



HANA

Microelectronics Public Company Limited

บริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)

Notice of 2017 Annual General Meeting of Shareholders

On Friday, 28 April 2017 at 14.00 hrs.

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.

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HANA Microelectronics Public Co., Ltd.

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

28 March 2017

Subject: Notice of the Annual General Meeting of Shareholders No. 24/2017

To: Shareholders of Hana Microelectronics Public Company Limited

Enclosures:

1. Minutes of the Annual General Meeting of Shareholders No. 23/2016
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 2016 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 2016 Annual Report

Notice is hereby given that Annual General Meeting No. 24/2017 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 Friday, 28 April 2017 at 14:00 hrs.**

Agenda of the Meeting

Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders No. 23/2016 that was held on 29 April 2016

Facts and Reasons: The Minutes of the Annual General Meeting of Shareholders No. 23/2016 that was held on 29 April 2016 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. 23/2016 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders No. 23/2016 should be approved.

Agenda 2: To acknowledge the Company's operation results for the year 2016

Facts and Reasons: The Company performance during 2016 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 2016 as proposed.

Agenda 3: To approve the financial statements for the fiscal period ended 31 December 2016

Facts and Reason: In compliance with the Public Companies Act, the Company must prepare the financial 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 financial statements for the financial period year ended 31 December 2016 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 2016

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 2016, the Board recommends to pay the final dividend for the financial year ended 31 December 2016 at Baht 1.00 per share which sets the Record Date on 13 March 2017 and the closing date of the share registration book on 14 March 2017 for the shareholders list as specified in section 225 of the Securities and Exchange Act. The dividend payment will be made on 12 May 2017. The dividend of Baht 0.80 per share is paid from the net profit and retained earnings from BOI promoted businesses which has the tax exemption and another Baht 0.20 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 0.98 per share net.

The Company paid an interim dividend from the net profit of the first six month period of 2016 at the rate of Baht 1.00 per share on 11 November 2016. The dividend of Baht 0.30 per share was paid from the net profit from BOI promoted businesses which had the tax exemption and another Baht 0.70 was paid from the net profit from Non-BOI businesses which was subjected to 10% withholding tax so the net dividend paid was Baht 0.93 per share. Therefore, the total dividend payment for the financial year ended 31 December 2016 will be Baht 2.00 per share gross or Baht 1.91 per share net.

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

Details of Dividend Payment	The fiscal year ended December 31, 2016 (Proposed)	The fiscal year ended December 31, 2015
1. Net Profit (based on consolidated financial statements) (Baht)	2,105,418,951	2,066,370,120
2. Number of shares (share)	804,878,860	804,878,860
3. Earning per share (Baht/share)	2.62	2.57
4. Total dividend (Baht/share)	2.00	2.00
• Interim Dividend	1.00	1.00
• Final Dividend	1.00	1.00
5. Total Dividend paid (Baht)	1,609,757,720	1,609,757,720
6. Percentage of total dividend payment against the net profit	76.46%	77.90%

Board's opinion: Given due consideration to the Company's profit, cash flow and balance sheet position, the Board recommends to shareholders to acknowledge the interim dividend payment on 11 November 2016 at the rate of Baht 1.00 per share and to approve the final dividend payment from the retained earnings and net profits of the financial year ended 31 December 2016 to be Baht 1.00 per share. The total 2016 dividend payment will be Baht 2.00 per share, or Baht 1,609 million. For the final dividend Baht 1.00, the Board had determined the record date on 13 March 2017 and the closing date of the share registration book on 14 March 2017 for the shareholders list as specified in section 225 of the Securities and Exchange Act and the payment date on 12 May 2017. The right to receive the final dividend depends on the resolutions of the Annual General Meetings of 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. This year, directors whose tenure has ended are:

1. Mr. John Thompson - be appointed as an independent director
2. Mrs. Salakchitt Preedaporn - be appointed as an independent director

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, there were no proposals 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 further opinions that they have qualifications suitable to the Company's business and can provide their opinions independently in accordance with relevant rules so the Board recommends shareholders to re-appoint those two directors for another term.

Agenda 6: To approve the directors' remuneration for 2017

Facts and Reasons: The remuneration of directors is considered according to the scope of responsibilities of individual director, the Company's overall performance, the market conditions and benchmark with the recent survey of directors' remuneration within the same industry. 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 after due consideration recommends the shareholders to approve the total Board remuneration for the year 2017 not over than Baht 5,000,000. The Board proposed the directors' fees at the same rate as the year 2016.

The total package compared to last year is as follows.

Directors' Remuneration	Y2017 (Proposed)			Y2016			
	Position	Meeting Allowance	Bonus	Other benefits	Meeting Allowance	Bonus	Other benefits
Chairman of the Board	Baht 92,000/time	Min. 1 time depend on the company performance	None	Baht 92,000/time	Min. 1 time depend on the company performance	None	None
Independent Directors	Baht 55,000/time	Min. 1 time depend on the company performance	None	Baht 55,000/time	Min. 1 time depend on the company performance	None	None
Executive Directors*	None	None	None	None	None	None	None

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

Agenda 7: To approve the appointment of the Company's auditor for the year 2017 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 and the detailed profile is per attachment No. 3, to be the auditors in 2017 and proposed the remuneration fees not exceeding Baht 2,270,000.

