



HANA Microelectronics Public Co., Ltd.

Notice of 2011 Annual General Meeting of Shareholders



On Friday, April 29, 2011 at 14:00 hrs. at Magic 3 Room, 2nd Floor

Miracle Grand Convention Hotel

99 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok



HANA Microelectronics Public Co., Ltd.

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

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

March 29, 2011

Subject: Notice of the Annual General Meeting of Shareholders No. 18/2011

To: Shareholders of Hana Microelectronics Public Company Limited

Enclosures:

- 1) Minutes of the Annual General Meeting of Shareholders No. 17/2010
- 2) Brief profiles of directors retired by rotation
- 3) Brief profiles of external auditors
- 4) Procedure to attend the meeting and Articles of Association concerning to shareholders' meeting
- 5) Map of the Meeting location
- 6) Registration form (Shareholders are required to bring in this form when attending the meeting.)
- 7) Proxy form B.
- 8) CD-ROM of 2010 Annual Report
- 9) Request form for hard copy of 2010 Annual Report

Notice is hereby given that the eighteenth Annual General Meeting of Hana Microelectronics Public Co., Ltd. will be held at Magic 3 room, 2nd floor of Miracle Grand Convention Hotel, 99 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok Metropolis on April 29, 2011 at 14:00 hrs.

Agenda of the Meeting

Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders No. 17/2010 that was held on April 30, 2010

Purpose and Reason: The Minutes of the Annual General Meeting of Shareholders No. 17/2010 that was held on April 30, 2010 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 www.hanagroup.com.

Board's opinion: The Meeting Minutes No. 17/2010 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders No. 17/2010 should be approved.

Agenda 2: To acknowledge the Company's operation results for the year 2010

Purpose and Reason: The Company performance during 2010 is presented in the Annual Report.

Board's opinion: The Board recommends to shareholders to acknowledge the operation results of the Company for the year 2010 as proposed.

Agenda 3: To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2010

Purpose and Reason: In compliance with the Public Companies Act, the Company must prepare the balance sheet and profit and loss statements at the end of fiscal year and ensure that they are audited by the auditor before presenting them to shareholders' approval. Details are in the Annual Report under section of Financial Statements, which is incorporated to this notice.

Board's opinion: The Board recommends to shareholders that the audited balance sheet and profit and loss statements for the financial period year ended December 31, 2010 and the auditor's report, all of which have been reviewed by the Audit Committee, be approved as proposed.

Agenda 4: To approve the dividend payment for the year 2010

Purpose and Reason: The dividend policy of the Company is 30% to 100% of its consolidated net income after deduction of all specified reserves, subject to the Company and its subsidiaries' cash flow and investment plans, including justifications and other considerations as deemed appropriate.

Board's opinion: Given due consideration to the company's profit, cash flow and balance sheet position, the Board recommends to shareholders to approve the annual dividend payment for the financial year ended December 31, 2010 to be Baht 1.55 per share which, in total, is approximately 45% of Year 2010 Net Profit after tax of Baht 2,749,420,711.

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

Details of Dividend Payment	The fiscal year ended December 31, 2009	The fiscal year ended December 31, 2010 (Proposed)
1. Net Profit (based on consolidated financial statements) (Baht)	2,042,955,573	2,749,420,711
2. Number of shares (share) (Deducted treasury share)	804,878,860	804,878,860
3. Dividend per share (Baht)	1.40	1.55
4. Total Dividend paid (Baht)	1,126,830,404	1,247,562,233
5. Percentage of dividend payment	55%	45%

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

Purpose and Reason: According to the Company's Articles of Association, one-third of directors, who have served the longest term, must retire by rotation at Annual General Meeting. Those directors are Mr. Bancha Tarnprakorn and Mr. Voraphoj Thepvanaprasiddhi who shall be retired by rotation at this year Annual General Meeting. The Nomination Committee has considered their performance and proposed to re-elect each director as detailed per attachment No. 2 to serve as the board members for another term.

Board's opinion: As the Company invited shareholders to propose candidates to be elected as a director, and no proposals were raised by shareholders. Therefore, the Board upon the recommendation of the Nomination Committee, considered those two directors for the re-election. Being entirely satisfied with their performance, effectiveness and commitment to the roles as proposed by the Nomination Committee, the Board recommends shareholders to re-appoint those two directors for another term.

Agenda 6: To approve the directors' remuneration for the year 2011

Purpose and Reason: 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.

Board's Remuneration: The Board recommends shareholders to approve the remuneration of directors in the amount not exceeding Baht 10,000,000, which is the same total amount as 2010. In order to reflect the risks, work complexity and involvement, the Board proposed remuneration package as follows.

Position	Meeting Allowance (Baht) Y2010	Meeting Allowance (Baht) Y2011	Bonus
Chairman of the Board and sub-committee	85,000 Baht	89,250 Baht (increase 5%)	Minimum one month depending on the company performance
Independent Directors	50,000 Baht	52,500 Baht (increase 5%)	Minimum one month depending on the company performance
Executive Directors*	-	-	-

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

Agenda 7: To approve the appointment of the Company's auditor for the year 2011 and to fix their remuneration

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

Board's opinion: The Audit Committee has considered and proposed the appointment of the external auditors from Ernst & Young Office Limited as per detailed attachment No. 3 to be the auditors in 2011 and proposed the remuneration fees not exceeding Baht 2,000,000.

