



HANA Microelectronics Public Company Limited

**Notice of 2025
Annual General Meeting of Shareholders
Wednesday, 30 April 2025 at 14.00 hrs.**

Venue: 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.

Due to the limited seating capacity, we kindly ask shareholders who wish to attend the 2025 AGM to register through the following website to book the seat in advance.

Website <https://forms.gle/rwkJ6SfqCbRz1DeQA>

Alternatively, you could appoint an independent director to attend the meeting on your behalf, please inform us accordingly. Please register the attendance by **25 April 2025**.

Thank you for your attention and cooperation.

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Attachment to the Notice

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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 2025 AGM in PDF file
 - 1.2 56-1 One Report 2024 in PDF file
2. Summary of the meeting agenda items and the opinion of the Board of Directors



HANA Microelectronics Public Co., Ltd.

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

31 March 2025

Subject: Notice of the Annual General Meeting of Shareholders Year 2025
To: Shareholders of Hana Microelectronics Public Company Limited

Notice is hereby given that the Annual General Meeting Year 2025 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 Wednesday, 30 April 2025 at 14:00 hrs.**

Agenda of the Meeting

Agenda 1: To acknowledge the Minutes of the Annual General Meeting of Shareholders Year 2024 that was held on 30 April 2024

Facts and Reasons: The Minutes of the Annual General Meeting of Shareholders Year 2024 that was held on 30 April 2024 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 2024 was recorded completely and accurately. The Board recommends to propose shareholders to acknowledge the Minutes of the Annual General Meeting of Shareholders for the Year 2024.

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 2: To acknowledge the Company's operation results for the year 2024

Facts and Reasons: The Company performance during 2024 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 2024 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 2024

Facts and Reason: In compliance with the Public Companies Act, the Company must prepare the financial statements at the end of the 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 2024 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 majority 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 2024

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 2024, the Board recommends paying the final dividend for the financial year ended 31 December 2024 at Baht 0.50 per share with the Record Date on 14 March 2025 and the dividend payment made on 19 May 2025. 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 2024 at the rate of Baht 0.25 per share on 13 December 2024. The dividend of Baht 0.25 per share was paid from the net profit from BOI promoted businesses which had the tax exemption, so the net dividend paid was Baht 0.25 per share. Therefore, the total dividend payment for the financial year ended 31 December 2024 will be Baht 0.75 per share gross or Baht 0.75 per share net.

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

| Details of Dividend Payment | The fiscal year ended 31 December 2024 (Proposed) | The fiscal year ended 31 December 2023 |
|--|---|--|
| 1. Earnings (before exchange and exceptional items) (Baht) | 901,538,681 | 1,760,567,321 |
| 2. Number of shares (share) | 885,366,660 | 885,366,660 |
| 3. Earning per share (Baht/share) | (0.72) | 2.14 |
| 4. Total dividend (Baht/share) | 0.75 | 1.00 |
| • Interim dividend | 0.25 | 0.50 |
| • Final dividend | 0.50 | 0.50 |
| 5. Total Dividend paid (Baht) | 664,024,995 | 885,366,660 |
| 6. Percentage of total dividend payment against the net profit | 74% | 47% |

Board's opinion: Given due consideration to the Company's profit, cash flow and balance sheet position, the Board recommends shareholders to acknowledge the interim dividend payment on 13 December 2024 at the rate of Baht 0.25 per share and to approve the final dividend payment from the retained earnings and net profits of the financial year ended 31 December 2024 to be Baht 0.50 per share. The total 2024 dividend payment will be Baht 0.75 per share, or Baht 885 million. For the final dividend Baht 0.50, the Board had determined the record date on 14 March 2025 and the payment date on 19 May 2025. 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 majority votes of shareholders who attend the meeting and being entitled to vote at the meeting.

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

Facts and Reasons: According to the Company's Articles of Association, one-third of directors, who have served the longest term, must retire by rotation at Annual General Meeting. This year, directors whose tenure has ended are:

1. Mr. John Thompson, to be re-elected as an independent director
2. Mr. Sanjay Nirendra Mitra, to be re-elected as an executive director
3. Mr. Insuk Kim, to be re-elected as an executive director

From October - December 2024, 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. John Thompson, an independent director who is in accordance to the related laws of independent director qualification requirements and Mr. Sanjay Nirendra Mitra and Mr. Insuk Kim, 2 executive directors, have the qualifications appropriate to the business operation of the Company 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: Mr. John Thompson has the interest in this agenda.

Required votes for resolution: The resolution for this agenda requires the majority 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 2025

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 2025 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 | Y2025 (Proposed) | | | Y2024 | | |
|-------------------------|-------------------|---|----------------|-------------------|---|----------------|
| 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 majority 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 2025 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 2025 and proposed the remuneration fees not exceeding Baht 2,750,000.

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

1. Mrs. Sarinda Hirunprasurtwutti, C.P.A. Registration No. 4799 and/or
2. Mr. Wichart Lokatekrawee, C.P.A. Registration No. 4451 and/or
3. Ms. Natteera Pongpinitpinyo, C.P.A. Registration No. 7362

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 2025 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 consideration of the Audit Committee recommends the shareholders to approve the audit fees for the year 2025 in the amount not exceeding Baht 2,750,000.

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

| Auditor’s remuneration | Y2025 (Proposed) | Y2024 | % change |
|--|---------------------|-----------|-------------|
| Financial audit fees for the annual consolidated financial statements and quarterly review consolidated financial statements of the Company (Baht) | 2,750,000 | 2,450,000 | 12.24% |

Remark:

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

Special interest of independent directors in this agenda: None

Required votes for resolution: The resolution for this agenda requires the majority 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 2025. 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 2024

Held at the Company's Headquarters

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

30 April 2024

14.00 - 16.05 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, 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 Microelectronic, and Chief Technical Officer
- 6) Ms. Pornphan Abhamongkol Independent Director, the Audit Committee, Chairman of the Nomination Committee, the Corporate Governance and Sustainability Committee, the Risk Management 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 Director, the Audit Committee, the Nomination Committee, Chairman of the Corporate Governance and Sustainability Committee, the Risk Management Committee, and Proxy of Shareholders
- 9) Ms. Achara Chaicharncheep Finance 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 subcommittee attended the Meeting. The subcommittees consisted of the Audit Committee, the Nomination Committee, the Corporate Governance and Sustainability Committee, and the Risk Management Committee (no any other subcommittee of the Board). All directors, executives and external auditors were welcome for shareholders' questions and ready to provide responding to inquiry and any clarification to the Meeting.

