



HANA

Microelectronics Public Company Limited

**Notice of 2024
Annual General Meeting of Shareholders
Tuesday, 30 April 2024 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.

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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 2024 AGM in PDF file
 - 1.2 56-1 One Report 2023 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

29 March 2024

Subject: Notice of the Annual General Meeting of Shareholders Year 2024
To: Shareholders of Hana Microelectronics Public Company Limited

Notice is hereby given that the Annual General Meeting Year 2024 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 Tuesday, 30 April 2024 at 14:00 hrs.**

Agenda of the Meeting

Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders Year 2023 that was held on 28 April 2023

Facts and Reasons: The Minutes of the Annual General Meeting of Shareholders Year 2023 that was held on 28 April 2023 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 2023 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders Year 2023 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 2023

Facts and Reasons: The Company performance during 2023 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 2023 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 2023

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 2023 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 2023

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 2023, the Board recommends paying the final dividend for the financial year ended 31 December 2023 at Baht 0.50 per share with the Record Date on 14 March 2024 and the dividend payment made on 17 May 2024. 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 nine-month period of 2023 at the rate of Baht 0.50 per share on 13 December 2023. 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 2023 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 2023 (Proposed) | The fiscal year ended 31 December 2022 |
|---|---|---|
| 1. Net Profit (based on consolidated financial statements) (Baht) | 1,760,567,321 | 2,102,071,405 |
| 2. Number of shares (share) | 885,366,660 | 804,878,860 |
| 3. Earning per share (Baht/share) | 2.14 | 2.61 |
| 4. Total dividend (Baht/share) | 1.00 | 1.00 |
| • Interim dividend | 0.50 | 0.50 |
| • Final dividend | 0.50 | 0.50 |
| 5. Total Dividend paid (Baht) | 885,366,660 | 804,878,860 |
| 6. Percentage of total dividend payment against the net profit | 47% | 38% |

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 13 December 2023 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 2023 to be Baht 0.50 per share. The total 2023 dividend payment will be Baht 1.0 per share, or Baht 885 million. For the final dividend Baht 0.50, the Board had determined the record date on 14 March 2024 and the payment date on 17 May 2024. 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. Richard David Han to be re-elected as an executive director
2. Mr. Terrence Philip Weir to be re-elected as an executive director
3. Ms. Pornphan Abhamongkol to be re-elected as an independent director

From October - December 2023, 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 three directors for the re-election. Through the screening process, the Board has determined that Mr. Richard David Han, Mr. Terrence Philp Weir, 2 executive directors and Ms. Pornphan Abhamongkol, an independent director, have the qualifications appropriate to the business operation of the Company and Ms. Pornphan Abhamongkol is in accordance to the related laws of independent director qualification requirements so the Board recommends shareholders to approve the appointment of three directors to be re-elected for another term.

Special interest of independent directors in this agenda: Ms. Pornphan Abhamongkol has 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 2024

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 2024 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 | Y2024 (Proposed) | | | Y2023 | | |
|-------------------------|-------------------|---|----------------|-------------------|---|----------------|
| Position | Meeting Allowance | Bonus | Other benefits | Meeting Allowance | Bonus | Other benefits |
| Chairman of the Board | Baht 94,750 /time | Minimum half time of the meeting allowance or depend on the Company performance | None | Baht 94,750 /time | Minimum half time of the meeting allowance or depend on the Company performance | None |
| Independent Directors | Baht 56,650 /time | Minimum half time of the meeting allowance or depend on the Company performance | None | Baht 56,650 /time | Minimum half time of the meeting allowance or 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 2024 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 2024 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 2024 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 provided 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 2024 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 | Y2024 (Proposed) | Y2023 | % change |
|------------------------|------------------|------------------|----------|
| Financial audit fees | 2,450,000 | 2,450,000 | - |
| Total | 2,450,000 | 2,450,000 | - |

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 | Y2024 (Proposed) | Y2023 | % 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 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 2024. 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. 5 as guidance).

By order of the Board of Directors,



(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



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

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS YEAR 2023

Held at the Company's Headquarters

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

On 28 April 2023

14.00 - 15.36 hrs.

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 and 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. Sanjay Nirendra Mitra | Executive Director, Executive Vice President and Chief Operating Officer for Semiconductor, and Chief Marketing Officer |
| 5) Mr. Insuk Kim | Executive Director, Executive Vice President and Chief Operating Officer for Microelectronics, and Chief Technical Officer |
| 6) Ms. Pornphan Abhamongkol | Independent Director, the Audit Committee, the Corporate Governance and Sustainability Committee, the Risk Management Committee, Chairman of the Nomination Committee, and Proxy of shareholders |
| 7) Mrs. Sunun Thongbai | Independent Director, the Audit Committee, the Nomination Committee, the Corporate Governance and Sustainability Committee, the Risk Management Committee, and Proxy of shareholders |
| 8) Mr. Stephanus Josephus Hendrikus Brader | Independent Director, the Audit Committee, the Nomination Committee, the Corporate Governance and Sustainability Committee, the Risk Management Committee, and Proxy of shareholders |
| 9) Ms. Achara Chaicharncheep | Financial and Accounting Senior Manager |

External auditor:

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 8 directors and the meeting attendance rate was 100%. The Chairman of each sub-committee attended the Meeting. The sub-committees 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, external auditors and independent inspector 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 26 shareholders holding 1,510,753 shares and 855 proxies holding 571,730,524 shares. Those total 881 shareholders holding 573,241,277 shares are equivalent to 71.22% 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 assistant 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.

