



Microelectronics Public Company Limited
บริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)

Notice of 2014 Annual General Meeting of Shareholders **Hana Microelectronics Public Company Limited**



On Wednesday, 30 April 2014 at 14.00 hrs.
At the Headquarter Office
65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen,
Khet Laksi, Bangkok

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For registration convenience:

Shareholders and/or Proxies who attend the AGM

Please bring the Registration Form,
and the Proxy Form (in case of proxy)
and identification evidence

Registration starts at 13:00 hrs.


HANA Microelectronics Public Co., Ltd.

65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi,
Bangkok 10210 Tel: 66 (0) 2-5511297 Fax: 66 (0) 2-5511299

March 31, 2014

Subject: Notice of the Annual General Meeting of Shareholders No. 21/2014

To: Shareholders of Hana Microelectronics Public Company Limited

Enclosures:

- 1) Minutes of the Annual General Meeting of Shareholders No. 20/2013
- 2) Brief profile of directors retired by rotation
- 3) Brief profile of external auditors
- 4) Procedure to attend the meeting and Articles of Association concerning to the shareholders' meeting
- 5) Sending questions relating to the meeting agenda items
- 6) Request form for hard copy of 2013 Annual Report
- 7) Proxy form B.
- 8) Map of the Meeting location
- 9) Registration form **(Shareholders are required to bring in this form when attending the meeting.)**
- 10) CD-ROM of 2013 Annual Report

Notice is hereby given that the twenty first Annual General Meeting of Hana Microelectronics Public Co., Ltd. will be held at the **Company's Headquarter**, 65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok on Wednesday April 30, 2014 at 14:00 hrs.

Agenda of the Meeting

Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders No. 20/2013 that was held on April 29, 2013

Facts and Reasons: The Minutes of the Annual General Meeting of Shareholders No. 20/2013 that was held on April 29, 2013 as detailed per attachment No. 1 has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the prescribed timeline, and posted to the Company website www.hanagroup.com.

Board's opinion: The Meeting Minutes No. 20/2013 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders No. 20/2013 should be approved.

Agenda 2: To acknowledge the Company's operation results for the year 2013

Facts and Reasons: The Company performance during 2013 is presented in the Annual Report.

Board's opinion: The Board recommends to shareholders to acknowledge the operation results of the Company for the year 2013 as proposed.

Agenda 3: To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2013

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

Board's opinion: The Board recommends to shareholders that the audited balance sheet and profit and loss statements for the financial period year ended December 31, 2013 and the auditor's report, all of which have been reviewed by the Audit Committee, be approved as proposed.

Agenda 4: To approve the dividend payment for the year 2013

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 with the dividend policy and performance in 2013, the Board recommends to pay the final dividend for the financial year ended December 31, 2013 at Baht 1.00 per share which sets the Record Date on Thursday March 13, 2014 and the closing date of the share registration book on Friday March 14, 2014 for the shareholders list as specified in section 225 of the Securities and Exchange Act. The dividend payment will be made on Friday May 16, 2014. 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 and another Baht 0.50 is paid from the net profit and retained earnings from Non-BOI businesses which is subjected to 10% withholding tax so the final dividend paid is Baht 0.95 per share net.

On December 11, 2013, the Company paid an interim dividend from the retained earnings and net profit of the first nine month period of 2013 at the rate of Baht 0.50 per share and was subjected to 10% withholding tax. Therefore, the total dividend payment for the financial year ended December 31, 2013 will be Baht 1.50 per share gross or Baht 1.40 per share net.

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

Details of Dividend Payment	The fiscal year ended December 31, 2012 (Restated)	The fiscal year ended December 31, 2013 (Proposed)
1. Net Profit (based on consolidated financial statements) (Baht)	1,610,192,666	2,337,198,560
2. Number of shares (share)	804,878,860	804,878,860
3. Earning per share (Baht/share)	2.00	2.90
4. Total dividend (Baht/share)	1.50	1.50
• Interim Dividend	0.50	0.50
• Final Dividend	1.00	1.00
5. Total Dividend paid (Baht)	1,207,318,290	1,207,318,290
6. Percentage of total dividend payment against the net profit	74.98%	51.66%

Board's opinion: Given due consideration to the company's profit, cash flow and balance sheet position, the Board recommends to shareholders to approve the final dividend payment for the financial year ended December 31, 2013 to be Baht 1.00 per share. The total 2013 dividend will be Baht 1.50 per share which is composed of interim dividend Baht 0.50 per share paid on December 11, 2013 and the final dividend Baht 1.00 per share to be paid on May 16, 2014. For the final dividend Baht 1.00, the Board had determined the record date on March 13, 2014 and the closing date of the share registration book on March 14, 2014 for the shareholders list as specified in section 225 of the Securities and Exchange Act and the payment date on May 16, 2014. However, the entitlement to receive final dividend is uncertain because it has not yet be approved by shareholders.

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. Those directors are Mr. Bancha Tarnprakorn and Mrs. Salakchitt Preedaporn who shall be retired by rotation at this year Annual General Meeting. The Nomination Committee has considered their performance and proposed to re-elect each director as detailed per attachment No. 2 to serve as the board members for another term.

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

Agenda 6: To approve the directors' remuneration for 2014

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 incentive fee while the executive directors shall receive the remuneration as the Company's employees.

Board's opinion: The Board recommends shareholders to approve the remuneration of directors which is the same total amount as 2013. The proposed remuneration package is as follows.