Quorum Announcement:

There were shareholders attending the meeting in person 61 shareholders holding 1,632,112 shares and 1,091 proxies holding 588,439,075 shares. Those total 1,152 shareholders holding 590,071,187 shares are equivalent to 66.64% of 885,366,660 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 information relevant to the meeting, the vote method, the vote counting system, and the method for making an inquiry and proposing a suggestion as follows:

Information Relevant to the Meeting:

To be in line with the good corporate governance, the Company granted the right to shareholders to propose matters they deemed important to be included in the meeting agenda of the 2024 Annual General Meeting of Shareholders and to nominate individuals whose qualification would be appropriate to be elected as directors, during the period from 1 October - 31 December 2023. Nonetheless, no shareholders submitted any proposed agenda items, nor did they nominate any candidates for directorship positions, or no questions sent in advance.

The Company made the video recording of the Meeting in order to disseminate via the Company's website for shareholders to receive information equally. The minutes will be published via the Stock Exchange of Thailand and on its own website within 14 days from the date of the meeting. In case of any suggestions or comments, the shareholders can send them to the Company Secretary within 14 days after the date of the Minutes of the Meeting.

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 regarding the appointment of 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 cannot split the votes.
- The vote is invalid if the proxy holders do 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 2023 AGM | A majority vote |
| 3. To approve the 2023 financial statements | A majority vote |
| 4. To approve the annual dividend payment for the year 2023 | A majority vote |
| 5. To approve the re-appointment of directors in place of those retired by rotation | A majority vote |
| 6. To approve the director's remuneration for the year 2024 | A majority vote |
| 7. To approve the appointment of the Company's auditors for the year 2024 and to fix their remuneration | A majority vote |

- 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.

Method for Making Inquiry and Proposing Suggestion:

The method for making an inquiry and proposing a suggestion was informed that following the information provided of each agenda item, and prior to voting, the Company will provide an opportunity for shareholders to raise questions relevant to such agenda and also at the end of the meeting for additional inquiry/suggestion whereby shareholders or proxies are required to inform their name, surname and specify their status as a shareholder or a proxy.

The Chairman then called the meeting to order and announced that the meeting was held pursuant to the prior written Meeting Notice given to shareholders in advance as follows.

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

The Chairman proposed the Meeting to certify the Minutes of 2023 Annual General Meeting of Shareholders which was enclosed in the Notice of the Meeting sent to shareholders prior to the meeting. The Minutes had been reviewed by the Board of Directors which were correctly recorded in accordance with the resolutions of the Meeting. The Minutes had been duly submitted through the Stock Exchange of Thailand and published as an announcement on the Company's website within 14 days from the date of the meeting.

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 | 590,069,187 Votes; | 99.9997 % |
| Disapprove | 0 Votes; | 0 % |
| Abstain | 2,000 Votes; | 0.0003 % |
| Invalid | 0 Votes; | 0 % |

Resolution: The Meeting approved the Minutes of 2023 Annual General Meeting of Shareholders that was held on 28 April 2023.

Agenda 2: To acknowledge the operation results of the Company in 2023

The Chairman invited Mr. Richard Han to report the operation results of the Company for the year 2023 including Management Discussion and Analysis (MD&A). Mr. Richard presented to the Meeting as follows.

Hana's key financial performance figures for the year 2023 compared to 2022 were:

- Revenues down 4% from THB 27,167 million in 2022 to THB 26,152 million in 2023
- Operating income down 26% from THB 2,422 million in 2022 to THB 1,787 million in 2023
- EBITDA income down 14% from THB 4,052 million in 2022 to THB 3,490 million in 2023

- NPAT down 16 % from THB 2,102 million in 2022 to THB 1,761 million in 2023
- Cash and financial investments up from THB 3.6 billion at YE 2022 to THB 7.8 billion at YE 2023
- Gross dividend payout unchanged from THB 1.00/share gross for 2022 to THB 1.00/share for 2023

Revenue Analysis: Group Sales Revenues decreased 4.0% YoY

In 2023 we saw an end to the demand for electronics devices driven by the Covid-19 lockdowns. Higher interest rates had a less than expected negative impact but still damped overall consumer demand. The US economy performed better than expected in contrast to China which despite the reopening at the start of the year was heavily weighed down by an underperforming property market.

Automotive demand remains surprisingly strong throughout the year, test and measurement was weak whilst mobile continued to significantly underperform. We saw better demand for RFID tyre tags and inlays whilst access control dropped after a post Covid-19 burst. Our industrial segment was flat whilst medical saw good growth albeit from a low base.

Our OSAT business saw a weak Q1 followed by a stronger Q2 which turned out to be a false optimism driven by a hope for a stronger China recovery, by Q3 with the realization that China was not bouncing back we saw a substantial drop which further accelerated in Q4. By the end of the year we were running at historically low levels of utilization. However, despite these difficulties, we managed to adjust our cost base to avoid running at a loss.

In Ohio, our US division registered +10% growth YoY driven by the growth of our new RFID ‘inlay’ activity as well a higher demand for tyre tags. During the year we relocated to our new facility which is approximately three time larger in preparation for further expansion.

In Cambodia, we saw a doubling revenue partly due to the mandated turnkey conditions and new product lines. Whilst we were not consistently profitably, we did manage to register an overall profit for the year – for the first time. Bringing our Cambodian plant under the control of the Lamphun management has allowed for better cooperation and an improvement in productivity.

In Korea, our PMS division suffered from a weak China market for our silicon devices which made up more than 85% of our overall output. At the year-end we took a charge of THB 286m to account for higher levels of low yield silicon carbide wafers suffered due to the exceptional downtime of our single reliance on certain equipment. In Q4 we started to take delivery of our new silicon carbide equipment which allow us to finally ramp up mass production and will overcome any further yield issues. This will place PMS in a much better position to growth in 2024.

