



**HANA**

**Microelectronics Public Company Limited**

บริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)

# Notice of 2018 Annual General Meeting of Shareholders

On Monday, 30 April 2018 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 12:30 hrs.

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

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

30 March 2018

**Subject: Notice of the Annual General Meeting of Shareholders No. 25/2018****To: Shareholders of Hana Microelectronics Public Company Limited****Enclosures:**

1. Minutes of the Annual General Meeting of Shareholders No. 24/2017
2. Brief profile of directors retired by rotation
3. Brief profile of external auditors
4. Procedure to attend the Meeting and the Articles of Association concerning to the shareholders' meeting
5. Sending questions relating to the meeting agenda items
6. Request form for hard copy of 2017 Annual Report
7. Proxy form B.
8. Map of the Meeting location
9. Registration form **(Shareholders are required to bring this form when attending the meeting.)**
10. CD-ROM of 2017 Annual Report

Notice is hereby given that the Annual General Meeting No. 25/2018 of Hana Microelectronics Public Co., Ltd. will be held at **the Company's Headquarters, 65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkok, Khet Laksi, Bangkok on Monday, 30 April 2018 at 14:00 hrs.**

**Agenda of the Meeting****Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders No. 24/2017 that was held on 28 April 2017**

**Facts and Reasons:** The Minutes of the Annual General Meeting of Shareholders No. 24/2017 that was held on 28 April 2017 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](http://www.hanagroup.com).

**Board's opinion:** The Meeting Minutes No. 24/2017 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders No. 24/2017 should be approved.

**Agenda 2: To acknowledge the Company's operation results for the year 2017**

**Facts and Reasons:** The Company performance during 2017 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 2017 as proposed.

**Agenda 3: To approve the financial statements for the fiscal year ended 31 December 2017**

**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 2017 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 2017**

**Facts and Reasons:** The dividend policy of the Company is 30% to 100% of its consolidated net income after deduction of all specified reserves, subject to the Company and its subsidiaries' cash flow and investment plans, including justifications and other considerations as deemed appropriate.

In consideration of the dividend policy and performance in 2017, the Board recommends to pay the final dividend for the financial year ended 31 December 2017 at Baht 1.00 per share which is paid from the net profit and retained earnings as at 31 December 2017, with the Record Date on 15 March 2018 and the dividend payment made on 11 May 2018. 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 Company paid an interim dividend from the net profit of the first six month period of 2017 at the rate of Baht 1.00 per share on 3 November 2017. The dividend of Baht 0.35 per share was paid from the net profit from BOI promoted businesses which had the tax exemption and another Baht 0.65 was paid from the net profit from Non-BOI businesses which was subjected to 10% withholding tax so the net dividend paid was Baht 0.935 per share. Therefore, the total dividend payment for the financial year ended 31 December 2017 will be Baht 2.00 per share gross or Baht 1.885 per share net.

The dividend payment of the year 2017 is in accordance with the dividend policy of the Company. The comparison of dividend payment with last year is as follows.

Details of Dividend Payment	The fiscal year ended 31 December 2017 (Proposed)	The fiscal year ended 31 December 2016
1. Net Profit (based on consolidated financial statements) (Baht)	2,887,730,630	2,105,418,951
2. Number of shares (share)	804,878,860	804,878,860
3. Earning per share (Baht/share)	3.59	2.62
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	56%	76%

**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 3 November 2017 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 2017 to be Baht 1.00 per share. The total 2017 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 15 March 2018 and the payment date on 11 May 2018. 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. Richard David Han - be re-elected as an executive director
- 2) Mr. Yingsak Jenratha - be re-elected as an independent director

From 2 October – 31 December 2017, the Company invited shareholders to propose candidates to be elected as the directors, and no proposals were raised by shareholders. Therefore, the Nomination Committee has considered both directors who are subject to retirement by rotation and proposed to re-elect each director as detailed per attachment no. 2 due to being satisfied with their performance, their balance of knowledge and skills combined with their diversity and business experience which provides a major contribution to the proper functioning of the Board and its committees.

**Board's opinion:** The Company has given the opportunity to its shareholders to nominate candidates to be elected as the directors but no proposals were submitted. Therefore, the Board upon the recommendation of the Nomination Committee, considered those two directors for the re-election. Through the screening process, the Board has determined that Mr. Richard David Han, an executive director, has the qualifications appropriate to the business operation of the Company and Mr. Yingsak Jenratha, an independent director, will be able to express his

opinion independently in accordance with the relevant rules so the Board recommends shareholders to approve the appointment of two directors to be re-elected for another term.

#### Agenda 6: To approve the directors' remuneration for 2018

**Facts and Reasons:** The remuneration of directors is considered according to the scope of responsibilities of individual director, the Company's overall performance and the market conditions. The remuneration has been determined by the Board and proposed to shareholders for approval. The basis of remuneration is to pay to the independent directors for the meeting attendance fee and incentive fee while the executive directors shall receive the remuneration as the Company's employees.