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 Mrs. Sarinda Hirunprasurtwutti C.P.A. Registration No. 4799 and/or Ms. Siriwan Suratepin C.P.A. Registration No. 4604 of EY Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the year 2017 for a total remuneration of Baht 2,270,000. 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.

The proposed auditors have experiences, skills, and qualification suitably to serve as the auditors 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.

Auditor's remuneration	Y2017 (Proposed)	Y2016	% change
Audit fee (Baht)	2,270,000	2,270,000	-

Remark: The fee is excluded out-of-pocket expenses such as travel expenses and others which the Company paid the actual expenses to be incurred.

Non-audit fees	Y2017 (Proposed)	Y2016	% change
1. BOI audit fee (Baht/certificate)	90,000	90,000	-
2. Inventory destruction audit fee (Baht/time)	20,000	20,000	-
3. Other non-audit fees (Baht)	None	None	-

Remark:

- 1) The BOI audit fee depends on the number of BOI certificates each year.
- 2) The inventory destruction fee depends on the number of inventory disposition per 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 13 March 2017 and the closing date of the share registration book will be on 14 March 2017 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)



บริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)
Hana Microelectronics
Public Company Limited

By order of the Board of Directors,

(Mr. John Thompson)
Chairman of the Board

(Mr. Richard David Han)
Executive Vice Chairman

The Company Secretary:
Ms. Jirapa Kongmanee
Tel: 66 2551 1297-8 ext. 117
Fax: 66 2551 1299
E-mail: jjirapak@hanabk.th.com


HANA Microelectronics Public Co., Ltd.

No. 65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210
Tel: 0 2551 1297-8 Fax: 0 2551 1299

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 23/2016
Held at the Company's Headquarter
No. 65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok
On 29 April 2016
14.00 - 15.15 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, Executive Vice President and Chief Financial Officer, Chairman of Corporate Governance Committee and Chairman of Risk Management Committee |
| 5) Mrs. Salakchitt Preedaporn, | Independent Director, Audit Committee, Nomination Committee, Corporate Governance Committee and Proxy of shareholders |
| 6) Mr. Yingsak Jenratha, | Independent Director, Audit Committee, Chairman of Nomination Committee, Corporate Governance Committee and Proxy of shareholders |

External Auditor:

- | | |
|------------------------|--------------------------------|
| 7) Mrs. Saifon Inkaew, | Auditor from EY Office Limited |
|------------------------|--------------------------------|

Translator:

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

Independent Inspector:

- | | |
|-------------------------|---|
| 9) Mr. Somchai Aiemrod, | Freeland lawyer license no. 972/2539 who acted as an independent inspector to verify the vote count and oversee that the meeting was held transparently and pursuant to the applicable regulations and the Company's articles of association. |
|-------------------------|---|

Preliminary Proceedings:

The Annual General Meeting was opened by Mr. Bancha Tarnprakorn, the Chairman of the Board of Directors. The Chairman introduced the directors and sub-committee who presented in the Meeting including the representative from the Company's external auditor and the inspector. The Chairman also informed the Meeting that the Company had 6 directors, of which all were in attendance at the meeting.

Quorum Announcement:

There were shareholders attending the meeting in person 28 shareholders holding 8,947,371 shares and 314 proxies holding 639,228,915 shares. Those total 342 shareholders holding 648,176,286 shares are equivalent to 80.53% 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 cannot 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.

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

Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders No. 22/2015 which was held on 30 April 2015

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 22/2015, 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	648,171,686 Votes;	99.9993 %
Disapprove	0 Votes;	0 %
Abstain	4,600 Votes;	0.0007 %

Resolution: The Meeting approved the Minutes of the Annual General Meeting No. 22/2015 that was held on 30 April 2015.

Agenda 2: To acknowledge the operation results of the Company in 2015

The Chairman invited Mr. Richard David Han to report the operation results of the Company for the year 2015 including Management Discussion and Analysis (MD&A). Mr. Richard presented to the Meeting as follows.

Hana's key financial performance figures for the year 2015 compared to 2014 were:-

- Total revenues decreased 3% year on year, to THB 20,521m in 2015 from THB 21,227m in 2014.
- Operating profits increased 3% to THB 2,131m in 2015 from THB 2,064m in 2014.
- EBITDA increased 3% to THB 3,300m in 2015 from THB 3,189m in 2014.
- Net profit decreased 39% to THB 2,066m in 2015 from THB 3,405m in 2014.
- Net cash/financial investments at year end increases 9% to THB 9,121m in 2015 from THB 8,331m in 2014.
- A gross dividend payout remained THB 2.00/share, same as in 2014.