Operating Profit Analysis: Operating Profits reduced 26% YoY

The drop in our operating profit was primarily due to the weaker performance from PMS including the write downs, and a very weak OSAT demand in the second half. Our EMS business held up well with our Lamphun division

recording record sales and profits. The US\$/THB exchange rate was volatile during the year as US rates outlook remained uncertain.

Group Net Profit after Tax Analysis: Net Profit reduced 16% YoY

Our NPAT followed our operating profit performance. With a reduction of our hedging positions, the exchange gain/losses movement were less volatile.

Cash Reserve Analysis

The group generated THB 3.49B in EBITDA in 2023 down 14 % over 2022 and had THB 7.8B in cash and short term financial instruments at the end of the year. This increase was mainly the result of a private placement announced on October 19th 2023 whereby the company placed 80,487,800 new shares raising THB 4,587,804,600 gross. The group also took on some interest bearing debt which at the end of the year was THB 1.3B. This places the group in a good position to support the on-going needs of PMS as we ramp up production and to also finance any new expansion opportunities.

2024 Outlook and the Company Strategies

Hana's core business in 2024 will be impacted by several key issues:

- 1) The overall recovery of the currently weak OSAT demand which we believe could be in the second half of the year.
- 2) The ramp up performance of PMS which we believe will accelerate over the course of the 2024 as our new silicon carbide equipment comes on board.
- 3) The holding up of demand for our automotive sector which despite higher interest rates has performed better than expected. So far the demand has held stable.
- 4) A recovery for the mobile phone industry which has been significantly weak for the past two years. It is hoped that with the introduction in new AI software there will be a pick up in the replacement cycle for handsets going forward. We expect to see some improvement by the middle of the year.
- 5) The US central bank's policy regarding rates – this will impact the THB/US\$ rate.
- 6) The Chinese economy improving albeit expectations are not high.

The current geopolitical uncertainties need to be monitored carefully against what we believe will be another uncertain year. Significant geopolitical issues in the Middle East, concerns over Taiwan and a continuing conflict in Ukraine makes for a very uncertain economic outlook. Also with major elections being held around the world (in particular the USA), we may see some further tensions with tariffs.

We will continue focus on:

1. Maintaining good diversity so as not to rely on any one customer or industry.
2. Continue to invest in automation both in IT software and manufacturing equipment to improve productivity and quality to enhance our competitiveness.
3. Increase productivity through automation and innovation.
4. Identify and invest in future high growth activities in order to re-shape the Hana group over time.

5. Keep a conservative 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 Thai Private Sector Collective Action against Corruption since 2015 until present.

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

Mr. Sathaporn Kotheeranurak (shareholder): How does the company manage the risk of exchange rate fluctuations?

Mr. Richard Han (CEO): In the past, the Company has historically utilized hedging strategies to mitigate risks associated with exchange rate fluctuations. However, given the considerable increase in hedging costs and the benefits received, the Company has reviewed and considered discontinuing foreign currency hedging.

Mr. Wiwat Koosakul (proxy of Ms. Siriporn Markpol): Why did the Company decide to cancel hedging, which is considered a measure to mitigate risks from exchange rate fluctuations?

Mr. Richard Han (CEO): Hedging is considered a risk management strategy to offset potential losses. However, hedging against exchange rate risks now incurs increased fees and expenses, resulting in significantly higher investment costs. As it cannot guarantee gains or losses nor we can predict future currency fluctuations, we decided that the risk was not worth to take because now the cost to hedge is much more than in the past.

Mr. Pongsuwan Techavuttichai (shareholder): Regarding silicon carbide business in Korea, as you mentioned, experiencing a slowdown due to reduced demand in China, as well as challenges in delivering machinery for production. Could you please provide more information about the slowdown in the Korean business? As far as we know, the EV business is growing in China.

Mr. Richard Han (CEO): Our silicon business at the factory in South Korea is experiencing a slowdown, not the silicon carbide business. Last year, approximately 85% to 90% of our capacity was dedicated to silicon production because we had not yet received the necessary machinery for silicon carbide

production. Consequently, when demand decreased for silicon, it naturally affected our PMS. However, since the end of last year and throughout this year, we have been receiving new machinery to increase our manufacturing capacity for producing silicon carbide. Therefore, we anticipate that silicon carbide growth will begin to pick up from Q2 and progress steadily throughout the year

The demand for silicon remains challenging, but there are indications of improvement as the Chinese government is actively supporting what they term as hi-tech manufacturing.

The news reported a slowdown in EV car sales, primary in the US and Europe. However, the situation in China is markedly different. China, being the world's largest car market, accounts for over 50% of new car sales, which is equivalent to the combined sales in the US and Europe.

This year, we do not expect to sell much silicon carbide for use in EV cars. Instead, the majority of our silicon carbide sales will be directed towards EV car charger systems, data centers, and PV solar panels, as the qualification process for integration into vehicles is lengthy. We are currently being evaluated by several major Chinese car companies for our silicon carbide products, and we aim to pass their qualification tests by the end of this year.

The core business of Hana is in semiconductor assembly and testing (OSAT), integrated circuit (IC) packaging, and Electronics Manufacturing Services (EMS). These sectors are highly competitive, particularly when compared to India, where labor costs are substantially lower than half of those in Thailand, and the Indian government strongly supports investment in the electronics industry. If we do not begin investing in high-value-added industries or advanced technologies within the next few years, we will undoubtedly face strong competition from countries with lower labor costs. Therefore, establishing our own Wafer Fabrication facility in Korea will be the first step in reshaping Hana Group's future business landscape. While such an endeavor will require significant investment, it will pave the way for a robust future.

Mr. Pongsuwan Techavuttichai (shareholder): How is the electric vehicle (EV) industry in South Korea as the EV market in South Korea seems experiencing growth?

Mr. Insuk Kim (COO): Our Power Master in Korea engages in several EV-related businesses, including the delivery of EV charging stations, solar power solutions, and data centers. Currently, we are in the process of qualifying E-compressors for use inside cars. These compressors, which run on silicon carbide, are undergoing qualification testing by the car manufacturer in Korea. The qualification process for products by this car manufacturer typically takes a minimum of 2 years for evaluation.

Ms. Nichapa Charaskrisorn (shareholder): Why was Korea selected as the location for your wafer fabrication factory over Thailand or China? What are the specific advantages that Korea offers compared to Thailand or China?