**Board's opinion:** The Board after due consideration recommends the shareholders to approve the total Board remuneration for the year 2018 not over than Baht 5,000,000. The Board proposed the directors' fees at the same rate as the year 2017.

The total package compared to last year is as follows.

Directors' Remuneration	Y2018 (Proposed)			Y2017			
	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 2018 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 2018 and proposed the remuneration fees not exceeding Baht 2,270,000.

According to the Notification of the SEC regarding the change of auditor for every five-year, Mrs. Saifon Inkaew, a certified public accountant no. 4434, was an auditor of the Company for the past five years from 2013 to 2017 so the Audit Committee has considered the change of auditor from 2018 by proposing the appointment of Ms. Kamontip Lertwitworatop and/or Mrs. Sarinda Hirunprasert and/or Mr. Wichart Lokatekrawee of EY Office Limited to be the Company's auditors for the year 2018 and the detail of the auditors is per attachment no. 3. 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.

**Board's opinion:** Upon the consideration of Audit Committee, the Board recommends to shareholders to approve the appointment of following auditors of EY Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the year 2018.

- |    |                                |                                     |
|----|--------------------------------|-------------------------------------|
| 1) | Ms. Kamontip Lertwitworatop    | C.P.A. Registration No. 4377 and/or |
| 2) | Mrs. Sarinda Hirunprasurtwutti | C.P.A. Registration No. 4799 and/or |
| 3) | Mr. Wichart Lokatekrawee       | C.P.A. Registration No. 4451        |

In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

The Board upon the consideration of the Audit Committee recommends the shareholders to approve the audit fees for the year 2018 in the amount not exceeding Baht 2,270,000.

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

Auditor's remuneration	Y2018 (Proposed)	Y2017	% 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 incurred.

Non-audit fees	Y2018 (Proposed)	Y2017	% 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 15 March 2018. You are cordially invited to attend the meeting at the above-mentioned date, time and venue. To facilitate the answering of questions that are intended to be asked at the meeting, shareholders are encouraged to send questions related to the meeting agenda in advance to the Company (see attachment No. 5 as guidance).



By order of the Board of Directors,

(Mr. John Thompson)  
Chairman of the Board

(Mr. Richard David Han)  
Executive Vice Chairman

The Company Secretary:  
Ms. Jirapa Kongmanee  
Tel: 66 2551 1297-8 ext. 117  
Fax: 66 2551 1299  
E-mail: [jjirapak@hanabk.th.com](mailto: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. 24/2017**  
**Held at the Company's Headquarter**  
**No. 65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok**  
**On 28 April 2017**  
**14.00 - 15.55 hrs.**

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**Directors presented:**

- |                                |  |
|--------------------------------|--|
| 1) Mr. John Thompson,          | Independent Director, Chairman of the Board of Directors, Chairman of the Audit Committee and Proxy of shareholders  |
| 2) Mr. Richard David Han,      | Executive Director, Executive Vice Chairman, Chief Executive Officer and the 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 the Corporate Governance Committee and Chairman of the Risk Management Committee |
| 5) Mrs. Salakchitt Preedaporn, | Independent Director, the Audit Committee, the Nomination Committee, the Corporate Governance Committee and Proxy of shareholders                                      |
| 6) Mr. Yingsak Jenratha,       | Independent Director, the Audit Committee, the Corporate Governance Committee, Chairman of the Nomination Committee and Proxy of shareholders                          |

**External Auditor:**

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

**Translator:**

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

**Independent Inspector:**

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

**Preliminary Proceedings:**

The Annual General Meeting was opened by Mr. John Thompson, the Chairman of the Board of Directors. 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 27 shareholders holding 8,546,300 shares and 864 proxies holding 650,594,350 shares. Those total 891 shareholders holding 659,140,650 shares are equivalent to 81.89% 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 for each agenda, shareholders who attend the meeting in person who would like to vote disagree or abstain are required to complete the voting cards being given. Shareholders are to hand over the voting cards for the disagreed and abstained votes to the Company's representative for counting the votes. Except for the Agenda to appoint the directors, the voting card will be collected from every shareholder. Shareholders who do not submit the voting card will be assumed to approve the agenda as proposed by the Company, and the votes will be counted according to the number of shares they hold. 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 invalid if the proxy holder does not vote according to the voting intention made by shareholders, shareholders or proxy holders fill the voting cards/proxy form in a manner that makes the voter's decision unclear, no marking (blank), or no signature when make any change.

**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 329,570,325 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 approve the Minutes of the Annual General Meeting of Shareholders No. 23/2016 which was held on 29 April 2016**

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 23/2016, which was enclosed in the Notice of the Meeting distributed to shareholders in advance.

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

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

Approve	659,140,650 Votes;	100 %
Disapprove	0 Votes;	0 %
Abstain	0 Votes;	0 %

**Resolution:** The Meeting approved the Minutes of the Annual General Meeting No. 23/2016 that was held on 29 April 2016.