Upon the consideration of Audit Committee, the Board recommends to shareholders to approve the appointment of Ms. Kamontip Lertwitworatep CPA Registration No. 4377 and/or Mrs. Saifon Inkaew CPA Registration No. 4434 and/or Ms. Siriwan Suratepin CPA Registration No. 4604 of Ernst & Young Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the year 2011 for a total remuneration of Baht 2,000,000. In the event those auditors are unable to perform their duties, Ernst & Young Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

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

Year	Audit Services Fee (Baht)	% Change	BOI audit fee (Baht)*	Other non-audit fee
2011	2,000,000	-	570,000	-
2010	2,000,000	-	570,000	-

* According to the number of existing BOI certificates each year

Agenda 8: To approve the amendment of the Company's objective

Purpose and Reason: In order to cover the current business operation and to process with the related authority, the Board approved the amendment of the Company's Memorandum of Association no. 3 for adding the Company's objective no. 13 as follows:

"Item No. 13 – To import epoxy and other chemical products, including hazardous objects pursuant to the laws governing hazardous objects (subject to permission of the relevant authority) for use, sale or export"

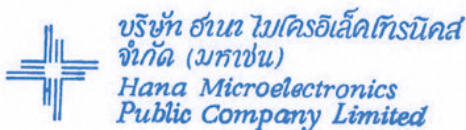
Board's opinion: The Board recommends shareholders to approve the amendment of the Company's Memorandum of Association no. 3 for adding the Company's objective item no. 13 as proposed.

Agenda 9: To consider any other business

The Shareholder Register Book for the right to attend the Annual General Meeting of Shareholders shall be recorded on Tuesday 15 March 2011 and the closing date of the share registration book will be on Wednesday 16 March 2011 for the shareholders list as specified in section 225 of the Securities and Exchange Act to be compiled.

You are cordially invited to attend the meeting at the above-mentioned date, time and venue. To facilitate the answering of questions that are intended to be asked at the meeting, shareholders are welcome to e-mail questions in advance to the Company at the address: jirapak@hanabk.th.com or to the facsimile number 66-2-5511299.

By order of the Board




 (Mr. Bancha Tarnprakorn)
 Chairman of the Board


 (Mr. Richard David Han)
 Executive Vice Chairman

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHODLERS

NO. 17/2010

Held at Ebina Hall, Ebina House Hotel

73/39, Vibhavadi-Rangsit Rd.,

Kwang Talad Bangkhen,

Khet Laksi, Bangkok Metropolis

On April 30, 2010

14.00 hrs. - 15.12 hrs.

Presented:

- | | |
|-----------------------------------|---|
| 1) Mr. Bancha Tarnprakorn, | Chairman of the Board of Directors, Chairman of the Audit Committee and Proxy of shareholders |
| 2) Mr. Richard David Han, | Executive Director, Executive Vice Chairman, Chief Executive Officer and Nomination Committee |
| 3) Mr. Winson Moong Chu Hui, | Executive Director, President and Chief Operating Officer |
| 4) Mr. Terrence Philip Weir, | Executive Director and Chief Financial Officer |
| 5) Mr. Voraphoj Thepvanapasiddhi, | Independent Director, Audit Committee, Chairman of Nomination Committee and Proxy of shareholders |
| 6) Mr. Martin Enno Horn, | Independent Director, Audit Committee, Nomination Committee and Proxy of shareholders |
| 7) Ms. Kamontip Lertwitworatep | External auditor from Ernst & Young Office Limited |

Translator:

- Mrs. Puntipa Tantana, Corporate Manufacturing Administration Director

Preliminary Proceedings:

The Annual General Meeting was opened by Mr. Bancha Tarnprakorn, the Chairman of the Board of Directors. Mr. Bancha introduced the board of directors and sub-committee who presented in the Meeting including the representative from the Company's external auditor.

Quorum Announcement:

According to Section 66/1 of the Public Limited Company Act (No. 2) B.E. 2544 (2001), shares respectively held by the company shall not be counted towards forming a quorum for a shareholders' meeting and shall carry no voting right including no right to receive dividends. Thus, the total shares constitute the quorum shall base on:

Total issued shares	=	830,474,960	shares
<u>Deduct</u> : Treasury stocks of the Company	=	<u>25,596,100</u>	shares
Total shares eligible to attend the meeting	=	<u>804,878,860</u>	shares

There were 48 shareholders holding 10,441,620 shares and 419 proxies holding 687,082,598 shares attending the meeting. Those 467 shareholders holding 688,524,218 shares are equivalent to 85.54% of 804,878,860 voting shares, which is more than one-third (1/3) of the total units of voting shares. Therefore, a quorum was constituted in accordance with the Company's Articles of Association.

Before starting the agenda, the Chairman informed the Meeting for the vote method and the vote counting system as follows:

Vote Method:

- Each shareholder has one vote for each share.
- To cast a vote in each agenda, shareholders who wish to vote disagree or abstain are required to complete the voting cards being given. After each item of agenda, shareholders must hand over the voting cards for the disagreed and abstained votes to the Company's representative for counting the votes. Except for Agenda to appoint the director, the voting card will be collected from every shareholder. In regard to votes by proxy, the company shall record the votes for each Agenda from the respective shareholder proxies.
- Except for custodian, shareholders must vote with all of their shareholding registered at the meeting for each agenda to approve, disapprove or abstain as they can not split the votes. The vote is also invalid if the proxy holder does not vote according to the voting intention made by shareholders using the Proxy form B.