Revenue Analysis

The year of 2015 was a year of contrasting two halves for the Hana Group.

In the first half we experienced an adjustment of inventory levels as the world awoke to the significant lowering of economic growth for the Chinese economy which negatively affected most of our customers and in particular our exposure to laptop computers. Our PCBA operation in Lamphun was especially hit hard by this adjustment although there was some new business gained as we won a new medical account assembling hearing aids. This helped to offset the overall weakness.

In the second half the inventory adjustment softened and in addition our IC division (despite benign market conditions), continued to gain market share boosting the overall group performance. With an adjustment in product mix, focusing more on higher valued added assemblies, further growth from our IC division and a weaker THB we were able to deliver a much improved performance during the second half of the year.

Hana Ayutthaya continued to show great improvements in terms of quality and productivity which was recognized by our customers and rewarded with greater market share. Our heavy investments in automation and computerized manufacturing control systems are starting to pay off and overall we saw a top line growth of 13% YoY.

Our China operations also suffered from the drop in computer demand and the continuing rise in labour cost. Unfortunately our LED auto-line suffered delays in implementation and we now expect this to become operational by Q3'2016. Whilst we did gain some new account wins, they were unable to offset the overall weakness characterized by the slowdown in China. Hana Jiaxing's topline dropped 5% YoY.

Despite Lamphun's topline reducing by 13% YoY due to product mix change the relatively lower gross margins of those activities meant that the overall effect on our operating profit was minimal. Touchpads for laptop computers dropped steeply in the second quarter but recovered towards the year end. Our new hearing aid business grew quickly and we expect this industry to grow steadily in 2016. In Q2'2016 we will start our new activity for wafer level IC testing for the high end storage industry in our new plant at Sahaphat (LPN2) having spent most of 2015 developing the new test platforms required. Sensors for automotive and mobile recovered from a weak first half, ending the year on a firmer footing and we expect to see growth especially for the automotive industry in 2016.

In September 2015 we opened Hana Microelectronics (Cambodia) Co., Ltd, the first company in our industry to enter Cambodia. Our first activity to assemble access control readers has gone extremely well and the business has continued to grow every quarter. Our second project to assembly quartz crystals will launch in March 2016. Building this operation up from scratch in a relatively underdeveloped country has been challenging but we see strong demand from many industries struggling high labour turnover and rising labour rates and we are confident that the cost reduction we can offer will attract many opportunities from multiple industries.

Operating profit analysis

Operating profits increased 3% to THB 2,131 million in 2015 from THB 2,064 million in 2014 due to the increase in sales at IC division in Ayutthaya and weaker THB/USD. The higher operating leverage enabled Ayutthaya to be profitable from June 2013 and a more favorable product mix in Lamphun also contributed to higher margins.

Net profit analysis

Net Profit decreased by 39% to THB 2,066 million in 2015 from THB 3,405 million in 2014 because in 2014 Hana Ayutthaya received the final payments amounting to THB 1,350 million for the business interruption due to insurance flood claim settlement.

Cash reserve analysis

The group currently has no interest bearing debt. Cash (and financial investments) reserved were THB 9.1 billion at year ended 2015 from THB 8.3 billion at year ended 2014, increase THB 0.8 billion or 9% due to EBITA 3.3 billion less final 2014 dividend THB 0.8 billion paid in Q2'2015, interim dividend of Q4' 2015 THB 0.8 billion, capital expenditure THB 1.6 billion, decrease in working capital of THB 0.4 billion, and decrease in fixed deposit THB 0.3 billion.

2016 outlook and the Company strategies

Overall the outlook for global growth remains weak and uncertain with many key indices pointing downwards. Volatile equity markets, the lowest level for shipping rates ever on record as measured by the Baltic Dry Index, oil and other commodity prices collapsing and many global PMI indexes below 50 are all signs of an economic slowdown.

To grow in such an environment will be challenging and invariably can only be achieved through winning market share from our competitors. As such we have positioned the Hana group accordingly.

1. Maintain good diversity so as not to rely on any one customer or industry.
2. Invest heavily in automation both in IT and manufacturing equipment to improve productivity and quality thus performing better than our peers.
3. Offer meaningful cost reductions which many industries are seeking through our low cost assembly operation in Cambodia.
4. Keep a strong balance sheet to ensure we can overcome any prolonged downturn should it happen and invest when the opportunity arises.

As always the future is uncertain and these days the economic cycles can be short and volatile hence our management needs to be responsive and quick to react to changing situations. I believe the Hana management team recognizes the uncertainty of the future but we are well positioned to deal with any downturn or seize the opportunity should it arise. Strategically we are well positioned to respond in a world of economic uncertainty.