**Agenda 2: To acknowledge the operation's results of the Company in 2016**

The Chairman invited Mr. Richard Han to report the operation's results of the Company for the year 2016 including Management Discussion and Analysis (MD&A). Mr. Richard presented to the Meeting as follows.

Hana's key financial performance figures for the year 2016 compared to 2015 were:-

- Total revenues were similar year on year, to THB 20,523 million in 2016 from THB 20,521 million in 2015.
- Operating profits decreased 9% to THB 1,969 million in 2016 from THB 2,161 million in 2015.
- EBITDA decreased 5% to THB 3,149 million in 2016 from THB 3,329 million in 2015.
- Net profit increased 2% to THB 2,105 million in 2016 from THB 2,066 million in 2015.



- Net cash and financial investments at year end increased 9% to THB 9,954 million in 2016 from THB 9,121 million in 2015.
- Gross dividend payout remained THB 2.00/share, same as in 2015

### Revenue Analysis

Most of our customers were optimistic moving into 2016, building inventory in the second half of 2015. With the Federal Reserve raising rates at the end of 2015, 2016 was projected to see much improved global growth, only to see a dramatic reversal in the first quarter as key economic indicators disappointed. The US\$ reversed and Emerging Market currencies strengthened coupled with a pullback in orders as optimism faded. During the course of the first half of 2016, consequently, we saw weak demand as the industry concentrated on reducing inventory. Adding to the uncertainty was the unexpected result of the UK referendum to exit the EU in June 2016. The “out” vote was a shock and it further clouded prospects of future global growth adding to a continuation of the caution that was already prevalent.

Against this backdrop Hana saw minimal growth from our Printed Circuit Board Assembly “PCBA” customers. This was further exacerbated by the shrinking demand for laptop touchpads, which by the year end has dropped from 28% to 12% of our group exposure. Automotive product demand was flat and our fledging medical business which had looked so promising also dropped as customers adjusted their inflated inventory levels. Mobile phone product demand bucked the trend, especially towards the end of the year, as new models continued to sell well and demand for our sensors also remained strong. As a result overall we saw a decline of 9% for the PCBA business in 2016.

Our Integrated Circuit assembly “IC” business also started 2016 weak. In addition to overall uncertain global environment, there was the added uncertainty driven by a large number of mergers and acquisitions which started in 2015 and continued throughout 2016, consequently re-shaping the supply chain. Whilst there is always a level of uncertainty surrounding such events, we have been able to come through those affecting us in a positive way and this has set the foundation for future growth as market share allocations have been rearranged accordingly.

Our strong focus on quality, post the great flood in 2011, have been a significant factor in ensuring Hana has come out on top during this supply chain consolidation which will re-shape the economic landscape for the future. Our IC sales improved after a weak first half and ended 2016 with a growth of 11%. As we enter 2017, the outlook for our IC division looks very promising as both the industry outlook has improved and our market share wins will start to ramp up our volumes.

In contrast to the benign growth levels of our major operations, Hana Microdisplay Technologies “HMT” in Ohio, finally achieved a ‘breakout’ year. Driven by the transition from the lengthy develop phases into mass production of two major projects, a Radio Frequency Identification “RFID” tyre tag (for tracking truck tyres) and a thermal imaging camera module for mobile phones. Sales at HMT grew over 200% in 2016.

Our Hana Microelectronics (Cambodia) operation has now completed one full year and during that time we have been working on building the foundations for future growth. The facility has achieved ISO 9000 certification and employs approximately 140 staff. Electronics assembly is a very new industry in Cambodia and it will take time to instill both the technical knowledge and manufacturing disciplines to bring up the factory to international standards. Despite this we continue to receive a number of enquires as wages throughout Asia continue to rise making our low cost operations in Cambodia of keen interest to potential customers.

### Operating profit analysis

Operating profits decreased 9% to THB 1,969 million in 2016 from THB 2,161 million in 2015 due to a reduction in sales at our PCBA divisions partially offset by growth in our IC division and a 3% weaker THB/USD exchange rate. The operating margins reduced by 1% to 9% of sales revenue due to pricing pressure and additional depreciation from our second plant in Lamphun and our first plant in Cambodia.

### Net profit analysis

Net Profit increased by 2% to THB 2,105 million in 2016 from THB 2,066 million in 2015. An exchange gain of THB 79 million in 2016 supported the net profit figure in contrast to an exchange loss of THB 262 million in 2015.

### Cash reserve analysis

The group currently has no interest bearing debt. Cash reserves (and financial investments) were THB 9.9 billion at year ended 2016 from THB 9.1 billion at year ended 2015. The increase of THB 0.8 billion to THB 9.9 billion was due to EBITDA 3.1 billion less final dividend THB 0.8 billion 2015 paid in Q216, interim dividend Q416 THB 0.8 billion, capital expenditure THB 0.9 billion, increase in working capital of THB +0.2 billion.