Position	Meeting Allowance (Baht)	Bonus	Maximum
Chairman of the Board	89,250 Baht	Minimum one month depending on the company performance	} Not exceeding Baht 10,000,000
Independent Directors	52,500 Baht	Minimum one month depending on the company performance	
Executive Directors*	-	-	

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

Agenda 7: To approve the appointment of the Company's auditor for the year 2014 and to fix their remuneration

Facts and Reason: In compliance with the Public Companies Act, shareholders shall approve the appointment of auditors and determine the audit fee for each fiscal year. The Audit Committee has considered and proposed the appointment of the external auditors from EY Office Limited (formally known as Ernst & Young Office Limited) and the detailed profile is per attachment No. 3, to be the auditors in 2014 and proposed the remuneration fees not exceeding Baht 2,060,000.

Board's opinion: Upon the consideration of Audit Committee, the Board recommends to shareholders to approve the appointment of Mrs. Saifon Inkaew C.P.A. Registration No. 4434 and/or Ms. Siriwan Suratepin C.P.A. Registration No. 4604 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 2014 for a total remuneration of Baht 2,060,000. 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.

Mrs. Saifon has experiences, skills, and qualification suitably to serve as the auditor of the Company while EY Office Limited has been providing the adequacy and quality of services and maintained a strong independent position throughout their services with the Company. The comparison of audit fee with last year is as follows.

Year	Audit Services Fee (Baht) ⁽¹⁾	% Change	BOI Audit Fee (Baht) ⁽²⁾	Inventory Destruction Observation (Baht)	Other non-audit fee
2014	2,060,000	0%	360,000	15,000 / time	-
2013	2,060,000		270,000	15,000 / time	

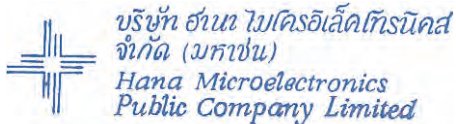
Note: (1) The fee is excluded out-of-pocket expenses such as travel expenses and others which the Company paid the actual expenses to the audit firm.

(2) The fee depends on the number of BOI certificates each year.

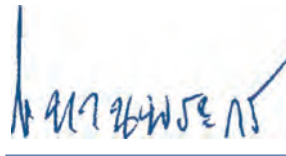
Agenda 8: To consider any other business

The Shareholder Register Book for the right to attend the Annual General Meeting of Shareholders shall be recorded on Thursday March 13, 2014 and the closing date of the share registration book will be on Friday March 14, 2014 for the shareholders list as specified in section 225 of the Securities and Exchange Act to be compiled.

You are cordially invited to attend the meeting at the above-mentioned date, time and venue. To facilitate the answering of questions that are intended to be asked at the meeting, shareholders are 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,



(Mr. Bancha Tarnprakorn)
Chairman of the Board



(Mr. Richard David Han)
Executive Vice Chairman

The Company Secretary:

Ms. Jirapa Kongmanee

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MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 20/2013

**Held at Miracle Grand Convention Hotel
99 Vibhavadi-Rangsit Road, Khet Laksi, Don Muang, Bangkok
On April 30, 2013
14.00 - 16.15 hrs.**

Directors Presented:

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

External auditor presented:

- | | |
|--------------------------------|---|
| 7) Ms. Kamontip Lertwitworatep | Auditor from Ernst & Young Office Limited |
|--------------------------------|---|

Translator:

- | | |
|-------------------------|--|
| 8) Mrs. Puntipa Tantana | Corporate Manufacturing Administration and HR Director |
|-------------------------|--|

Preliminary Proceedings:

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

Quorum Announcement:

There were shareholders attending the meeting in person 78 shareholders holding 13,783,714 shares and 98 proxies holding 683,224,816 shares. Those total 176 shareholders holding 697,008,530 shares are equivalent to 86.60% of 804,878,860 voting shares, which is more than one-third (1/3) of voting shares. Therefore, a quorum was constituted in accordance with the Company's Articles of Association.

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

Vote Method:

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

Vote counting system:

- The objection or abstention shall be deducted from the agreed votes concerning each Agenda.
- The resolution of all proposed agendas shall be passed when receiving the majority vote of the eligible shareholders present at the meeting including proxies, which is to be more than 50% or more than 348,504,265 shares.
- In case of a tie vote, the Chairman shall be entitled to a casting vote.

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

Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders No. 19/2012 which was held on April 30, 2012

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 19/2012, which was enclosed in the Notice of the Meeting distributed to shareholders in advance.

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

Approve	696,923,730 Votes;	99.9878 %
Disapprove	0 Votes;	0 %
Abstain	84,800 Votes;	0.0122 %

Resolution: The Meeting approved the Minutes of the Annual General Meeting No. 19/2012 that was held on April 30, 2012.

Agenda 2: To acknowledge the operation results of the Company in 2012

The Chairman invited Mr. Richard Han to report the operation results of the Company during the year 2012. Mr. Richard presented to the Meeting as follows.

By all accounts 2012 has been a very difficult year for the group. Our IC Assembly division in Ayutthaya (AYT) re-started operations at the start of the year with a limited production rate focusing primarily on re-qualifying all our existing and new equipment and satisfying our customers by re-qualifying their parts.

By the middle of the year we had managed to regain approximately 60% of our pre-flood volume levels. Unfortunately in Q3 the market dropped significantly over global economic concerns and this stalled our recovery process significantly. The much watched book-to-bill ratio hit 0.75 in October although it has recovered to 0.92 in December, still indicating a contraction.

Our microelectronics division in Lamphun (LPN) got off to a strong start in 2012 with most sectors showing significant growth over the previous year however like its sister division in AYT, it too could not escape the weakness that swept the electronics industry in the second half with most of the early gains being given up by the end of the year.

In China the story was similar but to a lesser extent and our Jiaying (JX) division still managed record sales and profits for 2012.