Hana Anti-corruption Status

The Chairman informed the Meeting that the Board of Directors would like to emphasize that we realize the importance of the anti-corruption. It is commonly known that corruption is considered as a criminal act against the laws and morality, which affects the Company, society, as well as the nation, so the Company had declared our intent to become the signatory company of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) with the objective to support a Coalition against Corruption aiming to counter corruption in any forms in 2013. Lately in October 2015, the Company has been certified as the membership of Thailand's Private Sector Collective Action Coalition Against Corruption so this is to affirm that the Company has supported the fighting corruption through the implementation of policies and effective mechanisms to prevent corruption at the Company and industry levels.

After presented, the Chairman opened for questions. There were questions from shareholders as follows.

Shareholder: From the Statement of Financial Position as at 31 December 2015 in the financial statement, there was the deposit for land purchase amounting to Baht 22.5 million. Please explain the detail of this land purchase.

CEO: It is the deposit to buy the land of 25 Rai, next to the existing land of our new plant in the Sahaphat Industrial Estate, Lamphun. We will pay the balance within 2016 for the total purchase price of Baht 75 million.

As there was no further question, the Chairman then announced that the Meeting acknowledged the operation results of the Company for the year 2015.

Agenda 3: To approve the financial statements for the year ended 31 December 2015

The Chairman proposed the meeting to approve the financial statements for the financial period year ended 31 December 2015 and the auditor's report, all of which have been reviewed by the Audit Committee.

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

Approve	647,248,586 Votes;	99.8569 %
Disapprove	0 Votes;	0 %
Abstain	927,700 Votes;	0.1431 %

Resolution: The Meeting approved the financial statements for the year ended 31 December 2015.

Agenda 4: To approve the dividend payment for the year 2015

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 2015, the Board recommended to pay the final dividend for the financial year ended 31 December 2015 at Baht 1.00 per share which set the Record Date on 9 March 2016 and the closing date of the share registration book on 10 March 2016 for the shareholders list as specified in section 225 of the Securities and Exchange Act. The dividend payment date was to be on 13 May 2016. The dividend of Baht 0.50 per share was paid from the net profit and retained earnings from BOI promoted businesses which had the tax exemption and another Baht 0.50 was paid from the net profit and retained earnings from Non-BOI businesses which was subjected to 10% withholding tax so the final dividend paid was Baht 0.95 per share net.

On 11 December 2015, the Company paid an interim dividend from the retained earnings and net profit of the first nine month period of 2015 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 2015 would be Baht 2.00 per share gross or Baht 1.90 per share net.

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

Approve	648,171,686 Votes;	99.9993 %
Disapprove	0 Votes;	0 %
Abstain	4,600 Votes;	0.0007 %

Resolution: The Meeting acknowledged the interim payment at the rate of Baht 1.00 per share that was paid on 11 December 2015 and approved the annual dividend payment for the year 2015 at the rate of Baht 1.00 per share to be paid on 13 May 2016. The dividend of Baht 0.50 per share was paid from the net profit and retained earnings from BOI promoted businesses which had the tax exemption and another Baht 0.50 was paid from the net profit and retained earnings from Non-BOI businesses which was subjected to 10% withholding tax so the final dividend paid was Baht 0.95 per share net.

The total 2015 dividend would be Baht 2.00 per share gross or Baht 1.90 per share net which was composed of interim dividend Baht 1.00 per share paid on 11 December 2015 and the final dividend Baht 1.00 per share gross to be paid on 13 May 2016.

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

The Chairman informed the Meeting that Mr. Winson and Mr. Terrence 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 November 2015 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	571,994,476 Votes;	88.2468 %
Disapprove	69,977,210 Votes;	10.7960 %
Abstain	6,204,600 Votes;	0.9572 %

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	576,402,376 Votes;	88.9268 %
Disapprove	71,544,310 Votes;	11.0378 %
Abstain	229,600 Votes;	0.0354 %

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 2016

The Chairman proposed the meeting to consider and approve the remuneration of the Board of Directors for the year 2016 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	646,100,886 Votes;	99.6798 %
Disapprove	261,500 Votes;	0.0403 %
Abstain	1,813,900 Votes;	0.2799 %

Resolution: The Meeting approved the Board of Directors' remuneration for 2016 at the rate proposed but not exceeding Baht 5,000,000.

Agenda 7: To approve the appointment of the Company's auditors for the year 2016 and to fix the auditors' remuneration

The Chairman proposed the Meeting to consider and approve the appointment of the following auditors for the fiscal year 2016.

- 1) Mrs. Saifon Inkaew, Certified Public Accountant No. 4434 and/or
- 2) Ms. Siriwan Suratepin, Certified Public Accountant No. 4604 and/or
- 3) Mrs. Sarinda Hirunprasurtwutti, Certified Public Accountant No. 4799

of EY Office Limited to be the auditors of the Company with the remuneration of not exceeding Baht 2,270,000 (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	647,689,086 Votes;	99.9248 %
Disapprove	482,600 Votes;	0.0745 %
Abstain	4,600 Votes;	0.0007 %

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.

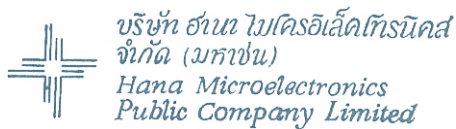
There was a question from a shareholder as follows.