### 2017 outlook and the company strategies

After a difficult first half in 2016, we saw improvements in Q3 which continued in Q4. This improvement has continued to flow over into 2017 and we have seen strong US book-to-bill ratios figures at the year end and leading into the New Year. Our market shares gains are now starting to translate into higher sales and we are optimistic of a much stronger first half compared to 2016 for the IC divisions. For the PCBA division, we now expect to resume growth as we believe the drop in computer touch pads has finally bottomed out after another 5-7% drop in 2016 and an estimated total 30% drop over the past 5 years. This we hope will remove the more recent drag on the division's growth as our mobile, automotive, RFID move forward.

This optimism is reflected in our 2017 capital expenditure plans of THB 1.78 billion which are up 84% over the actual expenditure in 2016. 62% of which is planned for the IC divisions and 38% for the PCBA divisions.

Underlining our on-going efforts to grow our top-line and also improve margins, we need to continue to follow our core strategic philosophies which do not change from year to year.

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 (for example) and increase productivity through automation and innovation
4. Keep a strong balance sheet to ensure we can overcome any prolonged downturn should it happen and invest when the opportunity arises to support new opportunities.

### Hana Anti-corruption Policy and Status:

The Board of Directors realizes the importance of the anti-corruption. Hana has a zero tolerance of bribery and corruption. The Company prohibits the Board of Directors, management, employees or third parties in their relationship with the Company, being involved in any act of corruption in any form in all business transactions to benefit directly or indirectly and shall comply with the applicable laws and regulations in all the countries in which the Company operates.

In October 2015, the Company has been certified as the member of Thailand's Private Sector Collective Action Coalition Against Corruption which affirms that the Company supported the fight against corruption through the implementation of policies and effective mechanisms to prevent corruption at the company and industry levels. In 2016, the Company implemented the programs to guard against corruption, to demonstrate commitment to the fundamental values of integrity, transparency and accountability.

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

**Shareholder:** How will the policies of a new US president affect Hana business?

**CEO:** President Trump aims to achieve U.S. economic independence through reducing the trade deficit by imposing strict tariff structure turning to domestic producers. The potential impact of Trump's policies towards global commerce is largely debatable. If imposed, strict tariff structures could bring into question the viability of exporting goods to the U.S. from developing countries. We do not worry about the impact to Hana business as our majority of our products are exported to the Asian countries. We think that the aggressive tariff structures would not happen. However, time will tell if Trump's policies are implemented, successful, and contribute to U.S. economic growth.

**Shareholder:** How Hana would be the leading company to make the advanced products such as self-driving technology?

**CEO:** Hana has the expertise in assembly the electronic products according to the customers' specification and requirement, not to develop the technology or make the design by ourselves. We're quite confident that should self-driving cars become popular, Hana can benefit in assembly of sensors and related products for cars.

**Shareholder:** For Cambodia factory, does the Company face with any difficulty for production? How skillful of labour and how cheaper of labour compared with Thailand?

**CEO:** The labour cost in Cambodia is 40% of Thailand and China. Thailand and China have similar labour cost. We started the operation just over a year and now we have around 140 employees. We're experiencing the difficulty to get skilled staff i.e., accountant, engineer, technician, production supervisor, etc. Hana is a first electronic company in Cambodia for electronic contract manufacturing so we have to train and implement the international standard systems such as ISO 9000 to be in place with the support from Thailand team. To build the discipline of manufacturing would take time. Our strategy is to select the right type of work for labour intensive products.

As there was no further question, the Chairman then announced that the Meeting acknowledged the operation's results of the Company for the year 2016.

### Agenda 3: To approve the financial statements for the year ended 31 December 2016

The Chairman proposed the meeting to approve the 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.

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

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

Approve	658,446,750 Votes;	99.8947 %
Disapprove	0 Votes;	0 %
Abstain	693,900 Votes;	0.1053 %

**Resolution:** The Meeting approved the financial statements for the year ended 31 December 2016.

### Agenda 4: To approve the dividend payment for the year 2016

The Chairman informed that the dividend policy of the Company is 30% to 100% of its consolidated net income after deduction of all specified reserves, subject to the Company and its subsidiaries' cash flow and investment plans, including justifications and other considerations as deemed appropriate.

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

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

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

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

## Attachment No. 1

Approve	659,140,650 Votes;	100 %
Disapprove	0 Votes;	0 %
Abstain	0 Votes;	0 %

**Resolution:** The Meeting acknowledged the interim payment at the rate of Baht 1.00 per share that was paid on 11 December 2016 and approved the annual dividend payment for the year 2016 at the rate of Baht 1.00 per share to be paid on 12 May 2017. The dividend of Baht 0.80 per share was paid from the net profit and retained earnings from BOI promoted businesses which had the tax exemption and another Baht 0.20 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 0.98 per share net.