- 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.
- Counting the votes at a meeting in person from the voting cards and proxy forms, including those proxies sent in advance which have been counted with the total votes.
- The resolution of all proposed agendas shall be passed when receiving the following votes of the eligible shareholders present at the meeting including proxies.

| Agenda items | Passing vote |
|--|-------------------------|
| 1. To approve the Minutes of 2022 AGM | A majority vote |
| 2. To acknowledge the Company's performance for the year 2022 | <i>No vote required</i> |
| 3. To approve 2022 financial statements | A majority vote |
| 4. To approve the annual dividend payment for the year 2022 | A majority vote |
| 5. To approve the appointment of directors in place of those retired by rotation | A majority vote |
| 6. To approve the director's remuneration for the year 2023 | A majority vote |
| 7. To approve the appointment of the external auditors for the year 2023 and fix their remuneration | A majority vote |
| 8. To approve the plan for the increase of the Company's registered capital under a general mandate | A two-thirds vote |
| 9. To approve the decrease of the registered capital and to amend the Memorandum of Association | A two-thirds vote |
| 10. To approve the increase of the registered capital and to amend the Memorandum of Association | A two-thirds vote |
| 11. To approve the allocation of the Company's newly issued ordinary shares to Private Placement under general mandate | A two-thirds vote |

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.

- 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.
- The Company will publish the recording of the meeting in the form of video media on the Company's website. So shareholders are able to receive information of the company equally.

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 Year 2022 that was held on 29 April 2022

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders for the year 2022, 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 | 573,241,277 Votes; | 100 % |
| Disapprove | 0 Votes; | 0 % |
| Abstain | 0 Votes; | 0 % |
| Invalid | 0 Votes; | 0 % |

Resolution: The Meeting approved the Minutes of the Annual General Meeting for the year 2022 that was held on 29 April 2022.

Agenda 2: To acknowledge the operation results of the Company in 2022

The Chairman invited Mr. Richard David Han to report the operation results of the Company for the year 2022 including Management Discussion and Analysis (MD&A). Mr. Richard presented to the Meeting as follows.

Hana's key financial performance figures for the year 2022 were:

- Revenues up 14% from THB 23,780 million in 2021 to THB 27,167 million in 2022
- Operating income up 9% from THB 2,219 million in 2021 to THB 2,422 million in 2022
- EBITDA income up 15% from THB 3,520 million in 2021 to THB 4,052 million in 2022
- NPAT up 36% from THB 1,545 million in 2021 to THB 2,102 million in 2022
- Cash and financial investments down from THB 6.0 billion at 2021 to THB 3.6 billion at year-end 2022
- Gross dividend payout down 50% from THB 2.0/share for 2021 to THB 1.00/share for 2022

Revenue Analysis: Group Sales Revenues increased 14% YoY

In 2022 the post Covid-19 rebound continued for most of our industry segments except for the mobile business which saw a sharp drop due to the China Covid-19 lock-down and the Ukraine conflict.

Automotive and test & measurement customer demand remained strong and we saw a recovery in the RFID market (access control). Overall our microelectronics activity grew 13% (2% in USD).

Our IC Assembly and Test business grew 11% (1% in USD). The first three quarters saw strong demand but as we had feared by Q4, we began to see a weakening in demand across the board as our customers looked to reduce their inventory in the face of recessionary concerns.

In Ohio, our US division saw a strong improvement over 2021 (+27% in USD) driven by the growth of our new RFID ‘inlay’ activity as we start to penetrate the massive US retail market.

In Cambodia, we saw an 84% revenue increase albeit from a low base and a reduction in operating losses – whilst we are disappointed not to breakeven in 2022, we believe we are on track and making progress towards this target in 2023.

In Korea, our Power Master division finally started mass production of silicon and silicon carbide IC devices in Q3/22, about five years after inception. The launch was successful with industry standard yields being achieved at our first run. We achieved revenues of THB 345 million (equivalent) (during the second half of 2022).

Operating profit analysis: Operating profits increased 9% YoY

During 2022, we enjoyed an exceptionally strong USD especially in the second half as the US Federal Reserve Bank raised USD interest rates aggressively to combat inflation. This helped increase our Operating Profit by 9% despite only a 4% increase in USD revenues and losses incurred at PMS which we believe will have peaked by the end of 2022.