Mr. Richard Han (CEO): Hana never invested in silicon carbide thus we are seeking collaboration with a country that has experiences in this field. Due to South Korea's expertise and experience in silicon carbide equipment manufacturing, and with the industry expertise of our COO, Mr. Insuk Kim, who has extensive knowledge in the silicon carbide business. As such, South Korea emerged as a favorable option for our initial learning phase. With our accumulated expertise and experiences, we may provide support for knowledge transfer initiatives in the future.

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 2023.

Agenda 3: To approve the financial statements for the fiscal year ended 31 December 2023

The Chairman proposed the meeting to approve the financial statements for the fiscal year ended 31 December 2023 and the auditor's report, all of which have been reviewed by the Audit Committee.

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

Mr. Sathaporn Kotheeranurak (shareholder): I would like to inquire with the auditor regarding the financial statements, specifically concerning the key audit matters related to the decrease in the net realizable value (NRV) of inventories compared to the previous year. Is the calculation of NRV deemed sufficient by the auditor? Additionally, was there any indication of a transfer pricing issue?

Ms. Kamontip Lertwitworatep (EY auditor): The Company and its subsidiaries received an unqualified opinion on their consolidated financial statements. These statements are deemed to fairly present, in all material respects, the financial position and performance of the business in accordance with financial reporting standards. Additionally, the Company's reserve policy is considered adequate. In terms of related party transactions, the Company has provided clear disclosure of its pricing policy in the notes to the consolidated financial statements. Furthermore, transactions with related parties were conducted in the ordinary course of business.

Mr. Sathaporn Kotheeranurak (shareholder): What are the objectives and benefits obtained from setting up subsidiary companies in the British Virgin Islands?

Mr. Richard Han (CEO): The establishment of subsidiaries in the British Virgin Islands (BVI) for efficiency in cross-border management and tax planning purposes, such as mergers and acquisitions.

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 | 588,386,787 Votes; | 99.7145 % |
| Disapprove | 0 Votes; | 0 % |
| Abstain | 1,684,200 Votes; | 0.2854 % |
| Invalid | 200 Votes; | 0 % |

Resolution: The Meeting approved the financial statements for the fiscal year ended 31 December 2023.

Agenda 4: To approve the dividend payment for the year 2023

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.

In consideration of the dividend policy and the Company's performance in 2023, the Board recommended the meeting to approve the final dividend for the financial year ended 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 Chairman opened for questions or comments. There was a question from a shareholder as follows.

Mr. Wiwat Koosakul (proxy of Ms. Siriporn Markpol): I would like to suggest that the Company should set two times of record dates: the first record date closure for XM for the AGM to approve the dividend payment, and the second record date closure for XD after shareholders approve dividend payments at the meeting. Hence, shareholders can make further decisions of investment.

Ms. Jirapa Kongmanee (Corporate Secretary): The Company has set a record date of book closure to grant shareholders the rights to attend shareholder meetings and receive dividends on the same day, which has been in accordance with the Securities and Exchange Act and the Stock Exchange regulations. However, the cut-off two times of record dates will be proposed to the board of directors for consideration next year, with the final decision resting on the board's discretion.

As there was no further question, the Chairman proposed the Meeting to vote on this agenda item.

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

| | | |
|------------|--------------------|-------|
| Approve | 590,071,187 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 13 December 2023 and approved the annual dividend payment for the year 2023 at the rate of Baht 0.50 per share to be paid on 17 May 2024. The dividend of Baht 0.50 per share is paid from the net profit and retained earnings as at 31 December 2023 from BOI promoted businesses which has the tax exemption so the final dividend paid is Baht 0.50 per share net.

The total 2023 dividend will be Baht 1.00 per share net which is composed of interim dividend Baht 0.50 per share paid on 13 December 2023 and the final dividend Baht 0.50 per share gross to be paid on 17 May 2024.

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

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

The Chairman informed the Meeting that one-third of the directors, who have served the longest term, must retire by rotation at every Annual General Meeting according to the Company's Articles of Association. The Company invited shareholders to propose candidates to be elected as directors since October - December 2023 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. Richard David Han to be re-appointed as an executive director
- 2) Mr. Terrence Philip Weir to be re-appointed as an executive director
- 3) Ms. Pornphan Abhamongkol to be re-appointed as an independent director

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

5.1 Re-appoint Mr. Richard David Han as an executive director

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

| | | |
|------------|--------------------|-----------|
| Approve | 581,094,826 Votes; | 98.4788 % |
| Disapprove | 7,936,361 Votes; | 1.3450 % |
| Abstain | 1,040,000 Votes; | 0.1762 % |
| Invalid | 0 Votes; | 0 % |

5.2 Re-appoint Mr. Terrence Philip Weir as an executive director

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

| | | |
|------------|--------------------|-----------|
| Approve | 555,829,183 Votes; | 94.1970 % |
| Disapprove | 34,067,004 Votes; | 5.7734 % |
| Abstain | 175,000 Votes; | 0.0297 % |
| Invalid | 0 Votes; | 0 % |

5.3 Re-appoint Ms. Pornphan Abhamongkol as an independent director

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

| | | |
|------------|--------------------|-----------|
| Approve | 587,530,787 Votes; | 99.5695 % |
| Disapprove | 2,540,400 Votes; | 0.4305 % |
| Abstain | 0 Votes; | 0 % |
| Invalid | 0 Votes; | 0 % |

Resolution: The Meeting approved the re-appointment of Mr. Richard David Han and Mr. Terrence Philip Weir as the executive directors and Ms. Pornphan Abhamongkol as the independent director who retired by rotation for another term.

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

The Chairman proposed the meeting to consider and approve the remuneration of the Board of Directors for the year 2024 not exceeding Baht 5,000,000 which details were enclosed in the Notice of the Meeting sent to shareholders in advance.

| <u>Position</u> | <u>Meeting Allowance (Baht/Time)</u> | <u>Bonus</u> | <u>Other Benefits</u> |
|------------------------------------|--|---|---------------------------|
| Chairman of the Board of Directors | 94,750 Baht | Minimum half time of meeting allowance or depend on the Company's performance | None |
| Independent Directors | 56,650 Baht | Minimum half time of meeting allowance or depend 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 | 589,761,033 Votes; | 99.9474 % |
| Disapprove | 310,154 Votes; | 0.0526 % |
| Abstain | 0 Votes; | 0 % |
| Invalid | 0 Votes; | 0 % |

Resolution: The Meeting approved the directors' remuneration for 2024 in the amount not exceeding Baht 5,000,000.