The total 2016 dividend would be Baht 2.00 per share gross or Baht 1.91 per share net which was composed of interim dividend Baht 1.00 per share paid on 11 December 2016 and the final dividend Baht 1.00 per share gross to be paid on 12 May 2017.

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

The Chairman informed the Meeting that he and Mrs. Salakchitt were the interested directors to be re-appointed at this year so they therefore expressed the intent to leave the room and delegated Mr. Richard to act as the Vice Chairman.

The Vice Chairman informed the Meeting that one-third of the directors, who have served the longest term, must retire by rotation at every Annual General Meeting according to the Company's Articles of Association. The Company invited shareholders to propose candidates to be elected as directors since October 2016 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. John Thompson – be appointed as an independent director
- 2) Mrs. Salakchitt Preedaporn – be appointed as an independent director

The Vice 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 and opined they have qualifications suitable to the Company's business and can provide their opinions independently and comply with relevant rules and regulations. The brief profile of those directors had been distributed to shareholders for consideration.

There was a question from a shareholder.

**Shareholder:** As Mr. John is a new director who has a term of service only 4 months so he should not reach the retirement term. As such, Mrs. Salakchitt should be the only director for re-appointment in this year? Please confirm if this understanding is correct.

#### The Chairman of the Nomination Committee:

Mr. John is a new director in replacement of Mr. Bancha who resigned from the Company since 31 December 2016. According to the Company's Article of Association, the replacement director is to remain the office only for the remaining term of the director he replaced. If Mr. Bancha did not resign, he would retire by rotation for this 2017 AGM. Thus, Mr. John who has a remaining term of Mr. Bancha would retire by this Meeting. Therefore, both Mr. John and Mrs. Salakchitt are eligible for the re-election at this year.

As no further question, the Vice Chairman proposed the Meeting to re-appoint by individual director as follows:

#### 5.1 Appoint Mr. John Thompson as an independent director for another term

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

Approve	659,140,650 Votes;	100 %
Disapprove	0 Votes;	0 %
Abstain	0 Votes;	0 %

## 5.2 Appoint Mrs. Salakchitt Preedaporn as an independent director for another term

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

Approve	658,733,250 Votes;	99.9382 %
Disapprove	407,400 Votes;	0.0618 %
Abstain	0 Votes;	0 %

**Resolution:** The Meeting approved the appointment of Mr. John Thompson and Mrs. Salakchitt Preedaporn to be the Company's independent directors for another term.

## Agenda 6: To approve the directors' remuneration for 2017

The Chairman proposed the meeting to consider and approve the remuneration of the Board of Directors for the year 2017 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.

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

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

Approve	659,100,650 Votes;	99.9939 %
Disapprove	0 Votes;	0 %
Abstain	40,000 Votes;	0.0061 %

**Resolution:** The Meeting approved the Board of Directors' remuneration for 2017 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 2017 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 2017.

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

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.

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

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

Approve	656,890,650 Votes;	99.6586 %
Disapprove	2,250,000 Votes;	0.3414 %
Abstain	0 Votes;	0 %

**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 were questions from shareholders as follows.

**Shareholder:** What are the products of Hana that produce in Thailand?

**CEO:** There are 2 major product groups that produce in Thailand which is accounted for 80% of Hana group's sales. One is Printed Circuit Board Assembly (PCBA) which is the process of assembly electronic components to a PCB or printed circuit board. The other product group is Integrated Circuit (IC) Assembly and Testing.

**Shareholder:** How concentrated on any one customer is Hana's sales revenue? Does Hana have any major customers?

**CEO:** Hana certainly has both major and small customers which are quite diverse. We do not have a single customer that accounts for more than 25% of the total sales. This is to manage our customer risk exposure.

**Shareholder:** For the business plan next year, will there be any special plans differ from prior years?

**CEO:** One area that Hana is focusing on is to try to get business through the acquisition. We're actively looking at this direction which is expected to grow successfully within the next 2 years. We are focusing on high technology outside Thailand. Thailand doesn't have the specific technology.

**Shareholder:** Can you compare the potential expansion of the Company with its competitors or major players in the industry? Do they have any expansion so far?

**CEO:** The electronic industry has not been growing very fast over the past 5 years because electronic manufacturing, not software, is in a maturing market. Over the past few years, many companies were merging resulting in the change in the manufacturing landscape. The merger and acquisition (M&A) activities provide a lot of opportunities for Hana to get more market shares from supply chain re-organization but can also be negative if our customers get acquired.

**Shareholder:** For technology life cycle, IT technology is moving fast. How long will your manufacturing technology last?

**CEO:** Hana is an electronic manufacturing service provider. We assemble and test the electronic parts according to the customers' design and specification - build to order. The manufacturing processes do not significantly change often because the change in the method of assembly would require high investment and only applicable to minimal requirement. What the real world wants is the high volume with low cost manufacturing service provider with stable and traditional manufacturing processes.

