



HANA Microelectronics Public Co., Ltd.

65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210
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MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 22/2015

Held at the Company's Headquarter
No. 65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok
On 30 April 2015
14.00 hrs. - 15.52 hrs.

Directors Presented:

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| 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 member of Nomination Committee |
| 3) Mr. Winson Moong Chu Hui, | Executive Director, President and Chief Operating Officer |
| 4) Mr. Terrence Philip Weir, | Executive Director, Chief Financial Officer, Chairman of Corporate Governance Committee and Chairman of Risk Management Committee |
| 5) Mrs. Salakchitt Preedaporn, | Independent Director, member of Audit, Nomination, Corporate Governance Committees and Proxy of shareholders |
| 6) Mr. Yingsak Jenratha, | Independent Director, member of Audit Committee, Chairman of Nomination Committee and member of Corporate Governance Committee and Proxy of shareholders |

External auditor presented:

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| 7) Mrs. Saifon Inkaew | Auditor from EY Office Limited |
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Translator:

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| 8) Mrs. Puntipa Tantana, | Senior Corporate Manufacturing Administration and HR Director |
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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 57 shareholders holding 9,163,678 shares and 223 proxies holding 661,317,038 shares. Those total 280 shareholders holding 670,480,716 shares are equivalent to 83.30% 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 335,240,358 shares.
- In case of a tie vote, the Chairman shall be entitled to a casting vote.

Witness for Voting Count:

In compliance with the best practice of good corporate governance, a minority shareholder who hold Hana share less than 5% was invited to be a witness for the vote counting in the meeting. There was a shareholder interested to participate as a vote count witness namely Mrs. Usa Punkabuttra and she was invited to see the vote count until the meeting adjourned.

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. 21/2014 which was held on 30 April 2014

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 21/2014, 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	670,480,016 Votes;	99.9999 %
Disapprove	0 Votes;	0 %
Abstain	700 Votes;	0.0001 %

Resolution: The Meeting approved the Minutes of the Annual General Meeting No. 21/2014 that was held on 30 April 2014.

Agenda 2: To acknowledge the operation results of the company in 2014

The Chairman invited Mr. Richard Han to report the operation results of the company during the year 2014. Mr. Richard presented to the Meeting as follows.

A record year from Lamphun was achieved with sales growth of 27% and operating profit growth of 29%. The laptop market recovered from its inventory adjustment during 2013 and in fact out grew tablets in terms of growth in 2014 particularly in the USA due to higher business reinvestment. Sensors for automotive and mobiles also saw strong demand. These are the three main exposures for Lamphun and we expect them to also continue to drive our growth in 2015, especially the automotive industry. In addition the re-emergence of our medical activities with hearing aids will also help to drive growth this year.

Ayutthaya also continued to improve post flood in terms of quality and productivity which saw our top line grow by 16% with a 203% increase in operating profits. Whilst we are still not back to pre-flood levels, the progress is gaining momentum and we are now well positioned for continued growth in 2015. We shall focus on automotive and power devices as our core drivers and will invest heavily to upgrade our IT operating systems to reduce human error and improve quality.

Our China operations also saw an improvement in operating profits for the IC division up 14% over 2013 on a more modest top line growth of 8.0%. This was achieved by a strong focus on improving the contributions from our key customers through automation. The Micro division saw operating profits increase of 83% on a sales growth of 13% as we focused on higher value devices. We have completed our 5,200sq/m expansion to house the LED (auto-lighting)

project which is scheduled to go into mass production by the middle of this year. This will be Hana's first fully automated assembly line.

Hana's key financial performance figures for the year 2014 compared to 2013 were:-

- Total revenues of THB 21,227m up 20%
- Operating profits of THB 2,064m up 54%
- Recurring EBITDA of THB 3,081m up 25%
- Net cash/financial investments at year end of THB 8,661m up 29%
- A gross dividend payout of THB 2.00/share up 33%

Our new plant at Sahaphat (LPN2) has now been completed and already ~300 employees have moved from LPN1 with more scheduled to relocate over the course of the year. We expect about 70% occupancy of the first floor and plan to start renovation of the second floor by the year end. In addition we have agreed to purchase a further 25 rai of land adjacent to LPN2 under our agreement with Sahaphat. We shall pay 30% deposit and have until the end of 2016 to pay the balance. This will secure the long term future in terms of capacity for LPN.