Group Net profit analysis: Net Profit increased 36% YoY

Apart from the increase in Operating Profit outlined above, the Net Profit increase was otherwise due to the low base in 2021 (which was impacted by the Credit Suisse Supply Chain Finance Funds investment write down of THB 421 million).

Cash reserve analysis

The group generated THB 4.0 billion in EBITDA in 2022 up 15% over 2021. Cash reserves (and financial investments) were THB 3.6 billion at year ended 2022 down from THB 6.0 billion at year ended 2021. This reduction in reserves was due to the group's capital expenditure increasing substantially mainly for Power Master Korea (on-going losses and capital expansion) as we moved into mass production.

2023 Outlook and the company strategies

Hana's core business in 2023 will be impacted by the substantial strengthening of the THB vs USD which has occurred over a short time period in early 2023. Losses from a revaluation of raw material inventory and accounts receivable will have a material impact in the first quarter. Higher minimum wages in October 2022 plus a further increase expected after the elections and a 13% increase in energy will also raise our costs.

Demand for our IC assembly business has dropped as concerns over a looming recession starts to bite and customers look to reduce inventory. We expect to see improvements in the second half and it is hoped that the China re-opening will help to reduce an expected global recession in 2023. However, demand from our automotive customers, test & measurement and RFID still remains strong and the outlook for our EMS business continues to be resilient.

Our Silicon Carbide (SiC) activity in Korea (PMS) is projected to more than double revenues in 2023 (as we only started mass production in Q3 2022). The demand for our SiC devices far out strips our capacity to supply. During the course of 2023 we will further increase our capacity with additional equipment coming in by end of Q3/23.

Our new inlay RFID business of Hana USA (HTI) is seeing significant growth as major US retailers adopt RFID tagging. We have increased our capacity in China (Hana Jiaxing) to further expand this activity and this new business line is expected to see strong growth even in the face of an expected recession in 2023.

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. Maintain 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. Manage our balance sheet to ensure we can overcome any prolonged downturn should it happen and invest when the opportunity arises to support new opportunities.

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 has been certified as a member of Collective Action Against Corruption (second consecutive times: CAC-Recertification).

The Chairman opened for questions or comments. There were questions from shareholders as follows.

Mr. Pongsuwan Techavuttichai: How much profit will the factory in Korea make in 2023-2024? Who is the customer base of Korea factory?

Mr. Richard (CEO): We have a projection to break even by 2025. This depends very much on how quickly we can get new equipment to increase capacity of the factory.

Our focused customer segment is today, primarily the China Market. There are two reasons: the first one is the EV car is the major end market for silicon carbide power ICs and China is the world's largest producer and consumer of EV cars. However, in China as far as we aware, they do not manufacture high quality silicon carbide power ICs which only currently available from Western companies. Secondly, as mentioned, currently, Chinese EV producers have to buy silicon carbide ICs from Western suppliers, and we all know there is the decoupling of markets between China and the West. In fact, China is trying very hard to avoid and decouple from Western supply chains especially in semiconductors. The products that we make in our subsidiary company, Power

Master Semiconductor, in terms of the performance quality is similar level to those major Western suppliers. Therefore, we are the attractive supplier to Chinese EV car makers because we have the same type of products that currently only Western companies can produce. That's why we have high demand from Chinese companies and so we are focusing on the China market. Our challenge today is to increase production as quick as possible, but this requires extensive investment and delays because semiconductor wafer manufacturing machines have a long lead time. Furthermore, we have to pay more than 60% upfront when we order the machines. We believe, we can also do power module assembly in Hana's factories in China and Thailand. So apart from being high growth industry in itself, it also helps to grow our core business.

Mr. Pongsuwan Techavuttichai: What are the high growth business activities?

Mr. Richard (CEO): Aside from silicon carbide, RFID inlay is another potential high growth area. We are expanding capacity in our Ohio factory in USA and also in China because end customers such as retailers in USA sell many products made in China. So we need to manufacture our RFID inlays in China to support suppliers who need to attach RFID labels to the products sold to local and overseas markets. The other area which is growing fast, but a small part of our business today, are medical devices such as hearing aids and heart monitoring systems. Our automotive business is still quite strong which is a little bit surprising at this moment due to rising interest rates making it is more costly for consumers since they have to use finance to buy or lease cars. The first and second quarters for automotive business have a quite good outlook. In general, this year is expected to be challenging for us; especially our business of IC Assembly but for Microelectronics business it is still quite good.

Ms. Buppa Lakruangsap: What is the ratio of Hana products supplied for EV cars between local and overseas market?

Mr. Richard (CEO): Power Master Semiconductor in Korea is just starting so the market share is currently very small. To get into the supply chain of automotive customers, it is difficult and takes time because they need to qualify the products. It takes between 12 and 18 months. So today we are not delivering any parts that are going into EV cars. We have a lot of parts in the qualification process by EV car makers and we expect by the middle of next year, we can get qualified and start delivering to them. Most of those customers are EV Chinese companies.

