



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

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

13 November 2013

**Subject: Resignation of Independent Directors and New Appointment**

**To: Chairman of the Board  
The Stock Exchange of Thailand**

**CC: Secretary-General  
The Securities and Exchange Commission**

Hana Microelectronics Public Co., Ltd. (“The Company”) would like to inform that Mr. Voraphoj Thepvanapradhhi and Mr. Martin Enno Horn will resign from the Company’s independent directors effective on 30 November 2013.

The Board of Director’s Meeting No. 5/2013 held on 13 November 2013 has resolved to appoint Mrs. Salakchitt Preedaporn and Mr. Yingsak Jenratha as independent directors and audit committee members replacing Mr. Voraphoj Thepvanapradhhi and Mr. Martin Enno Horn. The aforesaid appointment is effective from 1 December 2013.

Below is the list of the Board of Directors of the Company to be effective from 1 December 2013 onwards:

- |                               |   |
|-------------------------------|---|
| 1. Mr. Bancha Tarnprakorn     | Chairman of the Board of Directors and Independent Director             |
| 2. Mr. Richard David Han      | Executive Director, Executive Vice Chairman and Chief Executive Officer |
| 3. Mr. Winson Moong Chu Hui   | Executive Director, President & Chief Operating Officer                 |
| 4. Mr. Terrence Philip Weir   | Executive Director & Chief Financial Officer                            |
| 5. Mrs. Salakchitt Preedaporn | Independent Director  |
| 6. Mr. Yingsak Jenratha       | Independent Director  |

The list of the Audit Committee which is effective from 1 December 2013 is as follows:

- |                               |                                 |
|-------------------------------|---------------------------------|
| 1. Mr. Bancha Tarnprakorn     | Chairman of the Audit Committee |
| 2. Mrs. Salakchitt Preedaporn | Member of the Audit Committee   |
| 3. Mr. Yingsak Jenratha       | Member of the Audit Committee   |

Please be informed accordingly,

Sincerely yours,

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

**Form to Report on Names of Members and Scope of Work of the Audit Committee**

The Board of Directors meeting of Hana Microelectronics Public Company Limited, No. 5/2013 which was held on 13 November 2013 resolved the meeting's resolutions in the following:

Appointment of the audit committee:

Chairman of the audit committee

Member of the audit committee

As follows:

- (1) Mrs. Salakchitt Preedaporn, for the replacement of Mr. Voraphoj Thepvanaprasiddhi
- (2) Mr. Yingsak Jenratha, for the replacement of Mr. Martin Enno Horn

To renewal of which shall take an effect as of 1 December 2013.

The audit committee is consisted of:

1. Chairman of the audit committee Mr. Bancha Tarnprakorn, remaining term in office 1 month.
2. Member of the audit committee Mrs. Salakchitt Preedaporn, remaining term in office 2 years 6 months.
3. Member of the audit committee Mr. Yingsak Jenratha, remaining term in office 1 year 5 months.

Secretary of the audit committee: Miss Jirapa Kongmanee

Enclosed hereto are 2 copies of the certificate and biography of the members of audit committee. The audit committee numbers 1 and 2 have adequate expertise and experience to review creditability of the financial reports.

The audit committee of the Company has the scope of duties and responsibilities as follows:

1. To review the Company's financial reporting process to ensure that it is accurate and adequate;
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other unit in charge of an internal audit;
3. To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business;
4. To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
5. To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;

6. To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information:
  - 6.1 opinion on the accuracy, completeness and creditability of the Company's financial report,
  - 6.2 an opinion on the adequacy of the Company's internal control system,
  - 6.3 an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,
  - 6.4 an opinion on the suitability of an auditor,
  - 6.5 an opinion on the transactions that may lead to conflicts of interests,
  - 6.6 the number of the audit committee meetings, and the attendance of such meetings by each committee member,
  - 6.7 an opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and
  - 6.8 other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors
7. To perform any other act as assigned by the Company's board of directors, with the approval of the audit committee.
8. In its performance of duties, if it is found or suspected that there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results, the audit committee shall report it to the board of directors for rectification within the period of time that the audit committee thinks fit:
  - 8.1 a transaction which causes a conflict of interest;
  - 8.2 any fraud, irregularity, or material defect in an internal control system; or
  - 8.3 an infringement of the law on securities and exchange, the Exchange's regulations, or any law relating to the Company's business.

If the Company's board of directors or management fails to make a rectification within timeframe, any audit committee member may report on the transaction or act to the Office of the Securities and Exchange Commission or the Exchange.
9. To support and monitor the risk management systems and ensure the measures of the company are appropriate
10. Review and revise the audit committee Charter and propose any revision to the board of directors for approval

The company hereby certifies that:

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand.

Signed .....Director  
(Mr. Richard David Han)

(Seal)

Signed .....Director  
(Mr. Terrence Philip Weir)