**Shareholder:** As Hana is a subcontractor or OEM, what is the nature of contract and how long is the contract between the Company and its customers?

**CEO:** We're not dealing in a form of general contract that is a legally binding between two parties that need to do or act for a certain period of time. We actually have the form of an agreement for the agreed price, general agreed capability, demand which can be up or down with no penalty or obligation, but with agreed delivery schedule.

**Shareholder:** Will Hana open opportunities for the company's visit to shareholders?

**CEO:** The Company is pleased for shareholders to visit our factory. We will consider and inform shareholders for the appropriate arrangement accordingly.

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 15:55 hrs.



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

.....  
(Mr. John Thompson)

Chairman of the Board of Directors

## Profile of Directors Retired by Rotation

### 1) MR. RICHARD DAVID HAN



<b>Position for election:</b>	Executive Director
<b>Director type:</b>	Re-appointment from a retire director
<b>Age:</b>	61 years old
<b>Education:</b>	<ul style="list-style-type: none"> <li>• B.A. Business Studies, Westminster, London, UK</li> <li>• M.B.A. (Marketing) City University, London, UK</li> </ul>
<b>Date of first appointment:</b>	26 July 1993
<b>Number of years as the director:</b>	24 years 9 months
<b>Experiences:</b>	<p>1993 - present: Executive Vice Chairman and Chief Executive Officer</p> <p>November 2004 - present: Nomination Committee</p>
<b>IOD Training Courses:</b>	<ul style="list-style-type: none"> <li>• Directors Accreditation Program (DAP) 57/2006</li> <li>• Understanding the Fundamental of Financial Statements (UFS) 4/2006</li> </ul>
<b>Number of shareholding as of 31 December 2017:</b>	1,040,000 shares or 0.129% of total shares
<b>Meeting attendance in 2017:</b>	<ul style="list-style-type: none"> <li>• Board of Directors Meeting 7 of 7 times</li> <li>• Audit Committee Meeting 4 of 4 times</li> <li>• Nomination Committee Meeting 2 of 2 times</li> <li>• Annual General Meeting of Shareholders 1 of 1 time</li> </ul>



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

Subsidiaries of Hana (16 Companies)	Non-listed Company (3 Companies)	Listed Company (1 Company)
1. Hana Semiconductor (BKK) Co., Ltd. 2. Hana Semiconductor (Ayutthaya) Co., Ltd. 3. Hana Microdisplay Technologies, Inc. 4. Hana Microelectronics, Inc. 5. Hana Microelectronics (Jiaxing) Co., Ltd. 6. Hana Microelectronics Investment Co., Ltd. 7. Hana Microelectronics International Co., Ltd. 8. Hana Microelectronics Enterprise Co., Ltd. 9. Hana Technologies Group Ltd. 10. Hana Technologies Investment Ltd. 11. Hana Semiconductor Holding Co., Ltd. 12. Hana Semiconductor International Co., Ltd. 13. Hana Macao Commercial Offshore Ltd. 14. Omac Sales Ltd. 15. Hana Microelectronics (Cambodia) Co., Ltd. 16. Power Master Semiconductor Co., Ltd.	1. Omac (HK) Limited 2. Omac Limited 3. Rainbow Joy Co., Ltd.	1. Thai British Security Printing Public Co., Ltd.
Position in subsidiaries	Position in other non-listed companies	Position in another listed company
Executive director	Executive director	Non-executive director

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

**Nomination process:** The Board of Directors has considered the appointment of Mr. Richard David Han to serve as an executive director through the screening processes of the Nomination Committee who has considered his qualification, experience, and performance which are appropriate for business of the Company.

**Performance in 2017:**

- Demonstrated leadership, initiative and setting high personal standards to accomplish goals and objectives with a high level of personal drive and energy
- Clear vision in correctly anticipating business trends, opportunities, and priorities affecting the company's prosperity and operations
- Excellent client relationship management
- Oversee the procedure of the director's appointment including other duties as Nomination Committee member
- Promote the implementation of good corporate governance principles that are suitable and practical to the company