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 2022.

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

The Chairman proposed the meeting to approve the 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.

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.

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

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

Resolution: The Meeting approved the financial statements for the year ended 31 December 2022.

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

The Chairman proposed the meeting to approve the final dividend for the financial year ended 2022 at Baht 0.50 per share which is paid from the net profit and retained earnings as at 31 December 2022 by setting 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 30 November 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 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 | 573,241,277 Votes; | 100 % |
| Disapprove | 0 Votes; | 0 % |
| Abstain | 0 Votes; | 0 % |
| Invalid | 0 Votes; | 0 % |

Resolution: The Meeting 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 final 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.

The total 2022 dividend would be Baht 1.00 per share which was 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.

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

The Chairman informed the Meeting that Mrs. Sunun Thongbai, Mr. Stephanus Josephus Hendrinkus Brader, and himself (Mr. John Thompson) were the interested directors to be re-appointed at this year so they therefore expressed the intent to leave the room and assigned Mr. Richard to act as the Vice Chairman.

The Vice 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 2022 and there were no proposals given. Therefore, the Vice Chairman proposed the Meeting to consider the directors whose tenure has ended. This year, directors whose tenure has ended are:

- 1) Mr. John Thompson – be appointed as an independent director
- 2) Mrs. Sunun Thongbai – be appointed as an independent director
- 3) Mr. Stephanus Josephus Hendrinkus Brader – be appointed as an independent director

The Vice Chairman further advised that those three directors were proposed by the Nomination Committee to be re-elected due to the satisfaction with their performance, effectiveness and commitment to the roles. All 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 Vice Chairman opened for questions or comments. As there was no question, the Vice Chairman proposed the Meeting to re-appoint by individual director as follows:

5.1 Appoint Mr. John Thompson as an independent director for another term

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

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

5.2 Appoint Mrs. Sunun Thongbai as an independent director for another term

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

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

5.3 Appoint Mr. Stephanus Josephus Hendrikus Brader as an independent director for another term

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

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

Resolution: The Meeting approved the appointment of Mr. John Thompson, Mrs. Sunun Thongbai and Mr. Stephanus Josephus Hendrikus Brader as the independent directors for another term.

Agenda 6: To approve the directors' remuneration for 2023

The Chairman proposed the meeting to consider and approve the remuneration of the Board of Directors for the year 2023 at the below rates not exceeding Baht 5,000,000.

| <u>Position</u> | <u>Meeting Allowance</u> | <u>Bonus</u> | <u>Other benefits</u> |
|------------------------------------|--------------------------|--|-----------------------|
| Chairman of the Board of Directors | 94,750 Baht | Minimum half time of meeting allowance or depending on the Company's performance | None |
| Independent Directors | 56,650 Baht | Minimum half time of meeting allowance or 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 | 560,387,875 Votes; | 97.7578 % |
| Disapprove | 12,853,402 Votes; | 2.2422 % |
| Abstain | 0 Votes; | 0 % |
| Invalid | 0 Votes; | 0 % |

Resolution: The Meeting approved the Board of Directors' remuneration for 2023 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 2023 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 2023.

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

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 2023 with the total remuneration not exceeding Baht 2,450,000 (excluding out-of-pocket expenses).

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

The Chairman proposed the Meeting to consider and 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 on the Capital Increase Report Form that 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 vote on this agenda item.

Vote result: The result of the vote count was 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 % |

Resolution: The Meeting 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.

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

The Chairman proposed the Meeting to consider and 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 |

The Board of Directors or the person delegated by the authorized directors are authorized to act on behalf of the Company and have 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.

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

Resolution: The Meeting approved 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 unissued 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.

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

The Chairman proposed the Meeting to consider and 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 |

The Board of Directors or the person delegated by the authorized directors are authorized to act on behalf of the Company and have 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.

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

Resolution: The Meeting 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.

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

The Chairman proposed the Meeting to consider and 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 with the detail of the plan for the increase of the Company's registered capital under a general mandate on the Capital Increase Report Form that 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 vote on this agenda item.

Vote result: The result of the vote count was 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 % |

Resolution: The Meeting 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.

Agenda 12: 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 was a suggestion from a shareholder as follows.

Mr. Kornthong Nonseewerachai: May I recommend Hana to arrange the Company Visit for interested shareholders or investors?

Mr. Richard (CEO): We agree with this suggestion and would further arrange the Company Visit accordingly.

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 15.36 hrs.



