\_\_ shares and have the rights to vote equal to votes as follows:

 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

ordinary share

shares and have the right to vote equal to

votes

 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

preference share

shares and have the right to vote equal to

votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ ก็ได้ 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

 นายจอห์น ทอมป์สัน กรรมการอิสระ อายุ 58 ปี หรือ

Mr. John Thompson

Independent Director

Age 58 years

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      พิจารณานุมัติงบการเงิน ประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565**

**Agenda 3      To approve the financial statements for the fiscal period ended 31 December 2022**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 4      พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2565**

**Agenda 4      To approve the dividend payment for the year 2022**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 5      พิจารณานุมัติเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดออกตามวาระ**

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

การแต่งตั้งกรรมการทั้งหมด หรือ / Vote for all the nominated candidates as a whole or

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล / Vote for an individual nominee

1. นายจอห์น ทอมป์สัน / Mr. John Thompson

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**Attachment 8**

2. นางสุนันท์ ทองใบ / Mrs. Sunun Thongbai

 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

3. นายสเตฟานัส โจเซฟัส เฮนดริกัส เบรเดอร์ / Mr. Stephanus Josephus Hendrikus Brader

 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain**วาระที่ 6      พิจารณานุมัติค่าตอบแทนกรรมการประจำปี 2566****Agenda 6      To approve the directors' remuneration for the year 2023** (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

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

 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

 เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain**วาระที่ 7      พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีบริษัทฯ ประจำปี 2566****Agenda 7      To approve the appointment of the Company's auditors for the year 2023 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:      พิจารณานุมัติแผนการเพิ่มทุนจดทะเบียนของบริษัทฯ แบบมอบอำนาจทั่วไป (General Mandate)****Agenda 8:      To approve the plan for the increase of the Company's registered capital under a general mandate** (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 9: พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ จำนวน 169,525,040 บาท จากทุนจดทะเบียนเดิมจำนวน 974,403,900 บาท เป็นจำนวน 804,878,860 บาท และอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัทฯ

**Agenda 9: To approve the decrease of the registered capital by Baht 169,525,040 from the existing registered capital of Baht 974,403,900 to Baht 804,878,860 and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital**

(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 10: พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 80,487,886 บาทจากทุนจดทะเบียนเดิมจำนวน 804,878,860 บาท เป็นจำนวน 885,366,746 บาท เพื่อรองรับการออกหุ้น และจัดสรรหุ้นสามัญเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) และอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัทฯ

**Agenda 10: To approve the increase of the registered capital by Baht 80,487,886 from Baht 804,878,860 to Baht 885,366,746 to support the issuance and allocation of newly issued ordinary shares under general mandate and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital**

(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

## Attachment 8

**วาระที่ 11:** พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ แบบมอบอำนาจทั่วไป (General Mandate) โดยการออกหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 80,487,886 หุ้น (หรือเท่ากับประมาณร้อยละ 10 ของทุนจดทะเบียนชำระแล้วของบริษัทฯ) มูลค่าที่ตราไว้หุ้นละ 1 บาท เพื่อเสนอขายต่อบุคคลในวงจำกัด (Private Placement)

**Agenda 11:** To approve the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 80,487,886 shares with a par value of Baht 1.00 per share to Private Placement under general mandate

- (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 12** พิจารณาวาระอื่น ๆ (ถ้ามี)

**Agenda 12** 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- 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 หรือในกรณีที่ประชุมมีการพิจารณา เลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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 of for an individual nominee.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case that there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form B.



## ใบประจำต่อหนังสือมอบฉันทะแบบ ข.

## Annex attached to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)

The Proxy of the shareholder of Hana Microelectronics Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 วันศุกร์ที่ 28 เมษายน 2566 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 year 2023 to be held on Friday, 28 April 2023 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) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

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

or

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

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

or

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda      Election of directors (Continued)