## Profile of Directors Retired by Rotation

### 2) MR. YINGSAK JENRATHA



<b>Position for election:</b>	Independent Director
<b>Director type:</b>	Re-appointment from a retired director
<b>Age:</b>	71 years old
<b>Education:</b>	<ul style="list-style-type: none"> <li>• Bachelor Degree of Social Science, Political Science Subject, Chiang Mai University</li> <li>• Master Degree, Mini Master of Business Administration, Kasetsart University</li> <li>• Operation Management Certificate from GIBA (Graduated Institute of Business Administration), Chulalongkorn University</li> </ul>
<b>Date of first appointment:</b>	1 December 2013
<b>Number of years as the director:</b>	4 years 5 months
<b>Experiences:</b>	
December 2013 - present:	Independent director of Hana Microelectronics Public Co., Ltd.
2010 – 2011:	Management Advisor, International Precision Product Co., Ltd.
2008 - 2009:	Vice President and General Manager, Hana Microelectronics (Jiaxing) Co., Ltd.
<b>IOD Training Courses:</b>	<ul style="list-style-type: none"> <li>• Anti-Corruption for Executive Program (ACEP) 9/2013</li> <li>• Director Accreditation Program (DAP) 11/2014</li> <li>• Risk of the Nomination &amp; Governance Committee Program (RNG) 8/2016</li> </ul>
<b>Number of shareholding as of 31 December 2017:</b>	20,000 shares or 0.002% of total shares
<b>Meeting attendance in 2017:</b>	<ul style="list-style-type: none"> <li>• Board of Directors Meeting 7 of 7 times</li> <li>• Audit Committee Meeting 4 of 4 times</li> <li>• Corporate Governance Committee Meeting 1 of 1 time</li> <li>• Nomination Committee Meeting 3 of 3 time</li> <li>• Annual General Meeting of Shareholders 1 of 1 time</li> </ul>

**Take the position in other listed companies:** None

**Take the position in other non-listed 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

**Nomination process:** The Board of Directors has considered the appointment of Mr. Yingsak Jenratha 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:**

- Served as a board member who has experience and objectively carried out his duties and responsibilities with independent judgment. Also, he has earned the respect and trust of directors and management.
- Perform duties as the Audit Committee member such as reviewing the company's financial reporting and internal control system, monitoring the related party transaction and ensuring compliance with applicable laws and regulations
- Promote the implementation of good corporate governance principles that are suitable and practical to the company
- Enhanced the sub-committees' abilities from bringing his business and industry-related knowledge and expertise to perform the committees' roles and responsibilities

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**Definition of Independent Directors:**

To ensure that the Board includes directors who can exercise their best judgment independently, 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) Ms. Kamontip Lertwitworatep



<b>Current position:</b>	Certified Public Accountant EY Office Limited
<b>CPA License No:</b>	4377
<b>Past 5 years of the Company and its subsidiaries' auditor:</b>	None
<b>Education:</b>	<ul style="list-style-type: none"> <li>• Bachelor degree in Accounting, Thammasat University</li> <li>• Master degree in Accounting, Thammasat University</li> </ul>
<b>Age:</b>	49 years old
<b>Number of shareholding:</b>	0 share as of 31 December 2017
<b>Meeting attendance:</b>	None
<b>Key qualification:</b>	<ul style="list-style-type: none"> <li>• Over 27 years' experience of auditing with one year secondment to Ernst &amp; Young – San Jose, including significant amounts of work in listed and multi-national companies</li> <li>• Licensed auditor of Securities Exchange Commission</li> <li>• No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders</li> </ul>

### 2) Mrs. Sarinda Hirunprasurtwutti



<b>Current position:</b>	Certified Public Accountant EY Office Limited
<b>CPA License No:</b>	4799
<b>Past 5 years of the Company and its subsidiaries' auditor:</b>	<ul style="list-style-type: none"> <li>• Hana Semiconductor (Ayutthaya) Co., Ltd.</li> <li>• Hana Semiconductor (BKK) Co., Ltd.</li> </ul>
	2013 – 2017 (5 years)
	2013 – 2017 (5 years)
<b>Education:</b>	<ul style="list-style-type: none"> <li>• Bachelor degree in Accounting, Thammasat University</li> <li>• Master degree in Accounting, Chulalongkorn University</li> </ul>
<b>Age:</b>	45 years old
<b>Number of shareholding:</b>	0 share as of 31 December 2017
<b>Meeting attendance:</b>	None
<b>Key qualification:</b>	<ul style="list-style-type: none"> <li>• Over 24 years' experience of auditing, including significant amounts of work in listed and multi-national companies</li> <li>• Licensed auditor of Securities Exchange Commission</li> <li>• No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders</li> </ul>

### 3) Mr. Wichart Lokatekrawee



<b>Current position:</b>	Certified Public Accountant EY Office Limited
<b>CPA License No:</b>	4451
<b>Past 5 years of the Company and its subsidiaries' auditor:</b>	None
<b>Education:</b>	<ul style="list-style-type: none"> <li>• Bachelor degree in Accounting, Thammasat University</li> <li>• Master degree in Accounting, Thammasat University</li> </ul>
<b>Age:</b>	50 years old
<b>Number of shareholding:</b>	0 share as of 31 December 2017
<b>Meeting attendance:</b>	None
<b>Key qualification:</b>	<ul style="list-style-type: none"> <li>• Over 27 years' experience of auditing, including significant amounts of work in listed and multi-national companies</li> <li>• Licensed auditor of Securities Exchange Commission</li> <li>• No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders</li> </ul>

#### Auditor's Confirmation of Independence:

As the auditors of Hana Microelectronics Public Company Limited (the "Company"), we are required to maintain our professional independence with respect to the Company and its affiliates in accordance with the Code of Ethics for Professional Accountants issued by Thailand's Federation of Accounting Professions and communicate the same to the audit committee. In this regard, we wish to confirm to you the following:

#### Conflict of Interest

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

#### Provision of Non-audit Services

No non-audit services have been provided for the year ended 31 December 2017.