Shareholder: Please advise the sale structure by end customers?

CFO: Our sale structure by customer industry is:

- Computer 16% - 18%
- Industrial segment 9%
- Telecommunication 24%
- Sensors (car industry) more than 15%
- Sensors (mobile phone) 5-6%

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 15:15 hrs.




Signed
(Mr. Bancha Tamprakorn)
Chairman

Profile of Directors Retired by Rotation

1) MR. JOHN THOMPSON



Position for election:	Independent Director								
Director type:	Re-appointment from a retire director								
Age:	52 years old								
Education:	<ul style="list-style-type: none"> • Bachelor (Honours), London University, United Kingdom • Associate Chartered Accountant (ACA), The Institute of Chartered Accountants in England & Wales (ICAEW), United Kingdom 								
Date of first appointment:	1 January 2017								
Number of years as the director:	4 Months (1 January - 28 April 2017)								
Experiences:	<table> <tr> <td>2017 – present:</td> <td>Independent director and Audit Committee, Hana Microelectronics Public Co., Ltd.</td> </tr> <tr> <td>2007 – present:</td> <td>Executive Director, NT Asset (Thailand) Co., Ltd.</td> </tr> <tr> <td>2005 – present:</td> <td>Independent Director and Audit Committee, The Post Publishing Public Co., Ltd.</td> </tr> <tr> <td>2005 – 2007:</td> <td>Managing Director, TMB Macquarie Securities</td> </tr> </table>	2017 – present:	Independent director and Audit Committee, Hana Microelectronics Public Co., Ltd.	2007 – present:	Executive Director, NT Asset (Thailand) Co., Ltd.	2005 – present:	Independent Director and Audit Committee, The Post Publishing Public Co., Ltd.	2005 – 2007:	Managing Director, TMB Macquarie Securities
2017 – present:	Independent director and Audit Committee, Hana Microelectronics Public Co., Ltd.								
2007 – present:	Executive Director, NT Asset (Thailand) Co., Ltd.								
2005 – present:	Independent Director and Audit Committee, The Post Publishing Public Co., Ltd.								
2005 – 2007:	Managing Director, TMB Macquarie Securities								
IOD Training Courses:	Directors Accreditation Program (DAP 57/2006)								
Number of shareholding as of 31 December 2016:	0 share or 0% of total shares								
Meeting attendance in 2016:	Nomination Committee Meeting 1 of 1 time								

Take the position as the director or management in other companies: 2 companies

Subsidiaries of Hana	Non-listed Company (Total 1 company)	Listed Company (Total 1 company)
None	Executive Director, NT Asset (Thailand) Co., Ltd.	Independent Director and Audit Committee, The Post Publishing Public Co., Ltd.

Take the position as the director or management in other companies that could lead to potential conflict of interest or compete the business with the Company: 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 Board of Directors has considered the appointment of Mr. John Thompson to serve as an independent director through the screening processes of the Nomination Committee who has considered his qualification, experience, and performance which are related and beneficial to the Company and validated to ensure that he is able to provide opinions independently and comply with the related laws and regulations.

Performance in 2017:

- He is a director who has both qualification and experiences in reviewing of financial reports and internal controls, including monitoring transactions of companies to ensure to be compliance with laws or relevant regulations and perform his duties and responsibilities with independent judgment. Also, he has earned the respect and trust of directors and management.
- Promote the implementation of good corporate governance principles that are suitable and practical to the Company.

Profile of Directors Retired by Rotation

2) MRS. SALAKCHITT PREEDAPORN



Position for election:	Independent Director
Director type:	Re-appointment from a retired director
Age:	56 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:	3 years
Experiences:	
2013 – present:	Independent director and Audit Committee, Hana Microelectronics Public Co., Ltd.
2009 – present:	Financial and accounting consultant
1992 – 2009:	Accounting Manager, S. Napa (Thailand) Co., Ltd.
IOD Training Courses:	<ul style="list-style-type: none"> • Director Certification Program (DCP) 205/2015 • Directors Accreditation Program (DAP) 107/2014 • Risk Management for Committee Program (RMP) 2/2013
Other Trainings:	<ul style="list-style-type: none"> • The UK Experience on Implementing the Enhanced Auditor Reporting • The audit committee seminar on challenges in reviewing financial and non-financial information by SEC • CG Forum 2/2016 - Honest, Cautious, Protective for Directors – May 2016 • CG Forum 3/2016 - Fraud Prevention, Detection and Control – August 2016
Number of shareholding as of 31 December 2016:	0 share or 0% of total shares
Meeting attendance in 2016:	<ul style="list-style-type: none"> • Board of Directors Meeting: 7 of 7 times • Audit Committee Meeting: 4 of 4 times • Corporate Governance Committee Meeting: 1 of 1 time • Nomination Committee Meeting: 3 of 3 times • Annual General Meeting of Shareholders: 1 of 1 time

Take the position as the director or management in other companies: None

Take the position as the director or management in other companies that could lead to potential conflict of interest or compete the business with the Company: 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 Board of Directors has considered the appointment of Mrs. Salakchitt Preedaporn to serve as an independent director through the screening processes of the Nomination Committee who has considered her qualification, experience, and performance which are related and beneficial to the Company and validated to ensure that she is able to provide opinions independently and comply with the related laws and regulations.