Hana's financial "key performance indices" for 2012 over 2011 were:-

- | | | | | | |
|------------------------|-----|---------|------|----------|------|
| • Total revenues of | THB | 17,233m | +6% | USD 556m | +4% |
| • Operating profits of | THB | 1,076m | -25% | USD 35m | -26% |
| • EBITDA of | THB | 2,305m | -12% | USD 74m | -13% |
| • Net Profit After Tax | THB | 1,661m | +4% | USD 54m | +1% |
| • Net cash at year end | THB | 5,481m | -7% | USD 179m | -6% |
- An additional gross dividend payout of THB 1.00 baht per share (Final of THB 1.50 gross for 2012, same as for 2011)

Since April 2012 until the beginning of 2013, the minimum wages as mandated by the government has increased 40% in AYT, 46% in LPN and 13% in JX. This will have (and has had) a significant impact on our groups overall cost and will affect our margins going forward. Whilst there are a number of important automation projects underway, their mitigation will have limited affect and we shall have to accept the new working environment.

We are undertaking two new projects, one an expansion at LPN where we shall construct a 25,000 sq/m factory scheduled for completion by Q2/14 and in Cambodia Koh Kong (KK) where we are working on a 30,000sq/m factory for completion also by the middle of 2014. Work has already commenced on the LPN expansion and we expect to break ground in Koh Kong (KK) by the middle of 2013.

We project the economic climate will start to improve in the second half of this year with a more material improvement by the beginning of 2014, hence the timing of our two major expansion plans.

Despite the weak operating performance in 2012, initial insurance payments helped to support the NPAT figure. We still have significant claims to process during 2013 which will also assist our bottom line; however our operational challenges remain focused on returning AYT back to profitability and continually improving productivity to soften the substantial impact from the politically imposed wage increases.

Looking forward to 2013, in summary we forecast continuing weakness in demand for the first half of the year which compounded by the rising wages and weakening US\$ will impact our performance significantly. Towards the second half we expect to see an improvement in sentiment with a corresponding effect to our financial performance, although it will be unlikely to overcome the weakness of the first half.

Finally, it is important to understand that the electronic business is a cyclical one and for the past 3 quarters we have been in a low cycle. However going forward we believe the cycle will change and start to improve towards the end of this year and to that we are expanding our capacity to be in time for what we project to be an improvement in the business demand by the middle of next year.

After presented, Mr. Richard opened for questions. There was no question from shareholders.

The Chairman then announced that the Meeting acknowledged the operation results of the Company for the year 2012.

Agenda 3: To approve the balance sheet and profit and loss statements for the year ended December 31, 2012

The Chairman proposed the meeting to approve the audited balance sheet and profit and loss statements for the financial period year ended December 31, 2012 and the auditor's report, all of which have been reviewed by the Audit Committee.

There were questions from shareholders as follows.

Shareholder: From Hana's organization, does the company have 3 business groups; Manufacturing, Purchasing & Marketing and Investment? Why need to set up the holding company in British Virgin Island?

CFO: Yes, and we set up the holding company in British Virgin Island for tax planning purpose for our company's overseas investments.

Shareholder: Hana is going to expand its business to Cambodia. From the issue of Cambodia–Thailand border dispute, there could have the war at the border somehow in future so how would the company plan for export its products and business interruption?

CEO: We don't start the business in Cambodia for the next 12 months so a short term war should not be the big issue. However, if a war happened in the next 5-6 years later that the factory in Cambodia become a bigger part of our business, we would bring Thai staff or our engineers from China to work there. The export can manage by boat, and if it became a big war, we would stop the business.

Shareholder: According to Baht 1,800m capital expenditure plan in 2013 for new head office and the factory expansion in Lamphun, China and Cambodia, will you wait and see the result of investment or continue expansion?

CEO: Hana has not invested in the buildings in the past 4 years and we will invest in machinery next and will not invest in building for future 4-5 years. We will do step by step.

Shareholder: In the annual report, there appears to be some contradiction between Chairman's Statement that provided the business concerned, where Ayutthaya management described the business more positively? How is the current performance of Ayutthaya?

CEO: It is just like another side of coin as the Chairman would put more conservative point of view toward the businesses whereas the GM of Ayutthaya need to encourage the business to step forward. Ayutthaya has not improved for the volume built since Q3-4' 2012 but we expect it to look better in Q3 this year.

Shareholder: Did the insurance pay all compensation yet?

CFO: For the property damage exclude inventory, we had received about 80% of our claim so far and the inventory damage is outstanding claim to be finalized. For Business Interruption, we received Baht 400m interim payment and the remaining is in process.

Shareholder: How is the insurance premium after flooded? Will the premium be reduced significantly soon?

CFO: The insurance premium has increased 400% with no flood and earthquake cover. Next year, the premium may decrease some but would still be relatively high due to the high insurance claims in Thailand being recorded from the 2011 flood so the premium would not be expected to be reduced to the same level as before.

Shareholder: Do customers who have already gone come back?

CEO: Our customers have not brought all the business back. It takes time for the flood memory of Ayutthaya to reduce over the next 3-4 years. However, we have informed our new customers about the back-up plan in the new Lamphun plant that will have the same kind of production line of IC packaging and we also have IC packaging at our China factory.

Shareholder: In 2012, why did the operating profit reduce 25%?

CEO: Our operating profit dropped by 25% because Ayutthaya operation did not contribute as before, also the electronic industry was slowing down and wages increased along with the Thai Baht strengthening. We have improved productivity through automation by making machines internally which can save 2-300 people by the end of this year.

Shareholder: Does Hana have no debt, right?

CEO: Yes, you're right.

Shareholder: The company has invested in Bonds. Investment always has risks. Are you sure that the investment is safe enough?