As we moved into our new head office at the beginning of 2014, we concluded the flood insurance with THB 1,350m being received. Thus concluding the full and final settlement of THB 2,991m.

After a number of delays, our Cambodian plant has begun to take shape and is now expected to be completed by early September. This will be ~13,000sq/m. We have already identified some start up projects in the magnetic industry, (miniature coils/inductors) and have hired an industry expert who initially will be located in Jiaxing with the target to develop our knowhow and later transfer it to Cambodia in 2016 and beyond. In addition we continue to explore M&A opportunities within this industry with a view to consolidation into Cambodia in the longer term.

The outlook for 2015 remains generally positive although many questions remain about world economic growth with Europe still struggling, China uncertain and the USA carrying the burden of growth. Lower oil prices will both be positive and negative whilst a stronger US\$ will help us if it can be maintained. Internally Thailand remains fragile as the political outlook is still very uncertain. Although the current situation seems stable the longer term future when elections are finally held, is certainly unclear. But for now all our customers are comfortable with Thailand as a stable manufacturing location.

During 2015 we shall continue to focus of IT automation as we prepare to expand our exposure to the automotive industry and take Hana's manufacturing systems to the next level of quality and reliability.

After presented, Mr. Richard opened for questions. There were questions from shareholders as follows.

Shareholder: When could Hana Ayutthaya be able to get back to a pre-flood level?
CEO: We have sufficient machine capacity whereas building capacity is more than 80%. To get back to a pre-flood level, it could take another 2 years. So far this year is quite positive.

Shareholder: What is the sale target of automotive products in the next 5 years?
CFO: Currently, it is accounted for 18% of group sales and we target about 25% - 28% over the next 5 years.

Shareholder: Is Hana a sub-contractor and what are your products used in the automotive and non-automotive?

CEO: Yes, we are a sub-contractor. Our automotive products include sensors for rear bumper or park distance control, air conditioning A/C sensor, heat sensor, and other monitoring sensors as well as LED lightning which is a big project in our China factory. For non-automotive products, we make electronic devices for camera, CCTV controlled by smart phone, air conditioning on-off controlled by smart phone, mobile phones, hearing aids, touch pad for laptop, water pump in swimming pool, reader and card, digital safe, inflight head phone, smart tag to control security in the airport, standard chips used in general consumer electronics and other various products.

Shareholder: What is your sale structure classification in the next few years?

CEO: The major sale structure will be automotive sensors, computer and mobile phone.

Shareholder: How is your plan regarding M&A for a new factory in Cambodia?

CEO: Hana has a lot of available cash. We're looking for opportunity to buy a company to consolidate the business in Cambodia. Our target is for coil or inductor products. We do not plan to buy a big company, just a small to medium company. For a small company, we plan to set a budget around USD 10m and USD 50-100m for a medium size company. Our first customer in Cambodia already placed the order so we need to start manufacturing before the factory is finish. Interestingly, Cambodia is a developing country whereby USA has promoted the economic growth in the developing countries and countries in transition by stimulating their exports. The products made in developing countries can sell to the US government; thus, our customers want the products made in Cambodia.

Shareholder: So far Hana has the good performance, will the company still be growing in the next 2-3 years or the company need to expand its factory on and on?

CEO: We just finished the expansion for LPN2 and have a lot of capacity so we have the room to grow but this would take time. It took 15 years for LPN1 to fully fill its capacity. Thus, it could take at least 5 years to fill LPN2 capacity. Our new factory in Cambodia plans to finish in Q3' 2015 and it could take 3-4 years to fill the factory. We have capacity, management, money and opportunities; however, the continuous growing depends on economy and many factors.

As there was no further question, the Chairman then announced that the Meeting acknowledged the operation results of the company for the year 2014.

Agenda 3: To approve the balance sheet and profit and loss statements for the year ended 31 December 2014

The Chairman proposed the meeting to approve the audited balance sheet and profit and loss statements for the financial period year ended 31 December 2014 and the auditor's report, all of which have been reviewed by the Audit Committee.

There was a question from a shareholder as follows.

Shareholder: Will there be any more payment in 2015 from flood insurance claim settlement?
CFO: No, there is no more as it was finally settled in 2014.