Mr. John Thompson
Chairman of the Board of Directors

Profile of Directors Retired by Rotation

1. MR. RICHARD DAVID HAN



| | |
|---|---|
| Position for election: | Executive Director |
| Director type: | Re-appointment from a retire director |
| Age: | 66 years old |
| Education: | <ul style="list-style-type: none"> • B.A. Business Studies, Westminster, London, UK • M.B.A. (Marketing) City University, London, UK |
| Date of first appointment: | 26 July 1993 |
| Number of years as the director: | 31 years |
| Experiences: | |
| 2022 - present: | President and Chief Executive Officer Hana Microelectronics Public Co., Ltd. |
| 1993 - 2022: | Executive Vice Chairman and Chief Executive Officer Hana Microelectronics Public Co., Ltd. |
| November 2004 - present: | Nomination Committee Hana Microelectronics Public Co., Ltd. |
| 1993 - present | Executive Director Hana Microelectronics Public Co., Ltd. |
| IOD Training Courses: | <ul style="list-style-type: none"> • Directors Accreditation Program (DAP) 57/2006 • Understanding the Fundamental of Financial Statements (UFS) 4/2006 |
| Other training: | <ul style="list-style-type: none"> • SET Sustainability Sharing: MSCI Sustainability Assessment & Key ESG Trends by The Stock Exchange of Thailand - January 2023 • Global Minimum Tax: Preparing, provisioning and requirements for compliance by EYGM Limited - July 2023 |
| Number of shareholding as of 31 December 2023: | 1,040,000 shares or 0.117% of total shares |
| Meeting attendance in 2023: | <ul style="list-style-type: none"> • Board of Directors Meeting 6 of 6 times • Audit Committee Meeting 4 of 4 times • Nomination Committee Meeting 2 of 2 times • Annual General Meeting of Shareholders 1 of 1 time |

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

| Subsidiaries of Hana (13 Companies) | Non-listed Company (3 Companies) | Listed Company |
|---|---|----------------|
| 1. Hana Semiconductor (BKK) Co., Ltd. 2. Hana Semiconductor (Ayutthaya) Co., Ltd. 3. Hana Technologies, Inc. 4. Hana Microelectronics, Inc. 5. Hana Microelectronics (Jiaxing) Co., Ltd. 6. Hana Microelectronics Investment Co., Ltd. 7. Hana Microelectronics International Co., Ltd. 8. Hana Microelectronics Enterprise Co., Ltd. 9. Hana Semiconductor International Ltd. 10. Hana Macao Co., Ltd. 11. Omac Sales Ltd. 12. Hana Microelectronics (Cambodia) Co., Ltd. 13. Power Master Semiconductor Co., Ltd. | 1. Omac (HK) Limited 2. Omac Limited 3. Rainbow Joy Co., Ltd. | 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

Nomination process: The Board of Directors has considered the appointment of Mr. Richard David Han to serve as an executive director through the screening processes of the Nomination Committee who has considered his qualification, experience, and performance which are appropriate for business of the Company.

Profile of Directors Retired by Rotation

2. MR. TERRENCE PHILIP WEIR



| | |
|---|---|
| Position for election: | Executive Director |
| Director type: | Re-appointment from a retire director |
| Age: | 64 years old |
| Education: | Bachelor of Economics, Macquarie University, CPA, Australia |
| Date of first appointment: | 26 July 1993 |
| Number of years as the director: | 31 years |
| Experience: | |
| 2013 - 2023 | Chairman of Corporate Governance and Sustainability Committee Hana Microelectronics Public Co., Ltd. |
| 2008 - present | Chairman of Risk Management Committee Hana Microelectronics Public Co., Ltd. |
| 1993 - present | Executive Vice President and Chief Financial Officer Hana Microelectronics Public Co., Ltd. |
| IOD Training Course: | Director Certification Program (DCP) 6/2001, Diploma |
| Other Training: | <ul style="list-style-type: none">• Global Minimum Tax: Preparing, provisioning and requirements for compliance by EYGM Limited - July 2023• Managing Climate-related Risks and Opportunities in Equity Analysis and Investment by the Securities and Exchange Commission - November 2023• CPA Australia Learning Insights by CPA Australia - October 2023 (3 hours)• Professional Ethics in Focus by CPA Australia - November 2023 (2 hours)• Cyber Security and board/audit and risk committee responsibility by CPA Australia - November 2023 (1 hour) |
| Continuing development course in accounting knowledge (Refreshment): | |

Number of shareholding as of 31 December 2023:

525,000 shares or 0.065% of total shares

Meeting attendance in 2023:

- Board of Directors Meeting 6 of 6 times
- Audit Committee Meeting 4 of 4 times
- Corporate Governance Committee and Sustainability Meeting 2 of 2 times
- Risk Management Committee Meeting 1 of 1 time
- Annual General Meeting of Shareholders 1 of 1 time

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

| Subsidiaries of Hana (13 Companies) | Non-listed Company | Listed Company |
|--|-----------------------|-------------------|
| 1. Hana Semiconductor (BKK) Co., Ltd. | None | None |
| 2. Hana Semiconductor (Ayutthaya) Co., Ltd. | | |
| 3. Hana Technologies, Inc. | | |
| 4. Hana Microelectronics, Inc. | | |
| 5. Hana Microelectronics (Jiaxing) Co., Ltd. | | |
| 6. Hana Microelectronics Investment Co., Ltd. | | |
| 7. Hana Microelectronics International Co., Ltd. | | |
| 8. Hana Microelectronics Enterprise Co., Ltd. | | |
| 9. Hana Semiconductor International Ltd. | | |
| 10. Hana Macao Co., Ltd. | | |
| 11. Omac Sales Ltd. | | |
| 12. Hana Microelectronics (Cambodia) Co., Ltd. | | |
| 13. Power Master Semiconductor Co., Ltd. | | |

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

Nomination process: The Board of Directors has considered the appointment of Mr. Terrence Philip Weir to serve as an executive director through the screening processes of the Nomination Committee who has considered his qualification, experience, and performance which are appropriate for business of the Company.