ชื่อกรรมการ \_\_\_\_\_

Director name

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

ชื่อกรรมการ \_\_\_\_\_

Director name

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

ชื่อกรรมการ \_\_\_\_\_

Director name

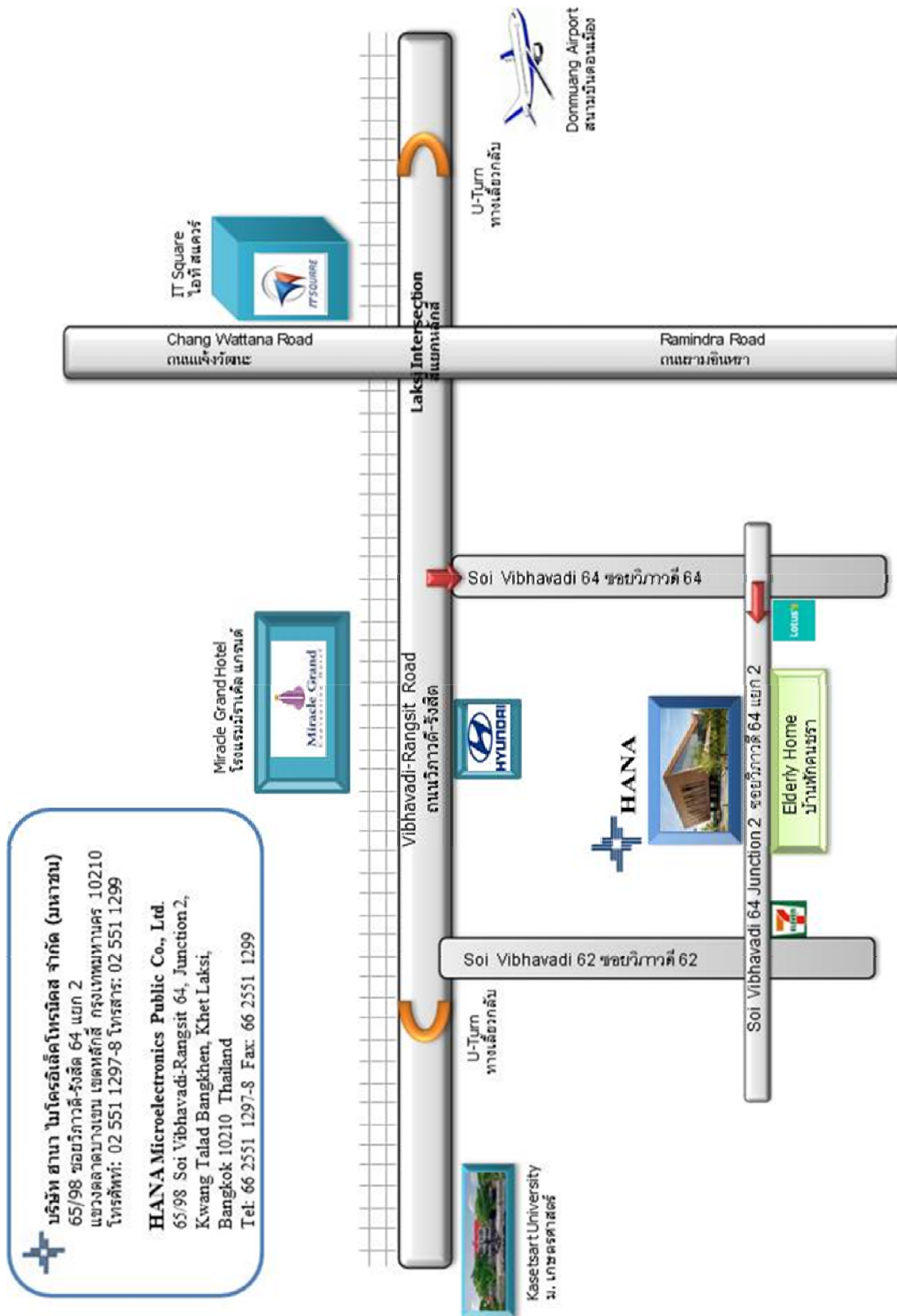
เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

ชื่อกรรมการ \_\_\_\_\_

Director name

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

Attachment No. 9



**Privacy Notice for the 2023 AGM of Shareholders  
Hana Microelectronics Public Co., Ltd.**

Hana Microelectronics Public Co., Ltd. (the “Company”) values on importance of personal data of shareholders and/or proxies. This privacy notice for the shareholder’s meeting of pursuant to the Personal Data Protection Act B.E. 2562 (2019), shall be applied for the collection, use, disclosure, and processing of personal data to verify the identity of shareholders, proxy holders, custodians, or authorized persons of a shareholder who is a juristic person. The Company would like to inform relating details to the AGM of shareholders as follows:

**1. Personal Data to be collected**

The company will receive and collect personal data directly from shareholders and/or proxy holders and from Thailand Securities Depository Company Limited (TSD), the company's share registrar. Personal data consists of the following:

- 1.1 General Personal Data such as name, surname, identification number, date of birth, gender, shareholder identification number, image and video recording
- 1.2 Contact Information such as address, telephone, and email

**2. Purpose of Collection, Use and Disclosure of Personal Data**

The Company shall disclose some of foresaid personal data to the Data Processor for the benefit of shareholders’ attendance registration, reviewing, processing, and reporting result of voting to the Department of Business Development, Ministry of Commerce and the Stock Exchange of Thailand in order to submit the minutes of the shareholders' meeting and the list of shareholders as required by laws.

Personal identification documents such as a copy of an identity card or a passport may contain sensitive data such as blood types and religions. Therefore, shareholders or proxy holders are requested to cover up such sensitive information before submitting documents to the Company. If shareholders/proxy holders do not cover up such sensitive data, the Company shall cover up the sensitive data on the obtained documents to protect your sensitive data without being considered as the collection of your sensitive data.

**3. Rights of Data Subjects**

Pursuant to the applicable laws, the data subjects have the rights, pursuant to the Personal Data Protection Act B.E. 2562 (2019), which includes the right to withdraw consent, to request access to and obtain a copy of their personal data or to request the disclosure of the acquisition of the personal data without consent, to request for transferring the personal data to other person as specified by laws, to object the collection, use, or disclosure of the personal data, to request for deletion or destruction of their personal data or anonymize the personal data to become the anonymous data which cannot identify the data subject, to restrain the use of personal data, to request for making personal data to be accurate, up-to-date and not misleading, and to file a complaint in the event that the data controller or the data processor violates or does not comply with the Data Protection Act.

**4. Personal Data Retention Period**

The company will retain personal data under item 1 within the period specified by relevant laws and/ or as deemed necessary to achieve the purpose under item 2.

**5. Contact Information**

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 2551 1297 Ext. 226  
Facsimile Number: 66 2551 1299  
E-mail: [penpimol\\_k@hanabk.th.com](mailto:penpimol_k@hanabk.th.com)

The Company has disclosed the Personal Data Privacy Policy on the Company's website [www.hanagroup.com](http://www.hanagroup.com) on About Us > Privacy Policy (PDPA)



**HANA**

**Microelectronics Public Company Limited**

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