Agenda 7: **To approve the appointment of the Company's auditors for the year 2024 and to fix their remuneration**

The Chairman proposed the Meeting to consider and approve the appointment of the following auditors for the year 2024.

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 for the year 2024 with the total 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 | 585,652,187 Votes; | 99.2511 % |
| Disapprove | 4,384,000 Votes; | 0.7430 % |
| Abstain | 0 Votes; | 0 % |
| Invalid | 35,000 Votes; | 0.0059 % |

Resolution: The Meeting approved the appointment of Ms. Kamontip Lertwitworatep C.P.A. Registration No. 4377 and/or Mrs. Sarinda Hirunprasurtwutti C.P.A. Registration No. 4799 and/or Mr. Wichart Lokatekrawee C.P.A. Registration No. 4451 of EY Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the year 2024 with the total remuneration not exceeding Baht 2,450,000.

Agenda 8: 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 additional questions to ask. There were questions and suggestions from shareholders summarized as follows.

Mr. Wiwat Koosakul (proxy of Ms. Siriporn Markpol): As the increase in the minimum wage, how this impact to the Company's business?

Mr. Richard Han (CEO): The increase of the minimum wage, along with the overall market slowdown, poses a considerable challenge for us. However, we increase salary every year not just minimum wage annually, which more or less depending on the Company's performance. We have implemented automation manufacturing in all our facilities to mitigate the impact of rising labor costs, increase productivity, and reduce overall expenses. Over the past 3 to 4 years, the Company has reduced its workforce by a total of 1,600 to 1,700 employees, replaced by automation.

Mr. Wiwat Koosakul (proxy of Ms. Siriporn Markpol): How does the US-China dispute affect the Company?

Mr. Richard Han (CEO): The ongoing tensions between the United States and China, a bilateral issue of significant concern, primarily revolve around advanced semiconductor technology, an area in which Hana is not currently involved. However, these tensions are causing apprehension among many of our customers. Customers from China, Europe, and USA are seeking to reduce the risk in their supply chains associated with each other. Thailand, being neutral, finds itself in a favorable position. At our factory in China, we prioritize serving Chinese customers, while in our non-China facilities such as those in Thailand, we focus on Western customers.

Mr. Pongsuwan Techavuttichai (shareholder): Please update the progress of the joint venture business with PTT in FT1 for the investment cost and the level of profit do you expect?

Mr. Richard Han (CEO): As you know that we have made announcement along with PTT that Hana and PTT are evaluating some business collaboration but it is not finalized, we are in the midst of discussion. Therefore, we are unable to disclose any details at this time. Nevertheless, we are delighted to have the potential opportunity to work with PTT.

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 16.05 hrs.

Mr. John Thompson
Chairman of the Board of Directors

Profile of Director Retired by Rotation

1. MR. JOHN THOMPSON



| | |
|---|--|
| Position for Election: | Independent Director |
| Director Type: | Re-appointment of a retired director |
| Age: | 60 years old |
| Education: | <ul style="list-style-type: none">• Bachelor (Honours) Degree, London University, United Kingdom• Associate Chartered Accountant (ACA), The Institute of Chartered Accountants in England & Wales (ICAEW), United Kingdom |
| Date of First Appointment: | 1 January 2017 |
| Number of Years as the Director: | 8.4 years |
| Experience: | Chairman of the Board of Directors, Independent Director and Chairman of Audit Committee Hana Microelectronics Public Co., Ltd. |
| 2017 – present: | |
| 2007 – present: | Executive Director NT Asset (Thailand) Co., Ltd. |
| 2007 – 2022: | Independent Director and Audit Committee Bangkok Post Public Co., Ltd. |
| IOD Training Course: | Directors Accreditation Program (DAP) 57/2006 |
| Other Training: | Sustainability Disclosure Standards IFRS S1 and S2 by The Stock Exchange of Thailand |

Number of Shareholding as of 31 December 2024:

0 share or 0% of total share

Meeting Attendance in 2024:

- Board of Directors Meeting 7 of 7 times
- Audit Committee Meeting 4 of 4 times
- Annual General Meeting of Shareholders 1 of 1 time

Position as the Director or Management in Other Companies: Mr. John Thomson holds the position of Executive Director in other companies as follows.

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

Conflict of Interest: Mr. John Thompson does not hold any positions as a director or management in other companies that could lead to a potential conflict of interest or compete with the business of the Company.

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

- I am not an executive, management, staff member, officer, or consultant who receives any salary from these companies.
- I am not a professional service provider (such as independent auditor, lawyer, etc.) to these companies.
- I have no relationship with these companies that could impact my ability to fulfill my duties independently (such as purchasing/selling materials, goods, or services, or borrowing/lending).

Nomination Process and Justification for Re-appointment: The Board of Directors, through the Nomination Committee, has reviewed the appointment of Mr. John Thompson as an independent director. According to Corporate Governance best practices, the independent directors should serve a maximum of 9 years; however, the Nomination Committee proposes his re-appointment for another term, despite reaching the 9-year tenure by year-end 2025. The decision is based on the following considerations:

1. **Extensive Experience and Expertise:** Mr. John brings extensive experience, particularly in finance, and holds a Certified Public Accountant (CPA) qualification. His strong understanding of financial matters has been crucial in guiding Hana through complex financial decisions, ensuring sound financial management, and upholding transparency and accountability.
2. **Leadership in Key Roles:** As Chairman of the Board and Audit Committee, Mr. John has played an active role in ensuring the board operates smoothly and effectively through his leadership.
3. **Proven Track Record with Hana:** Over the years, Mr. John has made valuable contributions to Hana's growth and development. His long-term involvement with the company provides consistent leadership and strategic insight, which is important for maintaining stability during times of change or growth.

4. **Independence and Objectivity:** Despite his tenure, Mr. John has maintained independence and objective, consistently acting in the best interests of the company and shareholders.
5. **Bi-Lingual Skills:** Mr. John's fluency in both Thai & English provides clear communication during AGM's and other meetings and is of great assistance with the company's other foreign Board members.