CFO: We have invested in corporate bonds rated BBB up and spread out the investment in various regions/countries. We have invested in diversified portfolio of bonds with acceptable risks.

Shareholder: For the financial note item 16 and 27.5, the company has recorded provision for loss on tax assessment about Baht 150m. It was happened 16 years ago but not settled yet. Does this provision amount include interest surcharge?

CFO: Yes, have accrued the amount as we could lose the case at the Supreme Court.

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

Approve	696,929,730 Votes;	99.9887 %
Disapprove	0 Votes;	0 %
Abstain	78,800 Votes;	0.0113 %

Resolution: The Meeting approved the balance sheet and profit and loss statements for the year ended December 31, 2012.

Agenda 4: To approve the dividend payment for the year 2012

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.

Given due consideration to the company's profit, cash flow and balance sheet position, the Chairman proposed the meeting to approve the annual dividend payment for the year 2012 at the rate of Baht 1.00 per share to be paid

Attachment No. 1

on May 15, 2013. 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 and another Baht 0.50 is paid from the net profit and retained earnings from Non-BOI businesses which is subjected to 10% withholding tax so the final dividend paid is Baht 0.95 per share net. The total 2012 dividend will be Baht 1.50 per share gross or Baht 1.45 per share net which is composed of interim dividend Baht 0.50 per share paid on December 7, 2012 and the final dividend Baht 1.00 per share gross or Baht 0.95 per share net to be paid on May 15, 2013.

There were questions from shareholders as follows.

Shareholder: For the interim dividend of Baht 0.5 per share, did the Board decision to pay the interim dividend come from the insurance compensation?

CFO: Yes, last year (2012) we have extra cash flow received from the insurance payment so the Board decided to pay the interim dividend.

Shareholder: Will the Company continue to pay the interim dividend in future?

CEO: The interim dividend will be considered by the Board decision and depending on the cash flow and the reserve for our business needs.

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

Approve	696,927,730 Votes;	99.9884 %
Disapprove	0 Votes;	0 %
Abstain	80,800 Votes;	0.0116 %

Resolution: The Meeting approved the annual dividend payment of 2012 at the rate of Baht 1.00 per share. The dividend will be paid to the shareholders whose names appeared in the registered book dated March 14, 2013 with the payment date on May 15, 2013. The dividend of Baht 0.5 per share is paid from the net profit and retained earnings from BOI promoted businesses which has the tax exemption and another Baht 0.50 is paid from the net profit and retained earnings from Non-BOI businesses which is subjected to 10% withholding tax so the final dividend paid is Baht 0.95 per share net.

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

The Chairman informed the Meeting that Mr. Winson Moong Chu Hui and Mr. Terrence Philip Weir were the interested directors to be re-appointed at this year so they therefore expressed the intent to leave the room.

The Chairman further 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 2012 and there were no proposals given. Therefore, he proposed the Meeting to consider the directors whose tenure has ended. This year, directors whose tenure has ended are:

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

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

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

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

Approve	649,405,134 Votes;	93.1703 %
Disapprove	39,222,196 Votes;	5.6272 %
Abstain	8,381,200 Votes;	1.2025 %

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

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

Approve	657,532,134 Votes;	94.3363 %
Disapprove	39,222,196 Votes;	5.6272 %
Abstain	254,200 Votes;	0.0365 %

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

Agenda 6: To approve the directors' remuneration for 2013

The Chairman proposed the meeting to consider and approve the remuneration of the board of directors for the year 2013 at the below rates not exceeding Baht 10,000,000, which is the same total amount as 2012.

Position	Meeting Allowance (Baht)	Bonus
Chairman of the Board and sub-committee	89,250 Baht	Minimum one month depending on the company performance
Independent Directors	52,500 Baht	Minimum one month depending on the company performance
Executive Directors*	-	-

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

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

Approve	694,378,131 Votes;	99.6226 %
Disapprove	1,606,600 Votes;	0.2305 %
Abstain	1,023,799 Votes;	0.1469 %

Resolution: The Meeting approved the board of directors' remuneration for 2013 at the rate proposed but not exceeding Baht 10,000,000.

Agenda 7: To approve the appointment of the Company's auditor for the year 2013 and to fix the auditor's remuneration

The Chairman proposed the Meeting to consider and approve the appointment of the following auditors for the fiscal year 2013.

- 1) Mrs. Saifon Inkaew, Certified Public Accountant No. 4434 and/or
- 2) Ms. Siriwan Suratepin, Certified Public Accountant No. 4604 and/or
- 3) Mr. Wichart Lokatekrawee, Certified Public Accountant No. 4451

of Ernst & Young to be the auditor of the company with the remuneration of not exceeding Baht 2,060,000. In the event those auditors are unable to perform their duties, Ernst & Young Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

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

Approve	696,927,730 Votes;	99.9884 %
Disapprove	0 Votes;	0 %
Abstain	80,800 Votes;	0.0116 %

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

Agenda 8: Other business

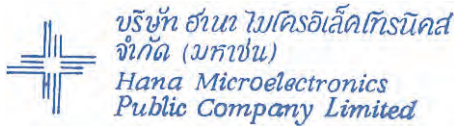
The Chairman asked if any shareholders desired other matters to be discussed, or any questions to ask.


There was a question from a shareholder as follows.

Shareholder: Does the company have a competitive advantage and is it well positioning?

CEO: The electronic industry has a lot of competition. Hana has no special competitive advantage over the competitors except we have key major strengths, which are our strong financial position, diversified business and customers' loyalty. We also have good opportunities to make profit and growth. We focus on our strength and are now expanding to Cambodia to create a low cost manufacturing base to diversify our business.

As there was no any other item brought up, the Chairman expressed his thanks and appreciation to shareholders who attended the meeting. The Chairman then declared the Meeting adjourned at 16:15 hrs.