Profile of Directors Retired by Rotation

3. MS. PORNPHAN ABHAMONGKOL



| | |
|---|---|
| Position for election: | Independent Director |
| Director type: | Re-appointment from a retired director |
| Age: | 60 years old |
| Education: | <ul style="list-style-type: none">• Bachelor of Business Administration (Finance & Banking), Assumption University• Master of Business Administration, Assumption University |
| Date of first appointment: | 1 January 2022 |
| Number of years as the director: | 2 years |
| Experience: | <p>December 2022 - present</p> <p>January 2022 - present</p> <p>2015 - present</p> <p>2013 - 2015</p> <p>Chairman of Nomination Committee Hana Microelectronics Public Co., Ltd. Independent director and Audit Committee, Nomination Committee, Corporate Governance and Sustainability Committee and Risk Management Committee Hana Microelectronics Public Co., Ltd. Freelance Consultant (Finance) Director, Head of Client Management Department, BNP Paribas Bangkok Branch Director Accreditation Program (DAP) 190/2022</p> <ul style="list-style-type: none">• CYBER VISION 2023: Protect and Detect: Don't Let Your Guard Down - September 2023• Importance of the Audit Committee and Confidence in the Thai Capital Market by the Securities and Exchange Commission - November 2023 |
| IOD Training Course: | |
| Other training: | |
| Number of shareholding as of 31 December 2023: | 0 shares or 0% of total shares |
| Meeting attendance in 2023: | <ul style="list-style-type: none">• Board of Directors Meeting 6 of 6 times• Audit Committee Meeting 4 of 4 times• Corporate Governance Committee and Sustainability Meeting 2 of 2 times• Risk Management Committee Meeting 1 of 1 time |

- Nomination Committee Meeting 2 of 2 times
- Annual General Meeting of Shareholders 1 of 1 time

Take the position as the director or management in other companies: No

| 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 am not an executive management, staff, officer or consultant who receives any salary from those companies.
- I am 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 Ms. Pornphan Abhamongkol 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.

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 and Exchange 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

1) Ms. Kamontip Lertwitworatep

Current position:

Certified Public Accountant
EY Office Limited
4377

CPA License No:

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

2019 – 2023 (5 years)

2019 – 2023 (5 years)

2019 – 2023 (5 years)

Education:

Age:

Number of shareholding:

Meeting attendance:

Key qualification:

- Hana Microelectronics Public Co., Ltd.
- Hana Semiconductor (Ayutthaya) Co., Ltd.
- Hana Semiconductor (BKK) Co., Ltd.
- Bachelor degree in Accounting, Thammasat University
- Master degree in Accounting, Thammasat University
- 55 years old
- 0 share as of 31 December 2023
- 4/4 of Audit Committee Meeting
- Over 30 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 and Exchange Commission
- No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders



2) Mrs. Sarinda Hirunprasurtwutti

Current position:

Certified Public Accountant
EY Office Limited
4799

CPA License No:

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

None

Education:

- Bachelor degree in Accounting, Thammasat University
- Master degree in Accounting, Chulalongkorn University
- 51 years old
- 0 share as of 31 December 2023
- None
- Over 30 years' experience of auditing, including significant amounts of work in listed and multi-national companies



Age:

Number of shareholding:

Meeting attendance:

Key qualification:

- Licensed auditor of Securities and Exchange Commission
- No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders

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 2023

Number of shareholding:

None

Meeting attendance:

Key qualification:

- Over 30 years' experience of auditing, including significant amounts of work in listed and multi-national companies
- Licensed auditor of Securities and 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 2023.

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.

Registration Procedures for Attending the Annual General Meeting

For attending the Annual General Meeting of Shareholders year 2024 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 to facilitate the registration process
- 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: 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.