Vote counting system:

- The objection or abstention shall be deducted from the agreed votes concerning each Agenda.
- The resolution of all proposed agendas shall be passed when receiving the majority vote of the eligible shareholders present at the meeting including proxies, which is to be more than 50% or more than 344,262,109 shares. Except for the resolution to approve the amendment of the Company's objective of the agenda item 8, the votes must be more than 75% or more than 516,393,164 shares.
- In case of a tie vote, the Chairman shall be entitled to a casting vote.

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

Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders No. 16/2009 which was held on April 30, 2009

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 16/2009, which was enclosed in the Notice of the Meeting distributed to shareholders in advance.

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	688,524,218 Vote;	100.00 %
Disapprove	- Vote;	- %
Abstain	- Vote;	- %

Resolution: The Meeting approved the Minutes of the Annual General Meeting No. 16/2009 that was held on April 30, 2009.

Agenda 2: To acknowledge the operation results of the Company in 2009

The Chairman invited Mr. Richard Han to report the operation results of the Company during the year 2009. Mr. Richard presented to the Meeting as follows.

The year 2009 has been an exceptional year by any standards of measurement and a year of extreme contrasting halves.

Following from the collapse in business confidence and demand at the end of 2008, we started the year under extremely difficult circumstances. By the end of Q1, we had reduced our work force by approximately 1,700 (18%) and made adjustments to monthly staff, both in number of head count and salary adjustments. Many other overhead cutting initiatives were put in place in an effort cut cost and adjust to the substantial drop in business activity.

Surprisingly by the middle of Q2, (sooner than we had expected) signs of a bottoming out had emerged which gathered pace as the year progressed. By early Q3 we had returned to a hiring mode and the demand for our services accelerated aggressively as the overly depleted supply chain scrambled to re-stock. This continued well into Q4 and by the year end we had hired back more direct labour than we had let go in Q1!

The groups two main business sectors IC packaging and test and microelectronics assembly had differing performances. The former was hit especially hard in the first half and bore the brunt of the lay-offs, however by Q3, the demand has dramatically increased to the point where we had to re-hire and more noticeably make some substantial investments in capacity to cope with the rising demand. By the end of the year our IC divisions were running at full capacity delivering record levels of output. This has continued well into Q1/10 and the current first half outlook remains extremely robust.

Our microelectronics divisions especially in Lamphun, whilst not totally immune to the first half down turn, were only marginally affected and through strong customer support and aggressive market share wins, went on to achieve record profitability with strong sales in the second half of the year. Having these two contrasting operations illustrates the importance of the group's diversity during such market turbulence and cyclicalities.

Hana's financial "key performance indices" for 2009 over 2008 were:-

- Total revenues of Bht 13,458m (down 11%)
- Operating profits of Bht 1,848m (down 0.4%)
- EBITDA of Bht 2,853m (up 1%)
- NPAT of Bht 2,043m (up 7%)
- Net cash at year end of Bht 6,001m
- A proposed dividend payout of Bht 1.40

The outlook for 2010 currently remains unusually strong for this time of the year. Both Ayutthaya and Lamphun are running at close to full capacity along with Jiaying IC division. The Jiaying microelectronics has improved substantially year on year and we are expecting a robust first quarter.

Given recent volatility in demand, it would be premature to project that this high level of demand will continue through out the whole of 2010. With global fiscal stimulus being tightened and withdrawn, we are expecting a negative impact to follow perhaps in the second half of the year. Whilst we do not expect a reverse mirror of 2009, we remain cautious for 2010. That said, there remains many market share opportunities open to Hana that can maintain our growth during 2010 and as such we will need to consider further land and factory expansions (all of which are under negotiations) in both our major Thai operations.

After presented, Mr. Richard opened for questions. As there was no question, the Chairman announced that the Meeting acknowledged the operation results of the Company for the year 2009.

Agenda 3: To approve the balance sheet and profit and loss statements for the year ended December 31, 2009

The Chairman proposed the meeting to approve the audited balance sheet and profit and loss statements for the financial period year ended December 31, 2009 and the auditor's report, all of which have been reviewed by the Audit Committee.

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	675,119,318 Vote;	98.05 %
Disapprove	- Vote;	- %
Abstain	13,404,900 Vote;	1.95 %

Resolution: The Meeting approved the balance sheet and profit and loss statements for the year ended December 31, 2009.

Agenda 4: To approve the dividend payment for the year 2009

The Chairman informed that 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.

With a strong balance sheet, a strong cash position and long-term shareholder's value, the Board intends to continue its policy and to propose annual dividend of approximately 55% of year 2009. Then, he proposed the Meeting to approve the annual dividend payment for the financial year ended December 31, 2009 to be Baht 1.40 per share. The Shareholder Register Book for the right to receive the dividend has been recorded on March 9, 2010 and gathered the shareholders list as specified in section 225 of the Securities and Exchange Act by closing the register book suspending share transfer (Closing Date) on March 10, 2010. The payment will be made on May 12, 2010. The dividend is subject to 10% withholding tax deduction, and the dividend is not entitled to a tax credit as the profit is exempted from calculated income tax.