The Board of Directors has reviewed the re-appointment of Mr. John Thompson as an independent director through the Nomination Committee's screening process, which includes an annual assessment of his tenure, qualifications, experience, and performance. Following careful consideration, the Board believes that Mr. John's continued leadership and expertise are crucial to the Board's effectiveness, making his re-appointment in the best interests of the Company. Furthermore, the Board is confident that Mr. John continues to meet the independence criteria and adheres to all applicable 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 less than 0.5% of the total shares eligible to vote in the company, subsidiaries, associates, or controlling parties, including shares held by related parties of an independent director. (This threshold is stricter than the requirements of the Securities and Exchange Commission).
2. Is not an executive director, employee, or consultant receiving remuneration from the company or any of its subsidiaries, and has not been a controlling person of the company or subsidiaries, nor a related person, for at least the past two years.
3. Is not a person who has a relationship by descent or legal registration as father, mother, spouse, sibling, or child, nor is the spouse of the children of management, major shareholders, controlling parties/persons, or those is the process of being nominated as management or controlling persons of the company or its subsidiaries.
4. Have no or has never had a business relationship with the company, subsidiaries, associates, or related persons that impairs independence, nor is a major shareholder, executive director, or member of the management of a related person who has a business relationship with the company, associate, or subsidiary, unless such status ended at least two years. This includes normal business transactions, rent or lease of fixed assets, financial assistance, loan granting or receiving, guarantees, or other related transactions that oblige the company or its contractual party to a liability exceeding 3% of the company's net tangible assets 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 persons, nor is 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 a professional service provider, nor a legal or financial advisor receiving a service fee of more than two million baht per year from the company, subsidiaries, associates, major shareholders, or controlling persons. Additionally, is not a major shareholder, controlling person, or partner of the aforementioned service firms, unless such status has ended for at least two years.
7. Is not a director nominated to represent the directors of the company, a major shareholder, or any other shareholder related to the major shareholders.

8. Does not conduct the same business or engage in competition with the company or its subsidiaries, nor is a business partner, executive director, paid employee, or hold more than 1% of voting shares in other companies that engage in the same business or compete with the company.
9. Does not have any other conditions that inhibit his independence or opinions regarding the business operations of the company.

Term of service of independent directors:

The Board of Directors has set the term of service for independent directors to a maximum of nine years from their first appointment, with re-appointment subject to a satisfactory evaluation of their performance and continued independence.

Profile of Directors Retired by Rotation

2. MR. SANJAY NIRENDRA MITRA



| | |
|---|--|
| Position for Election: | Executive Director |
| Director Type: | Re-appointment of a retired director |
| Age: | 60 years old |
| Education: | <ul style="list-style-type: none">• Bachelor of Science (Physics), University of Bombay (Mumbai), India• Bachelor of Engineering (Computer Engineering), University of Bombay (Mumbai), India• Master of Science (Electrical Engineering), Montana State University, USA |
| Date of First Appointment: | 29 April 2022 (2022 AGM of shareholders) |
| Number of Years as the Director: | 3 years |
| Experience: | |
| 2022 - present | Executive Vice President and Chief Operating Officer for Semiconductor and Chief Marketing Officer Hana Microelectronics Public Co., Ltd. |
| 2012 - present | Vice President and General Manager Hana Semiconductor (Ayutthaya) Co., Ltd. |
| 2009 - present | President Hana Microelectronics, Inc. |
| 2005 - 2009 | Vice President and General Manager Hana Semiconductor (Ayutthaya) Co., Ltd. |
| 2002 - 2004 | Customer Specific Operations Director Hana Semiconductor (Ayutthaya) Co., Ltd. |

2001 - 2002 Senior Engineering Manager
Brooks Automation, Inc., Colorado, USA

1991 - 2001 Manufacturing Operations Director
Ramtron International Corporation, Colorado, USA

IOD Training Course: Director Accreditation Program (DAP) 193/2022
(English Program)

Other Training: Sustainability Disclosure Standards IFRS S1 and S2
by Ross Maynard, Fellow Certified Management
Accountant (FCMA)

**Number of Shareholding as of
31 December 2024:** 0 share or 0% of total share

Meeting Attendance in 2024:

- Board of Directors Meeting 7 of 7 times
- Annual General Meeting of Shareholders 1 of 1 time

Position as the Director or Management in Other Companies: Mr. Sanjay Mitra holds the position of Executive Director in the following subsidiaries of Hana.

| Subsidiaries of Hana | Non-listed Company | Listed Company |
|---|--------------------|----------------|
| 1. Hana Semiconductor (Ayutthaya) Co., Ltd. 2. Hana Microelectronics, Inc. | None | None |
| Position: Executive Director | | |

Conflict of Interest: Mr. Sanjay Mitra does not hold any positions as a director or management in other companies that could lead to a potential conflict of interest or compete with the business of the Company.

Nomination Process: The Board of Directors has considered the appointment of Mr. Sanjay Mitra to serve as an executive director through the screening processes of the Nomination Committee which is evaluated his qualifications, experience, and past performance. The Committee concluded that Mr. Sanjay Mitra's profile is highly suited to the needs of the Company's business.

Profile of Directors Retired by Rotation

3. MR. INSUK KIM



| | |
|---|--|
| Position for Election: | Executive Director |
| Director Type: | Re-appointment of a retired director |
| Age: | 61 years old |
| Education: | Bachelor of Mechanical Engineering, Kyung Hee University Seoul, Korea |
| Date of First Appointment: | 29 April 2022 (2022 AGM of shareholders) |
| Number of Years as the Director: | 3 years |
| Experience: | |
| 2022 - present | Executive Vice President and Chief Operating Officer for Microelectronics and Chief Technical Officer Hana Microelectronics Public Co., Ltd. |
| 2016 – 2021 | Corporate Senior Vice President and International Manufacturing Operations Hana Microelectronics Public Co., Ltd. |
| 2006 - 2016 | Managing Director, ON Semiconductors Corporation, Singapore and Philippines |
| 2003 - 2006 | Engineering Director STATS ChipPAC Pte. Ltd., Singapore |
| 1989 - 2003 | Engineering Director NXP Semiconductors Co., Ltd., Korea, Thailand, Philippines and Singapore |