Signed
(Mr. Bancha Tamprakorn)
Chairman

Profile of Director Retired by Rotation

MR. BANCHA TARNPRAKORN



Position for election:	Independent Director
Director type:	Re-appointment from a retired director
Age:	79 years old
Education:	Diploma of Institute of Bankers, London
Date of first appointment:	7 November 2002
Number of years as the director:	11.6 years
Experiences:	
February 2007 – present:	Chairman of the Board of Directors
November 2002 – present:	Independent director and Chairman of Audit Committee
November 2004 - December 2007:	Chairman of Nomination Committee

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

Number of shareholding as of 31 December 2013: 100,000 shares or 0.012 % of total shares

Meeting attendance in 2013:

- Board of Directors Meeting 6 of 6 times
- Audit Committee Meeting 4 of 4 times
- Meeting between independent directors 1 of 1 time
- Annual General Meeting of Shareholders 1 of 1 time

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

- Listed company: None
- Other company: None

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

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

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

Nomination process: The Nomination Committee has considered his qualification, experience, and performance and proposed to the board for re-election.

Performance in 2013:

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

Reason to re-appoint Mr. Bancha who serves as an independent director longer than nine years

In 2013, the board has considered the term of service of the Company's independent directors of whom there are 3 independent directors and all of those directors served more than 9 years. The Nomination Committee took into account the need to refresh the board so the board, from the recommendation of Nomination Committee, has replaced 2 independent directors in December 2013 as follows.

Attachment No. 2

Name	Year of Service	Course of actions
1. Mr. Bancha Tamprakorn, Chairman of the Board and Independent Director	7 November 2002 – Present	Retain
2. Mr. Voraphoj Thepvanapasiddhi, Independent Director	1 June 1999 – 30 November 2013	Replaced by Mrs. Salakchitt Preedaporn on 1 December 2013
3. Mr. Martin Enno Horn, Independent Director	3 May 2001 – 30 November 2013	Replaced by Mr. Yingsak Jenratha on 1 December 2013

In order to allow for the smooth transition by not totally changing all of the independent directors, the Nomination Committee had considered that Mr. Bancha Tamprakorn should be retained as an independent director because he is knowledgeable with extensive financial experiences and continues to be effective and demonstrate commitment to the role which he brings to the board.

Despite his long tenure, Mr. Bancha still remains true level of independence. The board has considered specifically whether his length of service has compromised his independence. The board has determined that Mr. Bancha remained independent of character and judgment and that there were no relationships or circumstances which were likely to affect, or could appear to affect, the director's judgment, and that the independence of character and judgment was not in any way affected or impaired by length of service. The board has also conducted a rigorous review of the performance of his Chairman and considers that he brings invaluable integrity, wisdom and experience to the board and that he continues to contribute positively to board and committee deliberations. Therefore, the board is entirely satisfied with his performance and independence judgment.

The board therefore believes that our change in having 2 replacing independent directors while remains Mr. Bancha Tamprakorn is appropriate.

Profile of Director Retired by Rotation

MRS. SALAKCHITT PREEDAPORN



- Position for election: Independent Director
- Director type: Re-appointment from a retired director
- Age: 53 years old
- Education: Bachelor Degree of Accounting,
Faculty of Commerce and
Accountancy, Thammasart University
- Date of first appointment: 1 December 2013
- Number of years as the director: 5 months
- Experiences:
- 2013 – present: Independent director and Audit Committee of Hana Microelectronics Public Co., Ltd.
 - 2009 – present: Financial and accounting consultant
 - 1992 – 2009: Accounting Manager of S. Napa (Thailand) Co., Ltd.
- IOD Training Courses:
- Risk Management for Committee Program (RMP) 2/2013
 - Directors Accreditation Program (DAP) 107/2014
- Number of shareholding as of 31 December 2013: 177,800 shares or 0.022% of total shares
- Meeting attendance in 2013:
- Board of Directors Meeting 1 of 1 time
 - Corporate Governance Meeting 1 of 1 time
- Take the position as the director or management in other companies:
- Listed company: None
 - Other company: None
- Take the position as the director or management in other companies that could lead to potential conflict of interest: None
- Conflict of Interest Disclosure with the Company, subsidiaries or affiliates (present and past 2 years):
- I'm not an executive management, staff, officer or consultant who receives any salary from those companies.
 - I'm not the professional service provider (such as independent auditor, lawyer, etc.) to those companies.
 - I have no relationship with those companies that could impact my duty independently (such as purchase/sell material/goods/services, borrow or lent.)
- Nomination process: The Nomination Committee has considered her qualification, contribution and performance and proposed to the board for re-election.
- Performance in 2013:
- Serve as a Board member who has experience and objectively carried out her duties and responsibilities with independent judgment
 - Perform duties as the Audit Committee member such as reviewing the company's financial reporting, risk management, etc.