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	688,524,218 Vote;	100.00 %
Disapprove	- Vote;	- %
Abstain	- Vote;	- %

Resolution: The Meeting approved the annual dividend payment of 2009 at the rate of Baht 1.40 per share.

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

The Chairman informed the Meeting that one-third of the directors, who have served the longest term, must retire by rotation at every Annual General Meeting according to the Company's Articles of Association. The company invited shareholders to propose candidates to be elected as directors since October 2009 and there were no proposals given. Therefore, the Chairman proposed the Meeting to consider the directors whose tenure has ended. This year, directors whose tenure has ended are:

- 1) Mr. Winson Moong Chu Hui – be appointed as an executive director
- 2) Mr. Terrence Philip Weir - be appointed as an executive director

The Chairman further advised that those two directors were proposed by the Nomination Committee to be re-elected due to the satisfaction with their performance, effectiveness and commitment to the roles. The brief profile of those directors had been distributed to shareholders for consideration. Then, the Chairman proposed the Meeting to re-appoint by individual director as follows:

5.1 Appoint Mr. Winson Moong Chu Hui as the executive director for another term

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	688,524,218 Vote;	100.00 %
Disapprove	- Vote;	- %
Abstain	- Vote;	- %

5.2 Appoint Mr. Terrence Philip Weir as the executive director for another term

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows

Approve	688,524,218 Vote;	100.00 %
Disapprove	- Vote;	- %
Abstain	- Vote;	- %

Resolution: The Meeting approved the appointment of Mr. Winson Moong Chu Hui and Mr. Terrence Philip Weir to be the Company's directors for another term.

Agenda 6: To approve the directors' remuneration for 2010

The Chairman proposed the meeting to consider and approve the remuneration of the board of directors for the year 2010.

The Board recommends to shareholders to approve the remuneration of directors in the amount not exceeding Baht 10,000,000, which is the same total amount as 2009. In order to reflect the risks, work complexity and involvement, the Board proposed remuneration package as follows.

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

*There is no remuneration for executive directors as they receive the remuneration as the Company's management/employees, not as the board of directors.

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	686,733,198 Vote;	99.74 %
Disapprove	- Vote;	- %
Abstain	1,791,020 Vote;	0.26 %

Resolution: The Meeting approved the board of directors' remuneration for 2010 not exceeding than 10,000,000 Baht.

Agenda 7: To approve the appointment of the Company's auditor for the year 2010 and to fix the auditor's remuneration

The Chairman proposed the Meeting to consider and approve the appointment any of the following persons as the auditor of the Company for the fiscal year 2010.

- 1) Ms. Kamontip Lertwitworatep CPA Registration No. 4377 and/or
- 2) Ms. Ratana Jala CPA Registration No. 3734 and/or
- 3) Mrs. Nonglak Pumnoi CPA Registration No. 4172

of Ernst & Young to be the auditor of the Company with the remuneration of not exceeding to Baht 2,000,000. In the event those auditors are unable to perform their duties, Ernst & Young Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

There were questions from shareholders as follows.

Shareholder: What is the reason for the increase of audit fee 11%?

Auditor: As the Company has higher volume of business transactions and the increase of new accounting standards together with information system audit where we did not increase the fee in the past years, we considered that the revised fee is reasonable to reflex additional audit work.

Shareholder: Did the Company benchmark the fee with other audit firms?

CFO: We do not benchmark every year but once every few years; however, the Company has considered the fee increase with the level of business transactions and increase in auditing work due to the greater audit requirements. We do control the cost to ensure that we do not pay more than is necessary.

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	687,527,718 Vote;	99.86 %
Disapprove	996,500 Vote;	0.14 %
Abstain	- Vote;	- %

Resolution: The Meeting approved the appointment of the proposed auditor and its remuneration.

Agenda 8: To approve the amendment of the Company's objective

The Chairman recommended shareholders to approve the amendment of the Company's Memorandum of Association no. 3 for adding the Company's objective item no. 7 to cover the additional business of manufacturing and trading all kinds of medical devices including assembly and trading all kinds of machines, to the existing Objective Item 7 as follows.

"Item No. 7 - To carry on manufacturing, trade, buy, sell, repair all kinds of watch, calculator, dynamo and electrical equipment, computer, electronic, amplifier, television and radio, wireless telecommunication, medical equipment, machines, parts and accessories thereof, construction equipment, consumer product, and office automation."

Vote result: The Chairman informed the Meeting that the result of the vote count was as follows.

Approve	688,523,218 Vote;	99.9999 %
Disapprove	- Vote;	- %
Abstain	1,000 Vote;	0.0001 %

Resolution: The Meeting approved the amendment of the Company's Memorandum of Association no. 3 for adding the Company's objective item no. 7 to cover the additional business of manufacturing and trading all kinds of medical devices including assembly and trading all kinds of machines.

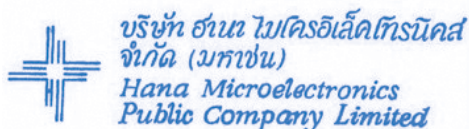
Agenda 9: Other business (if any)

The Chairman asked if any shareholders desired other matters to be discussed, or any questions to ask.

Shareholder: How many factories that HANA has and which location is bigger?