IOD Training Course: Director Accreditation Program (DAP) 193/2022 (English Program)

Other Training: Sustainability Disclosure Standards IFRS S1 and S2 by Ross Maynard, Fellow Certified Management Accountant (FCMA)

Number of Shareholding as of 31 December 2024: 0 share or 0% of total share

Meeting Attendance in 2024:

- Board of Directors Meeting 7 of 7 times
- Annual General Meeting of Shareholders 1 of 1 time

Position as the Director or Management in Other Companies: Mr. Insuk Kim holds the position of Executive Director in the following subsidiaries of Hana.

| Subsidiaries of Hana | Non-listed Company | Listed Company |
|---|--------------------|----------------|
| 1. Power Master Semiconductor Co., Ltd. 2. Hana Microelectronics (Jiaxing) Co., Ltd. 3. Hana Semiconductor (Ayutthaya) Co., Ltd. 4. Hana Microelectronics (Cambodia) Co., Ltd. | None | None |
| Position: Executive Director | | |

Conflict of Interest: Mr. Insuk Kim does not hold any position as a director or management in other companies that could lead to potential conflicts of interest or compete with the business of the Company.

Nomination Process: The Board of Directors has considered the appointment of Mr. Insuk Kim to serve as an executive director through the screening processes of the Nomination Committee, which is evaluated his qualifications, experience, and past performance. The Committee concluded that Mr. Insuk Kim's profile is highly suited to the needs of the Company's business.

Brief Profile of External Auditors

1) Mrs. Sarinda Hirunprasurtwutti

Current position:

Certified Public Accountant
EY Office Limited

CPA License No:

4799

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

None

Education:

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

Age:

52 years old

Number of shareholding:

0 share as of 31 December 2024

Meeting attendance:

None

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



2) Mr. Wichart Lokatekrawee

Current position:

Certified Public Accountant
EY Office Limited

CPA License No:

4451

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

None

Education:

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

Age:

56 years old

Number of shareholding:

0 share as of 31 December 2024

Meeting attendance:

None

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



3) Ms. Natteera Pongpinitpinyo

Current position:

Certified Public Accountant
EY Office Limited

CPA License No:

7362

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

None

Education:

- Bachelor's Degree in Accounting, Chulalongkorn University
- Master's degree in Business Administration, the National Institute of Development Administration

Age:

46 years old

Number of shareholding:

0 share as of 31 December 2024

Meeting attendance:

None

Key qualification:

- Over 25 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 2024.

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.

Attachment No. 4

Registration Procedures for Attending the Annual General Meeting

For attending the Annual General Meeting of Shareholders year 2025 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: <https://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.

3. e-Proxy Voting

The Company has launched the service for shareholders' proxy via electronic (e-Proxy Voting) which serviced by Thailand Securities Depository Co., Ltd. (TSD) for individual shareholders, funds management by asset management companies, and custodians who would like to proceed proxy voting via electronic channel without presenting at the meeting. Proxy and identity documents are not required and sent to the Company by post. The e-Proxy Voting forms will be retrieved via an e-Proxy voting system electronically on the closing voting 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 | 60 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 | 63 years old | 63 years old |
| Address | 353/34 Soi Ladprao 122 (Mahadthai 1), Phlapphla, Wangthonglang, Bangkok 10310 | 99/368 Moo 4, T. Bang Kadi, A. Mueang Phatum Thani, Phatum Thani 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"> • 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"> • 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 2025 AGM:

- Mr. John Thompson 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.

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, 18 April 2025.
4. The Corporate Secretary shall be the person to collect the questions and pass them to the Board of Directors for considerations.
5. In responding to questions in the case where the shareholders have sent the questions prior to the shareholders Meeting, the Company shall consider giving the replies to the questions on the date of the Shareholders Meeting.

Attachment No. 6

Request Form for the Hard Copy of 56-1 One Report 2024

If a shareholder would like to have the hard copy of 56-1 One Report 2024, 2025 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 2024
- Notice of 2025 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



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.)

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 60 ปี หรือ

Mr. John Thompson Independent Director Age 60 years or

อยู่บ้านเลขที่ 28/8 ซอยพัฒนาเวศม์ 12 แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร 10110

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

- | | | | |
|--------------------------|--|--------------------------------------|----------------------------|
| <input type="checkbox"/> | นางสาวพรพันธ์ อาภามงคล Ms. Pornphan Abhamongkol อยู่บ้านเลขที่ 1039/10 ถนนสุขุมวิท 71 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร 10110 Residing at 1039/10 Sukhumvit 71 Road, Klongton Nua, Wattana, Bangkok 10110 | กรรมการอิสระ Independent Director | อายุ 60 ปี Age 60 years |
| <input type="checkbox"/> | นางสุนันท์ ทองใบ Mrs. Sunun Thongbai อยู่บ้านเลขที่ 353/54 ซอยลาดพร้าว 122 (มหาดไทย 1) แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร 10310 Residing at 353/34 Soi Ladprao 122 (Mahadthai 1), Wangthonglang, Wangthonglang, Bangkok 10310 | กรรมการอิสระ Independent Director | อายุ 63 ปี Age 63 years |
| <input type="checkbox"/> | นายสเตฟานัส โจเซฟัส เฮนดริคัส เบรเดอร์ Mr. Stephanus Josephus Hendrikus Brader อยู่บ้านเลขที่ 99/368 หมู่ 4 ตำบลบางกะดี อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000 Residing at 99/368 Moo 4, T. Bang Kadi, A. Mueang Phatum Thani, Phatum Thani 12000 | กรรมการอิสระ Independent Director | อายุ 63 ปี Age 63 years |

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุม
สามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ พุธที่ 30 เมษายน 2568 เวลา 14.00 น. ณ สำนักงานใหญ่ของบริษัท เลขที่ 65/98
ซอยวิภาวดี-รังสิต 64 แยก 2 แขวงตลาดบางเขน เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น
ด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders
Year 2025 to be held on Wednesday, 30 April 2025 at 14.00 hrs., at the Company's Head Office No. 65/98
Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok or on any date and at any
postponement thereof.