Performance in 2016:

- 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.
- Promote the implementation of good corporate governance principles that were suitable and practical to the Company

Definition of Independent Directors:

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

1. Holds shares less than 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. (This threshold is stricter than the requirements of the Securities and Exchange Commission).
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.
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. 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.
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. Does not have 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

CPA License No:

4434

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

2013 – 2016 (4 years)

Education

Age:

50 years old

Number of shareholding:

0 share as of 31 December 2016

Meeting attendance:

3/4 of Audit Committee Meeting

Key qualification:

- Over 27 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) Mrs. Sarinda Hirunprasurtwutti



Current position:

Certified Public Accountant
EY Office Limited

CPA License No:

4799

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

2013 – 2016 (4 years)

2013 – 2016 (4 years)

Education:

Age:

44 years old

Number of shareholding:

0 share as of 31 December 2016

Meeting attendance:

4/4 of Audit Committee Meeting

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

3) Ms. Siriwan Suratepin



Current position:	Certified Public Accountant EY Office Limited
CPA License No:	4604
Past 5 years of the Company and its subsidiaries' auditor:	None
Education:	<ul style="list-style-type: none"> • Bachelor degree in Accounting, Thammasat University • Master degree in Accounting, Thammasat University
Age:	45 years old
Number of shareholding:	0 share as of 31 December 2016
Meeting attendance:	None
Key qualification:	<ul style="list-style-type: none"> • Over 24 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:

Conflict of Interest

The partners on this engagement, all of our firm's partners and all the audit team members do not hold any shares in the Company and its affiliates. Furthermore, there is no relationship and no conflict of interest between the auditor and the Company and its subsidiaries, executives, major shareholders, or associated with such individuals.

Provision of Non-audit Services

No non-audit services have been provided for the year ended 31 December 2016.

Business Relationship

No purchases of goods and services rendered from the Company and its affiliates for the year ended 31 December 2016.

The preparation of financial statements to meet deadlines:

The Company and its subsidiaries mostly engage with the auditors under the same audit firm (EY Office Limited). There are only certain foreign subsidiaries that have the auditors from different audit firms.

The Auditor of the Company has the policy to send out the Interoffice Engagement Instructions to the auditors of both the same and other audit firms by identifying the risk associated, audit scopes, audit methodologies, significant matters, audit results' delivery timelines and related documents. Thus, all the auditors have to prepare and submit the independence certification along with the acknowledgement of the Interoffice Engagement Instructions to the Company's auditor in order to ensure that the Company's auditors can prepare the financial statements on time. In the event that the submission of the reports would be delay, the auditors under the same audit firm and the other audit firms shall be required to submit the Early Warning Memorandum to the Company's auditor for acknowledgement in order to timely solve the problems to meet the deadline of financial statements' submission.

Registration Procedures for Attending the Annual General Meeting

For attending the Annual General Meeting of Shareholders year 2017 of Hana Microelectronics Public Co., Ltd., 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 Barcode Registration Form to facilitate the registration process
- 1.2 Thai nationality shareholder shall present his/her citizen identification card or civil servant identification card.
- 1.3 Foreign nationality shareholder shall present his/her foreign identification card, passport or document used in lieu of passport.
- 1.4 Thai juristic person shareholder shall present the following documents:
 - 1.4.1 A copy of the Affidavit or Certificate of Incorporation issued by the Department of Business Development within 1 year from date of issue, certified true and correct by the authorized director of such juristic person
 - 1.4.2 A certified true and correct copy of citizen identification card (or a copy of passport in case the authorized director is foreign national) of the authorized director referred to as in 1.4.1
- 1.5 Foreign juristic person shareholder shall present the following documents:
 - 1.5.1 The Affidavit or Certificate of Incorporation specifying the name and authority of the authorized director issued by related government bodies within 1 year from date of issue and certified by the notary public
 - 1.5.2 A certified true and correct copy of passport of the authorized director

2. Proxy of shareholders

- 2.1 The Barcode Registration Form
- 2.2 The completed Barcode Proxy Form B. which is in the Notice of AGM of shareholders book, including affix the duty stamp of 20 Baht to the proxy form. In case any shareholders would like to use other proxy forms (form A. and form C.), please download at the Company website: <http://www.hanagroup.com> under the section Press Release.

For general shareholders are able to choose either Proxy Form A or Form B only and cannot vote splitting.

For shareholders whose names appear in the register book as foreign investors and appoint a custodian in Thailand to be a share depository are able to choose one out of the three forms (Form A or Form B or Form C) and can vote splitting.