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) Ms. Pornphan Abhamongkol, Audit Committee, Chairman of Nomination Committee, Corporate Governance and Sustainability Committee and Risk Management Committee
- 3) Mrs. Sunun Thongbai, Audit Committee, Nomination Committee, Corporate Governance and Sustainability Committee and Risk Management Committee
- 4) Mr. Stephanus Josephus Hendrikus Brader, Audit Committee, Nomination Committee, Chairman of Corporate Governance and Sustainability 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. Sopida Klinklao Tel: 66 2551 1297-8 ext. 195, Fax: 66 2551 1299
3. Ms. Jirapa Kongmanee Tel: 66 2551 1297-8 ext. 117, Fax: 66 2551 1299

Details of Independent Directors (Proxy)

| Name | 1. Mr. John Thompson | 2. Ms. Pornphan Abhamongkol |
|-------------------|---|---|
| |  |  |
| Position | <ul style="list-style-type: none"> • Chairman of Board of Directors • Chairman of Audit Committee | <ul style="list-style-type: none"> • Audit Committee • Chairman of Nomination Committee • Corporate Governance and Sustainability Committee • Risk Management Committee |
| Age | 59 years old | 60 years old |
| Address | 28/8 Soi Pattanawej 12, Kwang Phra Khanong Nuea, Khet Wattana, Bangkok 10110 | 1039/10 Sukhumvit 71 Road, Klongton Nua, Wattana, Bangkok 10110 |
| Education | <ul style="list-style-type: none"> • Bachelor (Honours), London University, United Kingdom • Associate Chartered Accountant (ACA), The Institute of Chartered Accountants in England & Wales (ICAEW), United Kingdom | <ul style="list-style-type: none"> • Bachelor of Business Administration (Finance & Banking), Assumption University • Master of Business Administration, Assumption University |
| Experience | <ul style="list-style-type: none"> • 2017 - present: Independent director of Hana Microelectronics Public Co., Ltd. • 2007 - present: Executive Director of NT Asset (Thailand) Co., Ltd. • 2005 - 2022: Independent Director and Audit Committee of Bangkok Post Public Co., Ltd. | <ul style="list-style-type: none"> • 2022 - present: Independent director of Hana Microelectronics Public Co., Ltd. • 2015 - present: Freelance Consultant (Finance) • 2013 - 2015: Director, Head of Client Management Department, BNP Paribas Bangkok Branch |

Details of Independent Directors (Proxy)

| Name | 3. Mrs. Sunun Thongbai | 4. Mr. Stephanus Josephus Hendrikus Brader |
|-------------------|--|--|
| |  |  |
| Position | <ul style="list-style-type: none"> • Audit Committee • Nomination Committee • Corporate Governance and Sustainability Committee • Risk Management Committee | <ul style="list-style-type: none"> • Audit Committee • Nomination Committee • Chairman of Corporate Governance and Sustainability Committee • Risk Management Committee |
| Age | 62 years old | 62 years old |
| Address | 353/34 Soi Ladprao 122 (Mahadthai 1), Phlappha, Wangthonglang, Bangkok 10310 | 99/368 Moo 4, T. Bang Kadi, A. Mueang Phatum Thani, Phatum Thani Province 12000 |
| Education | <ul style="list-style-type: none"> • Bachelor of Accounting, Thammasat University • Master of Business Administration, Thammasat University | Bachelor of Technology in Physical Electronics (Honors), University of Bradford, United Kingdom |
| Experience | <ul style="list-style-type: none"> • December 2022 - present: Independent Director Hana Microelectronics Public Co., Ltd. • 2012 - 2019: Vice President and Director Media Logistics Co., Ltd. | <ul style="list-style-type: none"> • December 2022 - present: Independent Director Hana Microelectronics Public Co., Ltd. • 2012 - 2021: Managing Director Allegro MicroSystems (Thailand) Co., Ltd. |

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

Interest in 2024 AGM:

- Ms. Pornphan Abhamongkol is 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 *suri 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.

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.

Attachment No. 5

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, 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
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, 19 April 2024.
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.

Request Form for the Hard Copy of 56-1 One Report 2023

If a shareholder would like to have the hard copy of 56-1 One Report 2023, 2024 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 2023
- Notice of 2024 AGM of Shareholders
- Proxy Form B

Contact details:

Ms. Penpimol Kotchabhakdi and/or Ms. Sopida Klinklao
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, 195
Facsimile Number: 66 2551 1299
E-mail: penpimol_k@hanabk.th.com , sopidak@hanabk.th.com

Attachment No. 7

| |
|---|
| ปิดอากรแสตมป์ 20 บาท Duty Stamp 20 Baht |
|---|

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

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 59 ปี หรือ

Mr. John Thompson Independent Director Age 59 years or

อยู่บ้านเลขที่ 28/8 ซอยพัฒนาเวสต์ 12 แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพฯ 10110

Residing at 28/8 Soi Pattanawej 12, Kwang Phra Khanong Nuea, Khet Wattana, Bangkok 10110

วาระที่ 3 พิจารณานุมัติงบการเงิน ประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 3 To approve the financial statements for the fiscal period ended 31 December 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 4 พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2566

Agenda 4 To approve the dividend payment 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 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. นายริชาร์ด เดวิด ฮัน / Mr. Richard David Han

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

2. นายเทอร์เรนซ์ ฟิลิป เวียร์ / Mr. Terrence Philip Weir

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

3. นางสาวพรพันธ์ อากามงคล / Ms. Pornphan Abhmongkol

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการประจำปี 2567

Agenda 6 To approve the directors' remuneration for the year 2024

(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 2567

Agenda 7 To approve the appointment of the Company's auditors for the year 2024 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 พิจารณาวาระอื่น ๆ (ถ้ามี)

Agenda 8 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 และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ที่ประชุมมีการพิจารณา เลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด 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 or for an individual nominee.