(4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้นี้ ดังนี้

I/we authorize the proxy holder to attend the meeting and votes are as follows:

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปี ลสิ้นสุด ณ วันที่ 31 ธันวาคม 2567

Agenda 3 To approve the financial statements for the fiscal year ended 31 December 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:
- | | | |
|---|---|---|
| <input type="checkbox"/> เห็นด้วย / Approve | <input type="checkbox"/> ไม่เห็นด้วย / Disapprove | <input type="checkbox"/> งดออกเสียง / Abstain |
|---|---|---|

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2567

Agenda 4 To approve the dividend payment 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 5 พิจารณานุมัติเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดออกตามวาระ

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote in accordance with my wish as follows:
- การแต่งตั้งกรรมการทั้งหมด หรือ / Vote for all the nominated candidates as a whole or
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล / Vote for an individual nominee
1. นายจอห์น ทอมป์สัน / Mr. John Thompson
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
2. นายซานเจย์ นิเรนดรา มิตรา / Mr. Sanjay Nirendra Mitra
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
3. นายอินซุก คิม / Mr. Insuk Kim
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการประจำปี 2568

Agenda 6 To approve the directors' remuneration for the year 2025

- (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

(จ) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีบริษัท ประจำปี 2568

Agenda 7 To approve the appointment of the Company's auditors for the year 2025 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

(จ) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

วาระที่ 8 พิจารณาเรื่องอื่น 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

(จ) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นารลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting for the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณา เลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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. 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.

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case that there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to 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 2568 วันพุธที่ 30 เมษายน 2568 เวลา 14.00 น. ณ สำนักงานของบริษัท เลขที่ 65/98 ซอยวิภาวดี-รังสิต 64 แยก 2 แขวงตลาดบางเขน เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders year 2025 to be held on Wednesday, 30 April 2025 at 14.00 hrs., at the Company's Head Office 65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok or on any date and at any postponement thereof.

วาระที่ _____ เรื่อง _____
Agenda Subject

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

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

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ _____ เรื่อง _____
Agenda Subject

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

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

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

- วาระที่ _____ เรื่อง เลือกตั้งกรรมการ (ต่อ)
Agenda Election of directors (Continued)

ชื่อกรรมการ _____

Director name

- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ _____

Director name

- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ _____

Director name

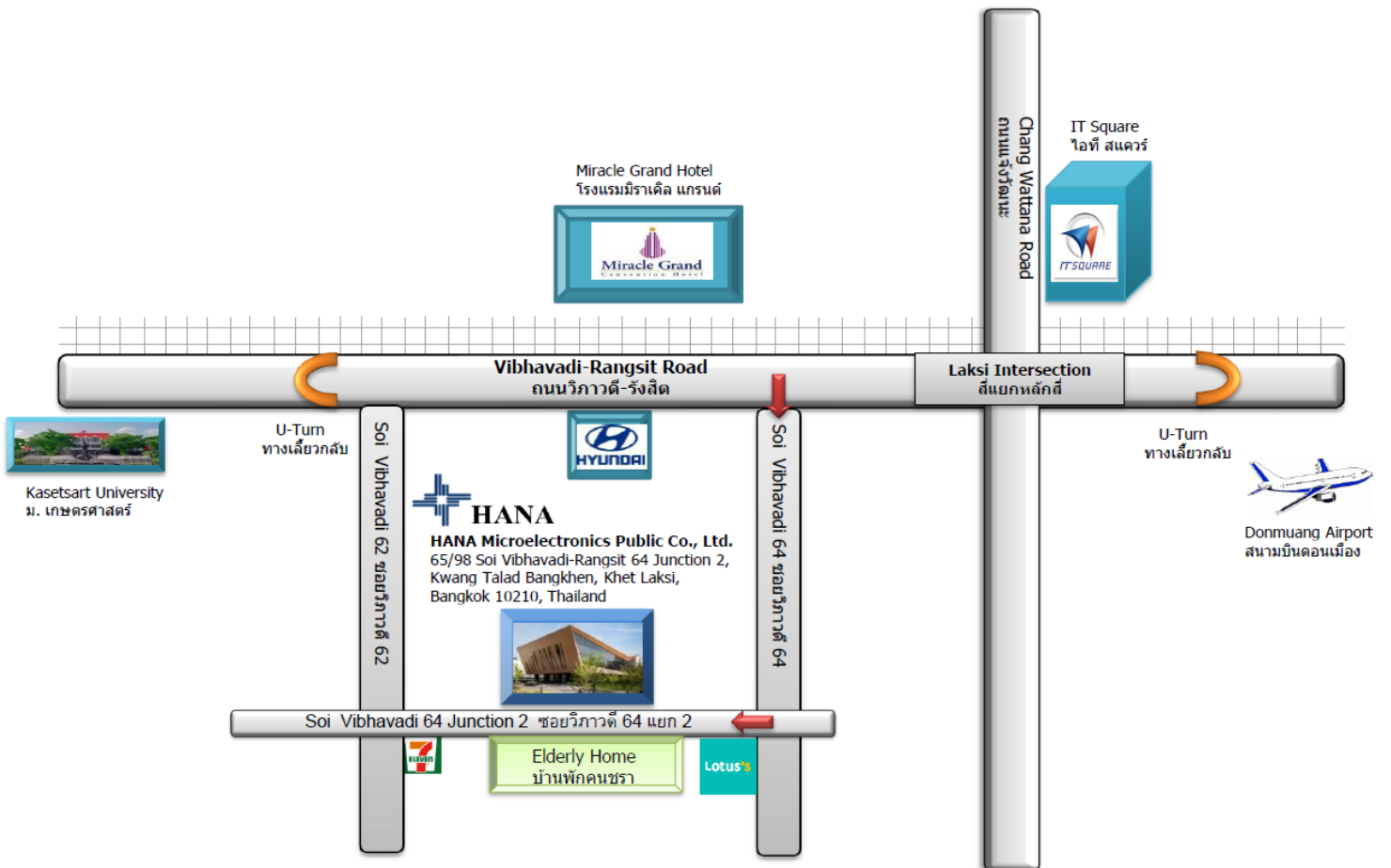
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ _____

Director name

- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

Attachment No. 8



**Privacy Notice for the 2025 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 / 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

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