CEO: There are four main factories. We have the IC manufacturing plant in Ayutthaya which assembles the small semiconductor integrated circuit that is used in mobile phone, computer and other electronic appliances. The business is now growing from the global recession where we were hit hard in the prior year. Now, we can produce 13M units per day, which is a record output. As we now have run out of factory space so we plan to expand by adding a new building which we expect to be completed within the fourth quarter of this year. The second factory which assembles microelectronics (Printed Circuit Board Assembly "PCBA") is in Lamphun province. Having very strong business and it has also run out of space so we need to build a new factory there also. The third factory is in Bangkok where we rent the land. The land lease will expire in a few years so the work will be transferred to different locations. Some will be moved to other HANA factories, some to the customer's factory and some operations to other companies based on the customer's instruction. We expect to close this factory by the end of 2013. The fourth factory is in China which was built five years ago. By early next year, we may need to plan to expand the capacity in this location also.

As there was no any other item brought up, the Meeting adjourned at 15:12 hrs.



Signed 
Chairman
(Mr. Bancha Tamprakorn)



Profile of Director Retired by Rotation

Name: MR. BANCHA TARNPRAKORN

Position for election: Independent Director

Age: 76 years old

Education: Diploma of Institute of Bankers, London

Number of years as the director: 9 years

Experiences:

- February 2007 - present as the Chairman of the Board of Directors
- November 2004 - December 2007 as the Chairman of the Nomination Committee
- November 2002 - present as the independent director and Chairman of Audit Committee

IOD Training Courses: Directors Accreditation Program (DAP) 40/2005

Number of shareholding as of 31 December 2010: 95,000 shares or 0.011 % of total shares

Meeting attendance in 2010:

- Board of Directors Meeting 4 of 4 times
- Audit Committee Meeting 4 of 4 times
- Annual General Meeting of Shareholders 1 of 1 time

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

- Subsidiaries of Hana: None
- Other company: None

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

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

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

Performance in 2010:

- Chair the Board to fulfill all of its responsibilities; such as convene regularly scheduled Board meetings, discuss through asking questions that serve to refocus the board on larger issues, ensure that management strategy and performance are appropriately conveyed to the board
- Perform key responsibilities as the Chairman of Audit Committee to be in line with the Charter
- Capable of expressing opinions independently and unbiased
- Promote the implementation of good corporate governance principles that are suitable and practical to the company



Profile of Director Retired by Rotation

Name: MR. VORAPHOJ THEPVANAPRASIDDHI

Position for election: Independent Director

Age: 72 years old

Education:

- Graduate Diploma, International Business Administration, WLU, Ontario, Canada
- Bachelor Degree of Engineer, Chulalongkorn University

Number of years as the director: 10 years

Experiences:

- January 2008 - present as the Chairman of Nomination Committee
- November 2004 - December 2007 as the Nomination Committee
- June 2000 - present as the independent director and Audit Committee

IOD Training Courses:

- Monitoring the Internal Audit Function (MIA) 1/2007
- Monitoring the System of Internal Control and Risk Management (MIR) 1/2007
- Director Certification Program (DCP) 5/2005
- Finance for Non-Finance Director (FND) 15/2005
- Audit Committee Program (ACP) 5/2005
- Directors Accreditation Program (DAP) 30/2004

Number of shareholding as of 31 December 2010: 890,020 shares or 0.107% of total shares

Meeting attendance in 2010:

- Board of Directors Meeting 4 of 4 times
- Audit Committee Meeting 4 of 4 times
- Nomination 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:

- Subsidiaries of Hana: None
- Other company: None

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

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

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

Performance in 2010:

- Serve as a Board member who has experience and objectively carried out his duties and responsibilities with independent judgment while earning the respect and trust of fellow directors and executive management
- Perform duties as the Audit Committee member such as reviewing the company's financial reporting and internal control system, monitoring the related party transaction and ensuring compliance with applicable laws and regulations
- Oversee the procedure of the director's appointment including other duties as the Chairman of Nomination Committee
- Promote the implementation of risk management and good corporate governance principles that are suitable and practical to the company

Definition of Independent Directors:

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

- 1) Holds shares less than 1% 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
- 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. 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 accounted from 3% of net tangible assets of the company or twenty million baht whichever is lower.
- 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
- 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) Has no other conditions that unable to exercise independent opinion regarding the business operation of the company

Brief Profile of External Auditors

1) Ms. Kamontip Lertwitworatep

Current position: Certified Public Accountant Ernst & Young Office Limited

CPA No: 4377

Past 5 years of Hana's auditor:

2008 - 2010: Hana Microelectronics Public Co., Ltd.

2008 - 2010: Hana Semiconductor (BKK) Co., Ltd.

2008 - 2010: Hana Semiconductor (Ayutthaya) Co., Ltd.

Education:

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

Age: 42 years old

Number of shareholding: 0 share as of 31 December 2010

Meeting attendance: 4/4 of Audit Committee Meeting

Key qualification:

- Over 20 years' experience of auditing with one year secondment to Ernst & Young San Jose, including significant amounts of work in listed and multi-national companies
- Licensed auditor of Securities Exchange Commission
- No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders



2) Mrs. Saifon Inkaew

Current position: Certified Public Accountant Ernst & Young Office Limited

CPA No: 4434

Past 5 years of Hana's auditor:

2006 - 2007: Hana Microelectronics Public Co., Ltd.

2006 - 2007: Hana Semiconductor (BKK) Co., Ltd.

2006 - 2007: Hana Semiconductor (Ayutthaya) Co., Ltd.

