



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

65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210  
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28 April 2023

**Subject: To report the resolutions of 2023 Annual General Meeting of Shareholders held on 28 April 2023**

**Attention: President  
The Stock Exchange of Thailand**

As the Company convened the 2023 Annual General Meeting of Shareholders on 28 April 2023 from 14.00 – 15.36 hours at the Company’s Headquarters located at 65/98 Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok, hereby are the resolutions of the Meeting.

**Agenda 1:** Approved the Minutes of 2022 Annual General Meeting of Shareholders that was held on 29 April 2022 with the total votes of shareholders attending the meeting and having the right to vote as follows:

Approve	573,241,277 Votes;	100 %
Disapprove	0 Votes;	0 %
Abstain	0 Votes;	0 %
Invalid	0 Votes;	0 %

**Agenda 2:** Acknowledged the operation results of the Company in 2022

**Agenda 3:** Approved the financial statements of the Company for the fiscal period ended 31 December 2022 with the total votes of shareholders attending the meeting and having the right to vote as follows:

Approve	571,137,077 Votes;	99.6329 %
Disapprove	0 Votes;	0 %
Abstain	2,104,200 Votes;	0.3671 %
Invalid	0 Votes;	0 %

**Agenda 4:** Acknowledged the interim payment at the rate of Baht 0.50 per share that was paid on 14 December 2022 and approved the annual dividend payment for the year 2022 at the rate of Baht 0.50 per share to be paid on 16 May 2023. The dividend of Baht 0.50 per share is paid from the net profit and retained earnings as at 31 December 2022 from BOI promoted businesses which has the tax exemption so the final dividend paid is Baht 0.50 per share net.

The total 2022 dividend will be Baht 1.00 per share net which is composed of interim dividend Baht 0.50 per share paid on 14 December 2022 and the final dividend Baht 0.50 per share gross to be paid on 16 May 2023.

The total votes of shareholders attending the meeting and having the right to vote are as follows.

Approve	573,241,277 Votes;	100 %
Disapprove	0 Votes;	0 %
Abstain	0 Votes;	0 %
Invalid	0 Votes;	0 %

**Agenda 5:** Approved the appointment of Mr. John Thompson, Mrs. Sunun Thongbai, and Mr. Stephanus Josephus Hendrinkus Brader who retired by rotation to be the Company's directors for another term with the total votes of shareholders attending the meeting and having the right to vote as follows.

5.1 Approved Mr. John Thompson as an independent director

Approve	556,756,927 Votes;	97.1244 %
Disapprove	16,484,350 Votes;	2.8756 %
Abstain	0 Votes;	0 %
Invalid	0 Votes;	0 %

5.2 Approved Mrs. Sunun Thongbai as an independent director

Approve	570,841,277 Votes;	99.5813 %
Disapprove	2,400,000 Votes;	0.4187 %
Abstain	0 Votes;	0 %
Invalid	0 Votes;	0 %

5.3 Approved Mr. Stephanus Josephus Hendrinkus Brader as an independent director

Approve	570,841,277 Votes;	99.5813 %
Disapprove	2,400,000 Votes;	0.4187 %
Abstain	0 Votes;	0 %
Invalid	0 Votes;	0 %

**Agenda 6:** Approved the directors' remuneration for 2023 in the amount not exceeding Baht 5,000,000 with the below packages.

Position	Meeting Allowance (Baht)	Bonus
Chairman of the Board of Directors	94,750 Baht	Minimum one time of meeting allowance or depending on the Company's performance
Independent Directors	56,650 Baht	Minimum one time of meeting allowance or depending on the Company's performance
Executive Directors (receive the remuneration as the Company's employees)	-	-

The total votes of shareholders attending the meeting and having the right to vote as follows.

Approve	560,387,875 Votes;	97.7578 %
Disapprove	12,853,402 Votes;	2.2422 %
Abstain	0 Votes;	0 %
Invalid	0 Votes;	0 %

**Agenda 7:** Approved the appointment of Ms. Kamontip Lertwitworatep C.P.A. Registration No. 4377 and/or Mrs. Sarinda Hirunprasurtwutti C.P.A. Registration No. 4799 and/or Mr. Wichart Lokatekrawee C.P.A. Registration No. 4451 of EY Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the year 2023 with the total remuneration not exceeding Baht 2,450,000 by having the total votes of shareholders attending the meeting and having the right to vote as follows.

Approve	565,940,277 Votes;	98.7264 %
Disapprove	7,301,000 Votes;	1.2736 %
Abstain	0 Votes;	0 %
Invalid	0 Votes;	0 %

**Agenda 8:** Approved 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 by having the total votes of shareholders attending the meeting and having the right to vote as follows.

Approve	521,647,627 Votes;	90.9997 %
Disapprove	2,717,200 Votes;	0.4740 %
Abstain	48,876,450 Votes;	8.5263 %
Invalid	0 Votes;	0 %

**Agenda 9:** Approved 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 unauthorized but unissued ordinary shares at par value of Baht 1.00 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 by having the total votes of shareholders attending the meeting and having the right to vote as follows.

Approve	521,782,727 Votes;	91.0232 %
Disapprove	2,581,600 Votes;	0.4504 %
Abstain	48,876,950 Votes;	8.5264 %
Invalid	0 Votes;	0 %

**Agenda 10:** Approved 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 by having the total votes of shareholders attending the meeting and having the right to vote as follows.

Approve	521,769,427 Votes;	91.0209 %
Disapprove	2,594,900 Votes;	0.4527 %
Abstain	48,876,950 Votes;	8.5264 %
Invalid	0 Votes;	0 %

**Agenda 11:** Approved 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 by having the total votes of shareholders attending the meeting and having the right to vote as follows.

Approve	519,106,627 Votes;	90.5564 %
Disapprove	5,257,100 Votes;	0.9171 %
Abstain	48,877,550 Votes;	8.5265 %
Invalid	0 Votes;	0 %

Yours sincerely,

Mr. Terrence Philip Weir  
Director