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

Approve	669,470,616 Votes;	99.8493 %
Disapprove	0 Votes;	0 %
Abstain	1,010,100 Votes;	0.1507 %

Resolution: The Meeting approved the balance sheet and profit and loss statements for the year ended 31 December 2014.

Agenda 4: To approve the dividend payment for the year 2014

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 with the dividend policy and performance in 2014, the Board recommends to pay the final dividend for the financial year ended 31 December 2014 at Baht 1.00 per share which sets the Record Date on 10 March 2015 and the closing date of the share registration book on 11 March 2015 for the shareholders list as specified in section 225 of the Securities and Exchange Act. The dividend payment will be made on 12 May 2015. 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 11 December 2014, the company paid an interim dividend from the retained earnings and net profit of the first nine month period of 2014 at the rate of Baht 1.00 per share gross or Baht 0.95 per share net. Therefore, the total dividend payment for the financial year ended 31 December 2014 will be Baht 2.00 per share gross or Baht 1.90 per share net.

There was a question from shareholders as follows.

Shareholder: Will BOI have the limited timeline regarding the tax privilege?

CFO: Yes, each BOI certificate has the tax expiration but the company has many BOI certificates whereas the expiry dates are lapping overtimes. We can apply for a new BOI certificate when we have the investment for a new project.

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

Approve	670,480,016 Votes;	99.9999 %
Disapprove	0 Votes;	0 %
Abstain	700 Votes;	0.0001 %

Resolution: The Meeting acknowledged the interim payment at the rate of Baht 1.00 per share that was paid on 11 December 2014 and approved the annual dividend payment for the year 2014 at the rate of Baht 1.00 per share to be paid on 12 May 2015. 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 2014 dividend will be Baht 2.00 per share gross or Baht 1.90 per share net which is composed of interim dividend Baht 1.00 per share paid on 11 December 2014 and the final dividend Baht 1.00 per share gross to be paid on 12 May 2015.

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

The Chairman informed the Meeting that Mr. Richard and Mr. Yingsak were the interested directors to be re-appointed at this year so they therefore expressed the intent to leave the room.

The Chairman then 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 2014 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. Richard David Han – be appointed as an executive director
- 2) Mr. Yingsak Jenratha – be appointed as an independent 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. Richard David Han 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	665,654,077 Votes;	99.2801 %
Disapprove	3,785,939 Votes;	0.5647 %
Abstain	1,040,700 Votes;	0.1552 %

5.2 Appoint Mr. Yingsak Jenratha as an independent director for another term

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

Approve	664,785,439 Votes;	99.1506 %
Disapprove	5,639,577 Votes;	0.8411 %
Abstain	55,700 Votes;	0.0083 %

Resolution: The Meeting approved the appointment of Mr. Richard David Han and Mr. Yingsak Jenratha to be the company's executive and independent directors respectively, for another term.

Agenda 6: To approve the directors' remuneration for 2015

The Chairman proposed the meeting to consider and approve the remuneration of the board of directors for the year 2015 at the below rates not exceeding Baht 5,000,000.

Position	Meeting Allowance (Baht)	Bonus
Chairman of the Board of Directors	92,000 Baht	Minimum one time of meeting allowance depending on the company performance
Independent Directors	55,000 Baht	Minimum one time of meeting allowance 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	670,157,716 Votes;	99.9518 %
Disapprove	0 Votes;	0 %
Abstain	323,000 Votes;	0.0482 %

Resolution: The Meeting approved the board of directors' remuneration for 2015 at the rate proposed but not exceeding Baht 5,000,000.

Agenda 7: To approve the appointment of the company's auditor for the year 2015 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 2015.

- 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 EY Office Limited to be the auditor of the company with the remuneration of not exceeding Baht 2,170,000 (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.

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

Approve	670,480,516 Votes;	99.99997 %
Disapprove	0 Votes;	0 %
Abstain	200 Votes;	0.00003 %

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.

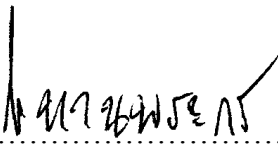
There was a question from a shareholder as follows.

Shareholder: When will the company plan to be a certified company of Thailand's Private Sector Collective Action Coalition Against Corruption?

Corporate Secretary: The company plans to be certified within this year.

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 15:52 hrs.



Signed 
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(Mr. Bancha Tarnprakorn)
Chairman