Definition of Independent Directors:

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

1. Holds shares less than 0.5% of the total shares eligible to vote of the company, subsidiaries, associates, or controlling parties, including the shares held by the related parties of an independent director
2. Who is not an executive director, employee, or consultant who receives remuneration from the company or any of its subsidiaries, who is also neither a controlling person of the company or subsidiaries nor a related person at least for the past two years
3. Is not the person who has relationship by means of descent or legal registration as father, mother, spouse, brothers and sisters, and children, nor being spouse of daughters and sons of management, major shareholders, controlling party/person who is in the process of nomination to be the management or controlling person of the company or its subsidiary. This also includes normal business transactions, rent or lease of fixed assets, financial assistance, loan granting or receiving, guarantee, or other related transactions obliged the company or its contractual party for the liability to pay the other party that is accounting from 3% of net tangible assets of the company or twenty million baht whichever is lower.
4. Have no or never have business relationship with the company, subsidiaries, associates, or related person that deprives such independence nor being a major shareholder, executive director, management of related person who has business with the company, associate and subsidiary unless the foregoing status ended at least two years
5. Is not or has never been the auditor of the company, subsidiaries, associates, major shareholders, or controlling person, nor being a major shareholder, controlling person, or partner of the auditing firm unless the foregoing status ended at least two years
6. Is not or has never been the professional service provider, nor legal or financial advisor with receive service fee more than two million baht per year from the company, subsidiaries, associates, major shareholders, or controlling person, and is not a major shareholder, controlling person, or partner of the above mentioned service firms unless the foregoing status ended at least two years
7. Is not the director who is nominated to be the representative of directors of the company, major shareholder, or any other shareholder related to the major shareholders
8. Does not conduct the same business and compete business with the company or subsidiary, nor being a business partner or executive director, paid employee or hold more than 1% of voting shares from other companies which have the same business and compete with the company
9. Has no other conditions that unable to exercise independent opinion regarding the business operation of the company

Brief Profile of External Auditors

1) Mrs. Saifon Inkaew

Current position:	Certified Public Accountant EY Office Limited (formally known as Ernst & Young Office Limited)	
CPA License No:	4434	
Past 5 years of Hana' s auditor:	2013 - Hana Microelectronics Public Co., Ltd. 2013 - Hana Semiconductor (Ayutthaya) Co., Ltd. 2013 - Hana Semiconductor (BKK) Co., Ltd.	
Education:	- Bachelor degree in Accounting - Master degree in Accounting Thammasat University	
Age:	47 years old	
Number of shareholding:	0 share as of 31December 2013	
Meeting attendance:	3/4 of Audit Committee Meeting	
Key qualification:	- Over 24 years' experience of auditing with one year secondment to Ernst & Young - Buffalo office, including significant amounts of work in listed and multi-national companies - Licensed auditor of Securities Exchange Commission - No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders	

2) Ms. Siriwan Suratepin

Current position:	Certified Public Accountant EY Office Limited (formally known as Ernst & Young Office Limited)	
CPA License No:	4604	
Past 5 years of Hana' s auditor:	-	
Education:	- Bachelor degree in Accounting - Master degree in Accounting Thammasat University	
Age:	42 years old	
Number of shareholding:	0 share as of 31December 2013	
Meeting attendance:	n/a	
Key qualification:	- Over 21 years' experience of auditing, including significant amounts of work in listed and multi-national companies - Licensed auditor of Securities Exchange Commission - No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders	

3) Mr. Wichart Lokatekrawee

Current position:	Certified Public Accountant EY Office Limited (formally known as Ernst & Young Office Limited)
CPA License No:	4451
Past 5 years of Hana' s auditor:	-
Education:	- Bachelor degree in Accounting - Master degree in Accounting Thammasat University
Age:	46 years old
Number of shareholding:	0 share as of 31December 2013
Meeting attendance:	n/a
Key qualification:	- Over 23 years' experience of auditing, including significant amounts of work in listed and multi-national companies - Licensed auditor of Securities Exchange Commission - No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders



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:

Financial 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.

Provision of non-audit services

No non-audit services have been provided for the year ended 31 December 2013.

Business relationship

No purchases of goods and services rendered from the Company and its affiliates for the year ended 31 December 2013.

Registration procedures for attending the Annual General Meeting

On the Meeting day, shareholders or appointees can register and submit the required documents for verification at the Meeting place from 13:00 hrs. onward.

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

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




1. Shareholders who attend the meeting in person
 - 1.1 The Bar Code Registration Form to facilitate the registration process
 - 1.2 The identification card or government official identification or passport (for non-Thai nationals) for registration
2. Proxy of shareholders
 - 2.1 The Bar Code Registration Form
 - 2.2 The completed Bar Code Proxy Form B. including affix the duty stamp of 20 Baht to the proxy form. In case any shareholders would like to use other proxy forms (form A. and form C.), please download at the company website: <http://www.hanagroup.com> under the section Press Release.
 - 2.3 Attach the following proof of identity
 - Ordinary person:*

A certified copy of identification card, government official identification or passport (for non-Thai nationals) of shareholder and appointee
 - Juristic person registered in Thailand:*
 - a) A certified copy of affidavit issued by Ministry of Commerce
 - b) A certified copy of identification card of appointee
 - Juristic person registered outside Thailand:*
 - a) Power of attorney with signature of authorized director
 - b) A certified copy of affidavit issued by Ministry of Commerce (In case of juristic registered in Thailand being an appointee)
 - c) A certified copy of identification card of appointee
 - 2.4 If a shareholder prefers to appoint Hana independent directors to be the proxy, please appoint one of these directors.
 - a) Mr. Bancha Tarnprakorn, Chairman of the Board of Directors and Audit Committee
 - b) Mrs. Salakchitt Preedaporn, Audit Committee, Nomination and Corporate Governance Committees
 - c) Mr. Yingsak Jenratha, Audit Committee, Corporate Governance Committee and Chairman of Nomination Committee
 - 2.5 For your convenience, please submit the completed proxy form to the company at least one day prior to the meeting date.