- 2.3 Attach the following proof of identity
 - 2.3.1 Ordinary person:

A certified copy of identification card, government official identification or passport (for non-Thai nationals) of shareholder and appointee
 - 2.3.2 Juristic person registered in Thailand:
 - 1) A copy of the Affidavit or Certificate of Incorporation issued by the Department of Business Development within 1 year from date of issue, certified true and correct by the authorized director of such juristic person
 - 2) A certified copy of identification card of appointee

2.3.3 Juristic person registered outside Thailand:

- 1) Power of attorney with signature of authorized director
- 2) The Affidavit or Certificate of Incorporation specifying the name and authority of the authorized director issued by related government bodies and certified by the notary public
- 3) A certified copy of identification card of appointee

2.4 If a shareholder prefers to appoint Hana independent directors to be the proxy, please appoint one of these directors.

- 1) Mr. John Thompson, Chairman of the Board of Directors and Chairman of Audit Committee
- 2) Mrs. Salakchitt Preedaporn, Audit Committee, Nomination Committees and Corporate Governance Committee
- 3) 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 2551 1297-8 ext. 226, Fax: 66 2551 1299
2. Ms. Jirapa Kongmanee Tel: 66 2551 1297-8 ext. 117, Fax: 66 2551 1299

Details of Independent Directors (Proxy)

Name:	Mr. John Thompson	Mrs. Salakchitt Preedarporn	Mr. Yingsak Jenratha
			
Position:	<ul style="list-style-type: none"> Chairman of Board of Directors Chairman of Audit Committee 	<ul style="list-style-type: none"> Audit Committee Nomination Committee Corporate Governance Committee 	<ul style="list-style-type: none"> Audit Committee Chairman of Nomination Committee Corporate Governance Committee
Age:	52 years old	56 years old	70 years old
Education:	<ul style="list-style-type: none"> Bachelor (Honours), London University, United Kingdom Associate Chartered Accountant (ACA), The Institute of Chartered Accountants in England & Wales (ICAEW), United Kingdom 	<ul style="list-style-type: none"> Bachelor 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"> 2017 – present: Independent director of Hana Microelectronics Public Co., Ltd. 2007 – present: Executive Director, NT Asset (Thailand) Co., Ltd. 2005 – present: Independent Director and Audit Committee, The Post Publishing Public Co., Ltd. 	<ul style="list-style-type: none"> 2013 – present: Independent director of Hana Microelectronics Public Co., Ltd. 2009 – present: Financial and Accounting Consultant 	<ul style="list-style-type: none"> 2013 – present: Independent director of Hana Microelectronics Public Co., Ltd. 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 2017:

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 if not constituted, and if such meeting of shareholders was requested for by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called for by the shareholders, the meeting shall be adjourned to a new date to be notified in writing to every shareholder whose name appears in the Share Register within seven (7) days at such adjourned meeting any number of shareholders actually present shall constitute a quorum.
 - 2) A notice of an adjourned meeting shall specify the agenda and no business shall be transacted or resolution passed at such an adjourned meeting in respect of any matter not specified in the notice.
- Article 33**
- 1) At a meeting of shareholders, a shareholder may appoint any other person who is *suri juris* by a proxy to appear and vote on his behalf. The proxy form must be dated and signed by the principal and according to the form prescribed by the Registrar, which must contain at least the following:
 - (1) number of shares held by the principal;
 - (2) name of the proxy;
 - (3) serial number of the meeting which the proxy is authorized to attend and vote.
 - 2) The instrument appointing the proxy must be deposited with the Chairman or other person designated by the board chairman at that meeting before commencement of the meeting. If the shareholder is a juristic person, satisfactory evidence as to the authorized signature(s) of said juristic person must also be deposited with the Chairman together with the instrument appointing the proxy.
 - 3) In the event the proxy appointed is himself, a shareholder or if the same person not being a shareholder receives more than one (1) appointment as proxy, he shall be entitled to cast as many votes as appointments he holds in addition to his personal vote if he is a shareholder.

Article 34 1) The Chairman of the Board of Directors shall preside over the meeting of 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 2551 1299
 - E-mail to the Company Secretary Office: jirapak@hanabk.th.com

3. Cut-off time for receiving questions:

Shareholders can send their questions prior to the date of the Annual General Meeting to the Company within Friday, 21 April 2017.

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 Form for the Hard Copy of 2016 Annual Report

If a shareholder would like to request the hard copy of 2016 Annual Report, please fill out the information below and send this request to the facsimile number 66 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 2551 1297-8 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/Kwang Amphur/Khet
จังหวัด _____ หรือ
Province or

วาระที่ 4 พิจารณานโยบายการจ่ายเงินปันผลประจำปี 2559**Agenda 4 To approve the dividend payment for the year 2016**

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

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

วาระที่ 6 พิจารณานโยบายค่าตอบแทนกรรมการประจำปี 2560**Agenda 6 To approve the directors' remuneration for 2017**

- (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 2560**Agenda 7 To approve the appointment of the Company's auditor for the year 2017 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 การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

ใบประจำต่อหนังสือมอบอำนาจแบบ ข. Annex attached to the Proxy Form B.