Education:

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

Age: 44 years old

Number of shareholding: 0 share as of 31 December 2010

Meeting attendance: N/A

Key qualification:

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



3) Ms. Siriwan Suratepin

Current position: Certified Public Accountant Ernst & Young Office Limited

CPA No: 4604

Past 5 years of Hana's auditor: -

Education:

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

Age: 39 years old

Number of shareholding: 0 share as of 31 December 2010

Meeting attendance: N/A

Key qualification:

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



Registration procedures for attending the Annual General Meeting:

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

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

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

1. Shareholders who attend the meeting in person

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

2. Proxy of shareholders

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

Ordinary person:

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

Juristic person registered in Thailand:

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

Juristic person registered outside Thailand:

- a) Power of attorney with signature of authorized director
 - b) A certified copy of affidavit issued by Ministry of Commerce (In case of juristic registered in Thailand being an appointee)
 - c) A certified copy of identification card of appointee
- 2.4 If a shareholder prefers to appoint Hana independent directors to be the proxy, please appoint one of these directors.
- a) Mr. Bancha Tarnprakorn, Chairman of the Board of Directors and Audit Committee
 - b) Mr. Voraphoj Thepvanaprasiddhi, Audit Committee
 - c) Mr. Martin Enno Horn, Audit Committee

- 2.5 For your convenience, please submit the completed proxy form to the company at least one day prior to the meeting date.

Contact person:

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

Details of Independent Directors (Proxy)

Name Mr. Bancha Tarnprakorn Mr. Voraphoj Thepvanaprasidhi Mr. Martin Enno Horn



Position	Chairman of Board of Directors, Chairman of Audit Committee	Audit Committee, Chairman of Nomination Committee	Audit Committee and Nomination Committee
Age	76 years	72 years	67 years
Education	Diploma of Institute of Bankers, London, UK	Graduate Diploma International Business Administration WLU, Ontario, Canada - Bachelor degree of Engineer, Chulalongkorn University	- Bachelor of Electronic Engineering, California Polytechnic, U.S.A - AEA Executive Business Institute, Stanford University, CA, U.S.A
Experience	2002 – present Independent director of Hana Microelectronics PCL 2000 – 2004 Independent Director, Asia Credit PCL.	2000 – present Independent director of Hana Microelectronics PCL 1979 – 1999 Management of Hana Semiconductor (BKK) Co., Ltd.	2001 – present Independent director of Hana Microelectronics PCL 2004 – present President, M/R International, Inc.

Take the position as the director or management in other companies that could lead to potential conflict of interest:

- None for all

Interest in AGM 2011:

- All interested directors under the agenda on directors' remuneration.

Article 28

The general meeting of the Company shall be held at the registered office of the Company or at such other place as the directors may decide and indicated in the notice for the meeting.

Article 29

1) The board of directors shall arrange for an annual ordinary meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

2) All other general meetings are called “extraordinary meetings”. The board of directors may summon an extraordinary meeting of shareholders whenever the board thinks fit.

3) The shareholders holding shares altogether of not less than one-fifth (1/5) of the total number of shares issued or the shareholders of a number not less than twenty-five (25) persons holding shares altogether of not less than one-tenth (1/10) of the total number of shares issued may submit their names in a letter requesting the board of directors to summon an extraordinary meeting of shareholders at any time but they shall give reasons for such request in the said letter. In such case, the board of directors shall arrange for the meeting of shareholders to be held within one (1) month from the date of receipt of such request from the shareholders.

Article 30

In summoning a meeting of shareholders, whether ordinary or extraordinary, the board of directors shall send notice of the meeting specifying the place, day, agenda of the meeting and the business to be transacted at the meeting together with sufficient details, and shall deliver the same to the shareholders and the Registrar for their information not less than seven (7) days before the date of the meeting. Besides, the notice of the meeting shall also be announced by three (3) consecutive publications in a newspaper with the last publication appearing not less than three (3) days prior to the date of meeting.

Article 31

The Meeting of shareholders must be attended by shareholders or proxies (if any) of not less than twenty-five (25) persons or not less than half of total number of shareholders and have an aggregate number of shares of not less than one-third (1/3) of all shares issued to constitute a quorum.

Article 32

(1) If at any meeting of shareholders, after one hour from the time fixed for the meeting a quorum is not constituted, and if such meeting of shareholders was requested for by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called for by the shareholders, the meeting shall be adjourned to a new date to be notified in writing to every shareholder whose name appears in the Share Register within seven (7) days at such adjourned meeting any number of shareholders actually present shall constitute a quorum.

(2) A notice of an adjourned meeting shall specify the agenda and no business shall be transacted or resolution passed at such an adjourned meeting in respect of any matter not specified in the notice.

Article 33

1) At a meeting of shareholders, a shareholder may appoint any other person who is sui juris by a proxy to appear and vote on his behalf. The proxy form must be dated and signed by the principal and according to the form prescribed by the Registrar, which must contain at least the following:

- (1) number of shares held by the principal;
- (2) name of the proxy;
- (3) serial number of the meeting which the proxy is authorized to attend and vote.

2) The instrument appointing the proxy must be deposited with the Chairman or other person designated by the board chairman at that meeting before commencement of the meeting. If the shareholder is a juristic person, satisfactory

evidence as to the authorized signature(s) of said juristic person must also be deposited with the Chairman together with the instrument appointing the proxy.