3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบ
ประจำต่อแบบหนังสือมอบฉันทะแบบ 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 the 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 2567 วันอังคารที่ 30 เมษายน 2567 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 2024 to be held on Tuesday, 30 April 2024 at 14.00 hrs., at the Company's Head Office 65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhren, 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

งออกเสียง / 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

งออกเสียง / 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

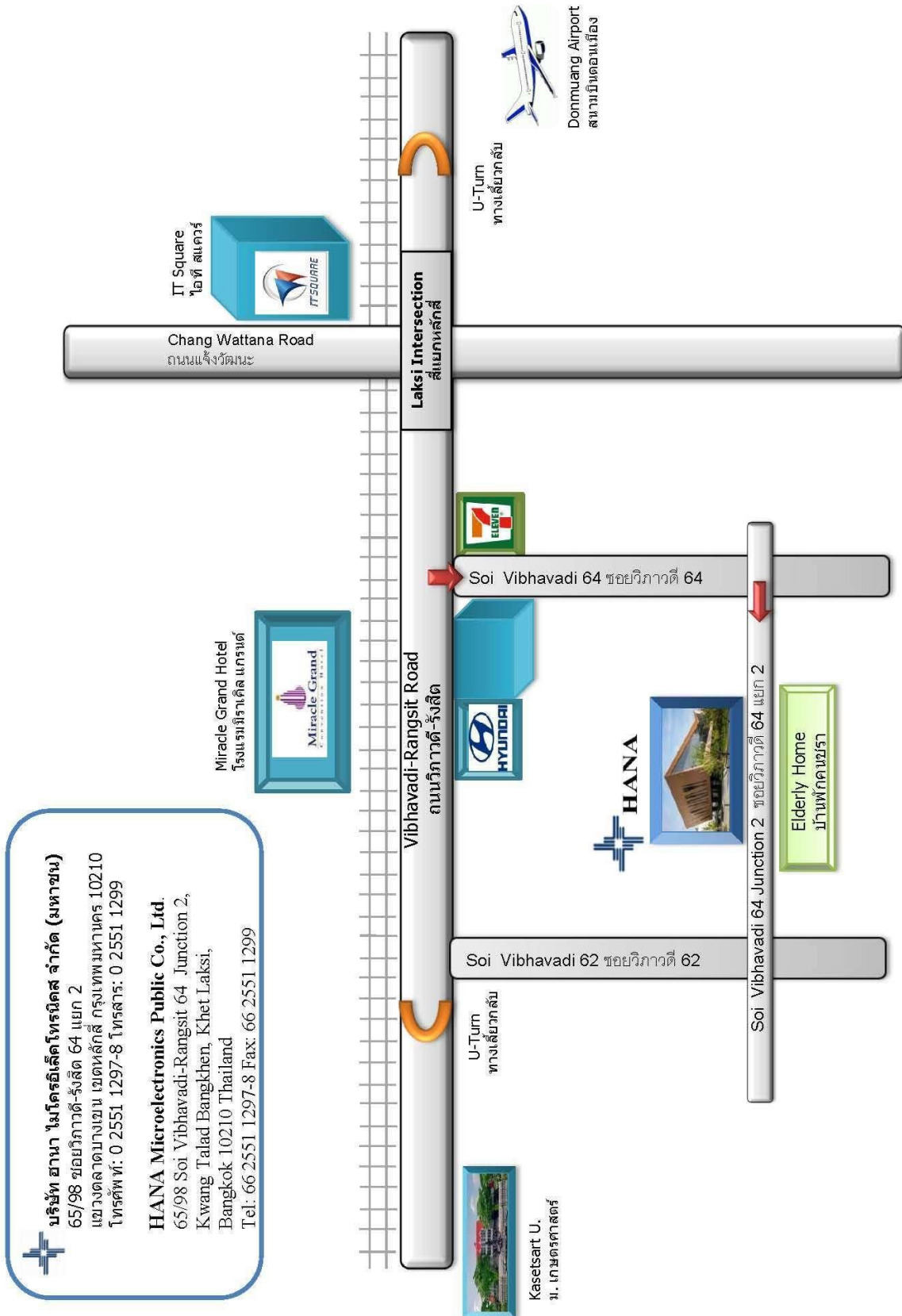
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ _____

Director name

- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

Attachment No. 8



**Privacy Notice for the 2024 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

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



HANA

Microelectronics Public Company Limited

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

Tel. 66 2551 1297-8, 66 2521 4935-9

Fax: 66 2551 1299, 66 2552 4906