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2560 วันศุกร์ที่ 28 เมษายน 2560 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 2017 to be held on Friday, 28 April 2017 at 14.00 hrs., at the Company's Head Office 65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok or on any date and at any postponement thereof.

- วาระที่ _____ เรื่อง _____
Agenda Subject
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
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วาระที่ _____ เรื่อง เลือกตั้งกรรมการ (ต่อ)
 Agenda Election of directors (Continued)

ชื่อกรรมการ _____

Director name

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ _____

Director name

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ _____

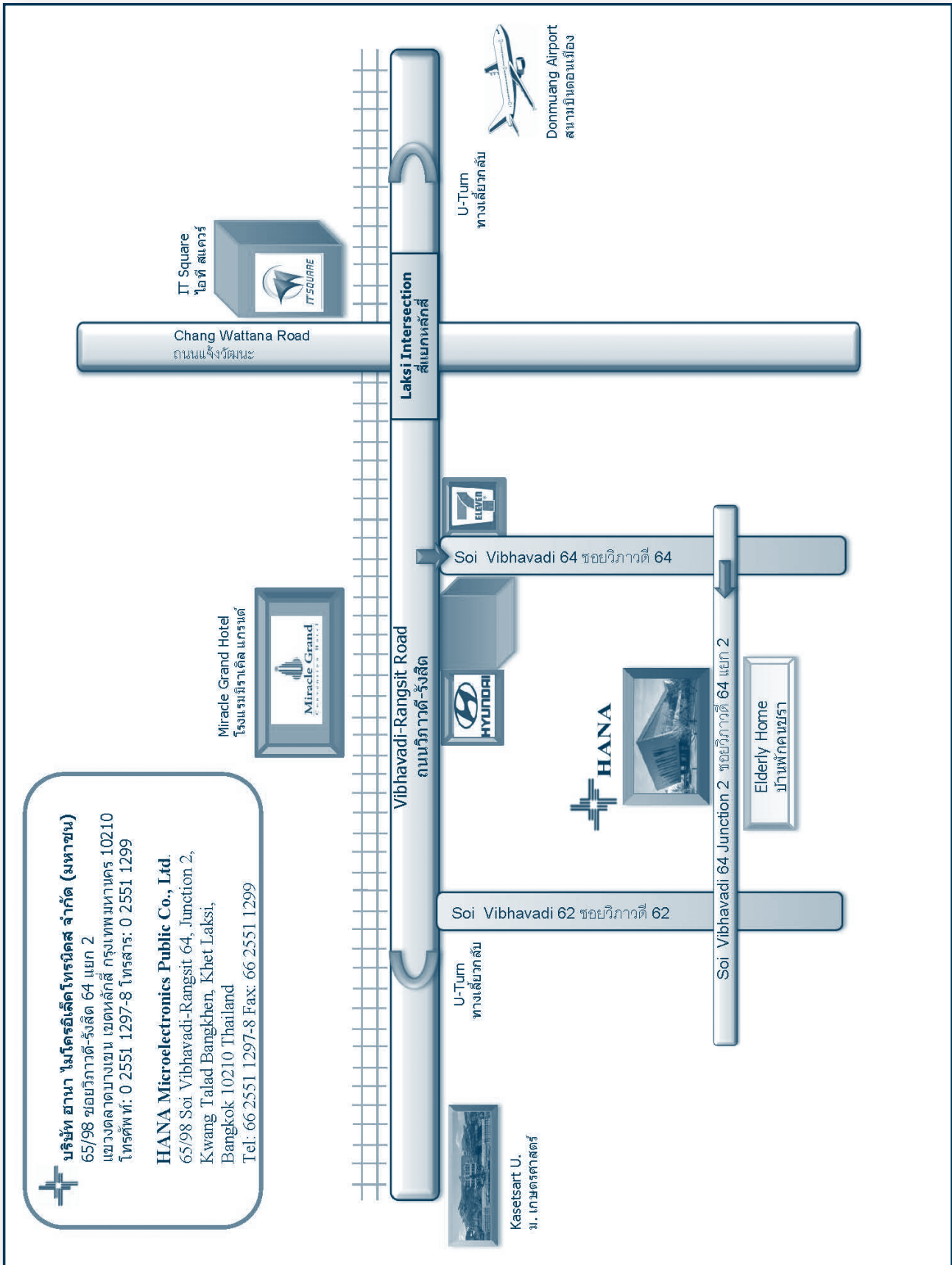
Director name

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

ชื่อกรรมการ _____

Director name

เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain





HANA

Microelectronics Public Company Limited

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

Tel. 66 2551 1297-8, 66 2521 4935-9 Fax: 66 2551 1299, 66 2552 4906