3) In the event the proxy appointed is himself, a shareholder or if the same person not being a shareholder receives more than one (1) appointment as proxy, he shall be entitled to cast as many votes as appointments he holds in addition to his personal vote if he is a shareholder.

Article 34

1) The Chairman of the Board of Directors shall preside over the meeting of shareholder. In the event the Chairman is absent or unable to perform the duty, the Vice-Chairman shall act as the Chairman. If a Vice-Chairman does not exist or exists but is unable to perform the duty, the shareholders present shall elect a shareholder to act as the Chairman.

2) In the case of a tied vote, the Chairman of a general meeting shall be entitled to a casting vote.

Article 35

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

Article 36

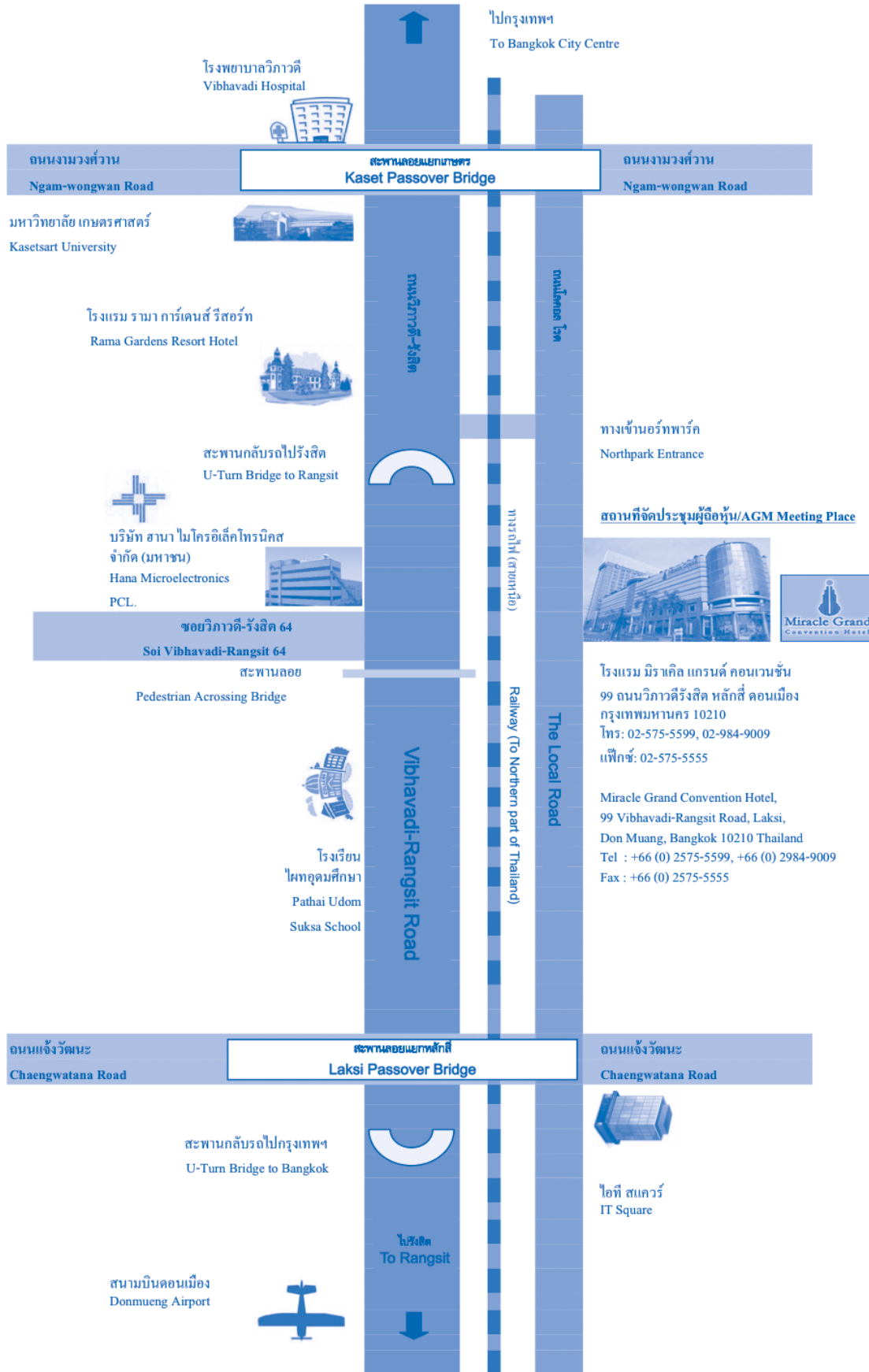
The resolution of the meeting of shareholders shall be supported by the following votes:

1) In a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the chairman of the meeting shall be entitled to a casting vote.

2) In the following cases, by a vote of not less than three-fourths (3/4) of the total number of shareholders present at the meeting and entitled to vote:

- (a) the sale or transfer of whole or essential parts of business of the company to other persons.
- (b) the purchase or acceptance of transfer of business of other company or private companies to the Company.
- (c) entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the business of the Company or the amalgamation of the business with other persons with an objective to share profit and loss.
- (d) amendment of the memorandum of association or articles of association.
- (e) increase or reduction of the capital of the Company or the issuance of debentures.
- (f) the amalgamation of company or liquidation of the company.

MAP



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 (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ 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.)