Contact person:

1. Ms. Penpimol Kotchabhakdi Tel: 66-2-5511297 ext. 226, Fax: 66-2-5511299
2. Ms. Jirapa Kongmanee Tel: 66-2-5511297 ext. 117, Fax: 66-2-5511299

Details of Independent Directors (Proxy)

Name:	Mr. Bancha Tamprakorn	Mrs. Salakchitt Preedarporn	Mr. Yingsak Jenratha
			
Position:	Chairman of Board of Directors Chairman of Audit Committee	Audit Committee Nomination Committee Corporate Governance Committee	Audit Committee Chairman of Nomination Committee Corporate Governance Committee
Age:	79 years	53 years	67 years
Education:	<ul style="list-style-type: none"> Diploma of Institute of Bankers, London, UK 	<ul style="list-style-type: none"> Bachelor Degree of Accounting, Faculty of Commerce and Accountancy, Thammasart University 	<ul style="list-style-type: none"> Bachelor Degree/Bachelor of Art in Political Sciences, Chaingmai University Mini MBA, Kasetsart University
Experience:	<ul style="list-style-type: none"> 2002 – present Independent director of Hana Microelectronics PCL 2000 – 2004 Independent Director, Asia Credit PCL. 	<ul style="list-style-type: none"> 2013 – present Independent director of Hana Microelectronics PCL 2009 – present Financial and Accounting Consultant 	<ul style="list-style-type: none"> 2013 – present Independent director of Hana Microelectronics PCL 2010 – 2011 Management advisor, International Precision Products 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 AGM 2014:

All interested directors under the agenda on directors' remuneration.

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 sui juris by a proxy to appear and vote on his behalf. The proxy form must be dated and signed by the principal and according to the form prescribed by the Registrar, which must contain at least the following:

- (1) number of shares held by the principal;
 - (2) name of the proxy;
 - (3) serial number of the meeting which the proxy is authorized to attend and vote.
- 2) The instrument appointing the proxy must be deposited with the Chairman or other person designated by the board chairman at that meeting before commencement of the meeting. If the shareholder is a juristic person, satisfactory evidence as to the authorized signature(s) of said juristic person must also be deposited with the Chairman together with the instrument appointing the proxy.
 - 3) In the event the proxy appointed is himself, a shareholder or if the same person not being a shareholder receives more than one (1) appointment as proxy, he shall be entitled to cast as many votes as appointments he holds in addition to his personal vote if he is a shareholder.

- Article 34** 1) The Chairman of the Board of Directors shall preside over the meeting of shareholder. In the event the Chairman is absent or unable to perform the duty, the Vice-Chairman shall act as the Chairman. If a Vice-Chairman does not exist or exists but is unable to perform the duty, the shareholders present shall elect a shareholder to act as the Chairman.
- 2) In the case of a tied vote, the Chairman of a general meeting shall be entitled to a casting vote.
- Article 35** The Chairman may postpone a general meeting with the consent of the meeting. However, in the succeeding meeting no other business may be discussed or transacted except the business pending from the previous meeting.
- Article 36** The resolution of the meeting of shareholders shall be supported by the following votes:
- 1) In a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the chairman of the meeting shall be entitled to a casting vote.
- 2) In the following cases, by a vote of not less than three-fourths (3/4) of the total number of shareholders present at the meeting and entitled to vote:
- (a) the sale or transfer of whole or essential parts of business of the company to other persons.
 - (b) the purchase or acceptance of transfer of business of other company or private companies to the Company.
 - (c) entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the business of the Company or the amalgamation of the business with other persons with an objective to share profit and loss.
 - (d) amendment of the memorandum of association or articles of association.
 - (e) increase or reduction of the capital of the Company or the issuance of debentures.
 - (f) the amalgamation of company or liquidation of the company.

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, facsimile 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 (0) 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 April 26, 2014
4. The Corporate Secretary shall be the person to collect the questions and pass them to the Board of Directors for considerations.
5. In responding to questions in the case where the shareholders have sent the questions prior to the shareholders Meeting, the Company shall consider giving the replies to the questions on the date of the Shareholders Meeting.

Request the hard copy of 2013 Annual Report

If a shareholder would like to request the hard copy of 2013 Annual Report, please fill out the information below and send this request to the facsimile number 66 (0) 2551-1299, the Company will deliver it to you by mail.

Name of shareholder: _____

Address: _____

Telephone number: _____

Or you may directly contact the Company at:

Ms. Penpimol Kotchabhakdi

Hana Microelectronics Public Company Limited

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

Telephone Number: 66 (0) 2-551-1297 Ext. 226

E-mail: penpimol_k@hanabk.th.com

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

ปิดอากรแสตมป์
20 บาท
Duty Stamp 20 Baht

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/Khwaeng Amphur/Khet

จังหวัด _____ หรือ
Province or



- นายบัญชา ทานพระกร กรรมการอิสระ อายุ 79 ปี หรือ
Mr. Bancha Tarnprakorn Independent Director Age 79 years or
อยู่บ้านเลขที่ 57 ซอยพัฒนาเวศม์ 12 สุขุมวิท 71 แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร 10110
Residing at 57 Soi Pattanawej 12, Sukhumvit 71, North Prakanong, Wattana, Bangkok 10110
- นางสลักจิตต์ ปรีดาภรณ์ กรรมการอิสระ อายุ 53 ปี หรือ
Mrs. Salakchitt Preedaporn Independent Director Age 53 years or
อยู่บ้านเลขที่ 255/24 ซอยสาธุประดิษฐ์ 19 ถนนสาธุประดิษฐ์ แขวงช่องนนทรี เขตยานนาวา กรุงเทพฯ 10120
Residing at 255/24 Soi Sathupradit 19, Sathupradit Road, Chongnonsi, Yannawa, Bangkok 10120
- นายยิ่งศักดิ์ เจนรธา กรรมการอิสระ อายุ 67 ปี
Mr. Yingsak Jenratha Independent Director Age 67 years
อยู่บ้านเลขที่ 99/208 หมู่ 5 ตำบลสันทรายน้อย อำเภอสันทราย จังหวัดเชียงใหม่ 50210
Residing at 99/208 Moo 5, T. Sansai Noi, A. Sansai, Chaingmai 50210

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2557 ในวันที่ 30 เมษายน 2557 เวลา 14.00 น. ณ สำนักงานใหญ่ของบริษัท เลขที่ 65/98 ซอยวิภาวดี-รังสิต 64 แยก 2 แขวงตลาดบางเขน เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders of the year 2014 to be held on Wednesday, 30 April 2014 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 data and at any postponement thereof.