1. ชื่อ.....อายุ ปี อยู่บ้านเลขที่.....
Name Age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต
Road Tambol/Khwaeng Amphur/Khet
จังหวัด.....หรือ
Province or

นายบัญชา ทานพระกร กรรมการอิสระ อายุ 76 ปี หรือ
Mr. Bancha Tamprakorn Independent Director Age 76 years or
อยู่บ้านเลขที่ 57 ซอยพัฒนาเวศม์ 12 สุขุมวิท 71 แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร 10110
Residing at 57 Soi Pattanawej 12, Sukhumvit 71, North Prakanong, Wattana, Bangkok 10110

นายวรพจน์ เทพวนาประสิทธิ์ กรรมการอิสระ อายุ 72 ปี หรือ
Mr. Voraphoj Thepvanaprasiddhi Independent Director Age 72 years or
อยู่บ้านเลขที่ 109 ถนนเสรี 6 แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250
Residing at 109 Seri 6 Road, Kwang Suanluang, Khet Suanluang, Bangkok 10250

นายมาร์ติน เอ็นโน ฮอร์น กรรมการอิสระ อายุ 67 ปี
Mr. Martin Enno Horn Independent Director Age 67 years
อยู่บ้านเลขที่ 6 อาคารเซ็นเตอร์พอยท์ ซอยเพชรบุรี 15 ถนนเพชรบุรี เขตราชเทวี กรุงเทพมหานคร 10400
Residing at 6 Centerpoint Building, Petchaburi Soi 15, Petchaburi Road, Khet Ratchathevee, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2554 ในวันศุกร์ที่ 29 เมษายน 2554 เวลา 14.00 น. ณ ห้องเมจิก 3 ชั้น 2 โรงแรม มิราเคิล แกรนด์ คอนเวนชั่น เลขที่ 99 ถนนวิภาวดีรังสิต หลักสี่ ดอนเมือง กรุงเทพมหานคร หรือที่จะฟังเสียงไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders of the year 2011 to be held on Friday, 29 April 2011 at 14.00 hrs., at the Room Magic 3, 2nd Floor, Miracle Grand Convention Hotel, 99 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok or on any data and at any postponement thereof.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.



(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I/we authorize the proxy holder to attend the meeting and votes are as follows:

- วาระที่ 1**
Agenda 1
- พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 17/2553 เมื่อวันที่ 30 เมษายน 2553**
To approve the Minutes of the Annual General Meeting of Shareholders No. 17/2010 that was held on April 30, 2010
- (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 3**
Agenda 3
- พิจารณาอนุมัติงบดุลและบัญชีกำไรขาดทุนของบริษัทฯ ประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2553**
To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2010
- (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**
Agenda 4
- พิจารณาอนุมัติการจ่ายเงินปันผลประจำปี 2553**
To approve the dividend payment for the year 2010
- (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**
Agenda 5
- พิจารณาอนุมัติเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดออกตามวาระ**
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. นายบัญชา ทานพระกร/ Mr. Bancha Tamprakorn
 เห็นด้วย/ Approve ไม่เห็นด้วย / Disapprove งดออกเสียง/ Abstain
2. นายวรพจน์ เทพวนาประสิทธิ์/ Mr. Voraphoj Thepvanaprasiddhi
 เห็นด้วย/ Approve ไม่เห็นด้วย / Disapprove งดออกเสียง/ Abstain
-
- วาระที่ 6**
Agenda 6
- พิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2554**
To approve the directors' remuneration for the year 2011
- (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
Agenda 7

พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีบริษัท ประจำปี 2554

To approve the appointment of the Company's auditor for the year 2011 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
Agenda 8

พิจารณาอนุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัท

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

วาระที่ 9
Agenda 9

พิจารณาวาระอื่นๆ (ถ้ามี)

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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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 เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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



**ใบประจำต่อหนังสือมอบฉันทะแบบ ข.
Annex attached to the Proxy Form B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)
The Proxy of the shareholder of Hana Microelectronics Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2554 ในวันศุกร์ที่ 29 เมษายน 2554 เวลา 14.00 น. ณ ห้องเมจิก 3 ชั้น 2 โรงแรม มิราเคิล แกรนด์ คอนเวนชัน เลขที่ 99 ถนนวิภาวดีรังสิต หลักสี่ ดอนเมือง กรุงเทพมหานครหรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the Annual General Meeting of Shareholders of the year 2011 to be held on Friday, 29 April 2011 at 14.00 hrs., at the Room Magic 3, 2nd Floor, Miracle Grand Convention Hotel, 99 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok or on any date and at any postponement thereof.

วาระที่ เรื่อง

Agenda Subject

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

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

เห็นด้วย/ Approve ไม่เห็นด้วย / Disapprove งดออกเสียง/ Abstain

วาระที่ เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
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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



To: Shareholders,
Hana Microelectronics Public Company Limited

Please be informed that if you would like to request for the Company's 2010 Annual Report (hard copy), kindly fill out the information below and send this request to the fax number 66 (0) 2551-1299, the Company will deliver it to you by mail.

Name of shareholder:

Address:

.....

.....

Telephone number:

Or you may directly contact the Company at:

Hana Microelectronics Public Company Limited
10/4 Moo 3, Vibhavadi-Rangsit Road, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210 Thailand
Tel. 66 (0) 2551-1297

Contact person: Ms. Penpimol Kotchabhakdi Ext. 226