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 20/2556 เมื่อวันที่ 30 เมษายน 2556

Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders No. 20/2013 that was held on April 30, 2013

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 3 พิจารณานอุมติงบดุลและบัญชีกำไรขาดทุนของบริษัท ประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2556

Agenda 3 To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2013

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2556

Agenda 4 To approve the dividend payment for the year 2013

- (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. นายบัญญัติ ทานพระกร / Mr. Bancha Tamprakorn
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
2. นางสลักจิตต์ ปรีดาภรณ์ / Mrs. Salakchitt Preedaporn
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการประจำปี 2557

Agenda 6 To approve the directors' remuneration for 2014

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain



วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีบริษัท ประจำปี 2557

Agenda 7 To approve the appointment of the Company's auditor for the year 2014 and to fix their remuneration

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 8 พิจารณาวาระอื่นๆ (ถ้ามี)

Agenda 8 To consider any other business (If any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด 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 เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ / Remark

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. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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



ใบประจำต่อหนังสือมอบอักษระแบบ 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 2557 ในวันพุธที่ 30 เมษายน 2557 เวลา 14.00 น. ณ สำนักงานของบริษัทฯ เลขที่ 65/98 ซอยวิภาวดี-รังสิต 64 แยก 2 แขวงตลาดบางเขน เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders of the year 2014 to be held on Wednesday, 30 April 2014 at 14.00 hrs., at the Company's Head Office 65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkheng, 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

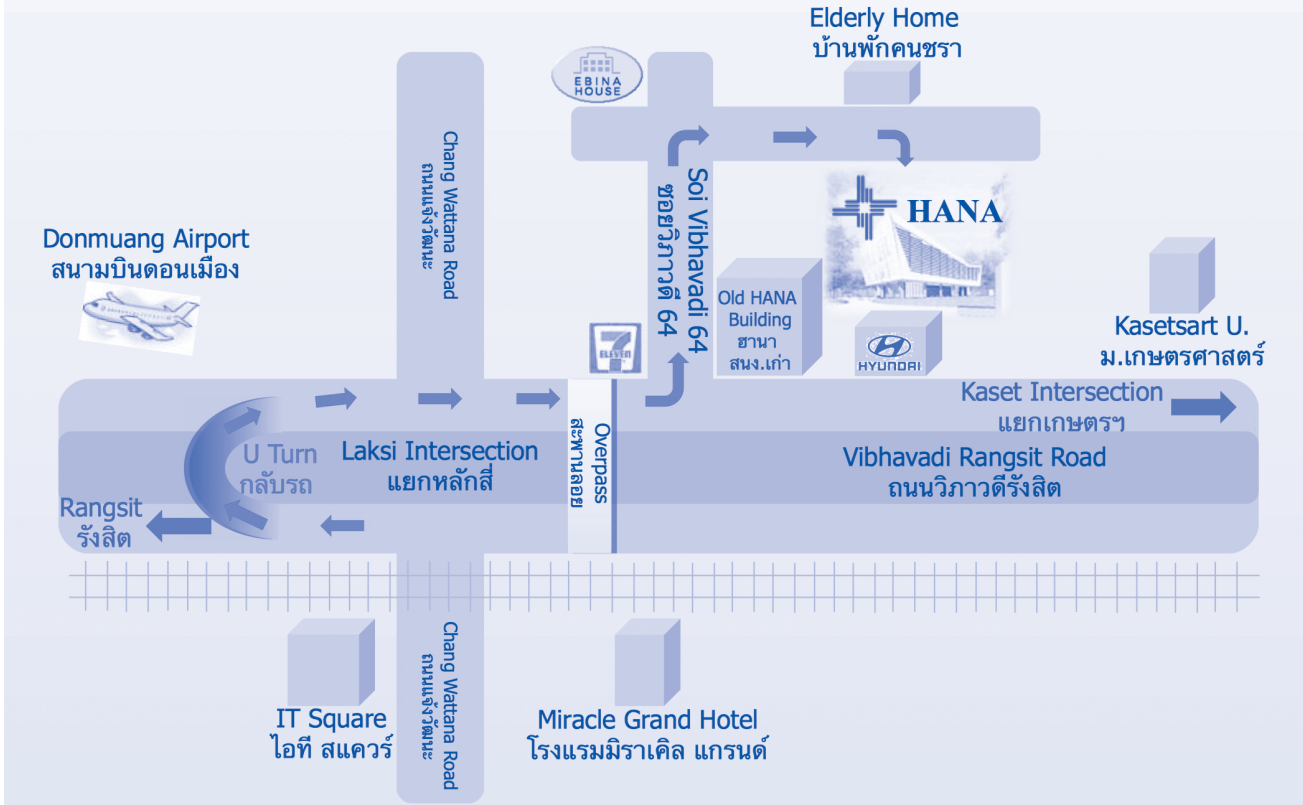
ชื่อกรรมการ _____

Director name

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain



HANA Microelectronics Public Company Limited Headquarters Map





HANA

Microelectronics Public Co., Ltd.

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

Tel: 66 (0) 2-5511297, 66 (0) 2-521-4935-9

Fax: 66 (0) 2-551-1299, 66 (0) 2-552-4906