#### Business Relationship

No purchases of goods and services rendered from the Company and its affiliates for the year ended 31 December 2017.

#### The preparation of financial statements to meet deadlines:

The Company and its subsidiaries mostly engage with the auditors under the same audit firm (EY Office Limited). There are only certain foreign subsidiaries that have the auditors from different audit firms. The Board of Directors is responsible for ensuring that the financial statements are properly prepared on time.

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

## Registration Procedures for Attending the Annual General Meeting

For attending the Annual General Meeting of Shareholders year 2018 of Hana Microelectronics Public Co., Ltd., shareholders or appointees can register and submit the required documents for verification at the Meeting place from 12:30 hrs. onward.

As the Company uses the barcode system for attendance registration and voting count, it is required the shareholders or proxy holders to bring in the barcode 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 or driving license card
- 1.3 Foreign nationality shareholder shall present his/her foreign identification card, passport or document used in lieu of passport
- 1.4 Thai juristic person shareholder shall present the following documents:
  - 1.4.1 A copy of the Affidavit or Certificate of Incorporation issued by the Department of Business Development within 1 year from date of issue, certified true and correct by the authorized director of such juristic person
  - 1.4.2 A certified true and correct copy of citizen identification card (or a copy of passport in case the authorized director is foreign national) of the authorized director referred to as in 1.4.1
- 1.5 Foreign juristic person shareholder shall present the following documents:
  - 1.5.1 The Affidavit or Certificate of Incorporation specifying the name and authority of the authorized director issued by related government bodies within 1 year from date of issue and certified by the notary public
  - 1.5.2 A certified true and correct copy of passport of the authorized director

#### 2. Proxy of shareholders (Proxy Form B)

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

2.3.3 Juristic person registered outside Thailand:

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

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

- 1) Mr. John Thompson, Chairman of the Board of Directors and Chairman of Audit Committee
- 2) Mrs. Salakchitt Preedaporn, Audit Committee, Nomination Committee 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
<b>Position:</b>	 <ul style="list-style-type: none"> <li>Chairman of Board of Directors</li> <li>Chairman of Audit Committee</li> </ul>	 <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination Committee</li> <li>Corporate Governance Committee</li> </ul>	 <ul style="list-style-type: none"> <li>Audit Committee</li> <li>Chairman of Nomination Committee</li> <li>Corporate Governance Committee</li> </ul>
<b>Age:</b>	53 years old	57 years old	71 years old
<b>Education:</b>	<ul style="list-style-type: none"> <li>Bachelor (Honours), London University, United Kingdom</li> <li>Associate Chartered Accountant (ACA), The Institute of Chartered Accountants in England &amp; Wales (ICAEW), United Kingdom</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor Degree of Accounting, Faculty of Commerce and Accountancy, Thammasart University</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor Degree/Bachelor of Art in Political Sciences, Chaingmai University</li> <li>Mini MBA, Kasetsart University</li> <li>Operation Management Certificate from GIBA, Chulalongkorn University</li> </ul>
<b>Experience:</b>	<ul style="list-style-type: none"> <li>2017 – present: Independent director of Hana Microelectronics Public Co., Ltd.</li> <li>2007 – present: Executive Director, NT Asset (Thailand) Co., Ltd.</li> <li>2005 – present: Independent Director and Audit Committee, The Post Publishing Public Co., Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>2013 – present: Independent director of Hana Microelectronics Public Co., Ltd.</li> <li>2009 – present: Financial and Accounting Consultant</li> </ul>	<ul style="list-style-type: none"> <li>2013 – present: Independent director of Hana Microelectronics Public Co., Ltd.</li> <li>2010 – 2011: Management advisor, International Precision Products Co., Ltd.</li> </ul>

**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 2018:**

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](mailto: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, 20 April 2018.

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 2017 Annual Report

If a shareholder would like to request the hard copy of 2017 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](mailto: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 พิจารณาอนุมัติการจ่ายเงินปันผลประจำปี 2560****Agenda 4 To approve the dividend payment for the year 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 5 พิจารณาอนุมัติเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดออกตามวาระ****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. นายริชาร์ด เดวิด ฮัน / Mr. Richard David Han
- เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain
2. นายยingsักดิ์ เจนรธา / Mr. Yingsak Jenratha
- เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**วาระที่ 6 พิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2561****Agenda 6 To approve the directors' remuneration for 2018**

- (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 2561****Agenda 7 To approve the appointment of the Company's auditor for the year 2018 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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
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. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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

ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 25/2561 วันจันทร์ที่ 30 เมษายน 2561 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 No. 25/2018 to be held on Monday, 30 April 2018 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  
(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 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

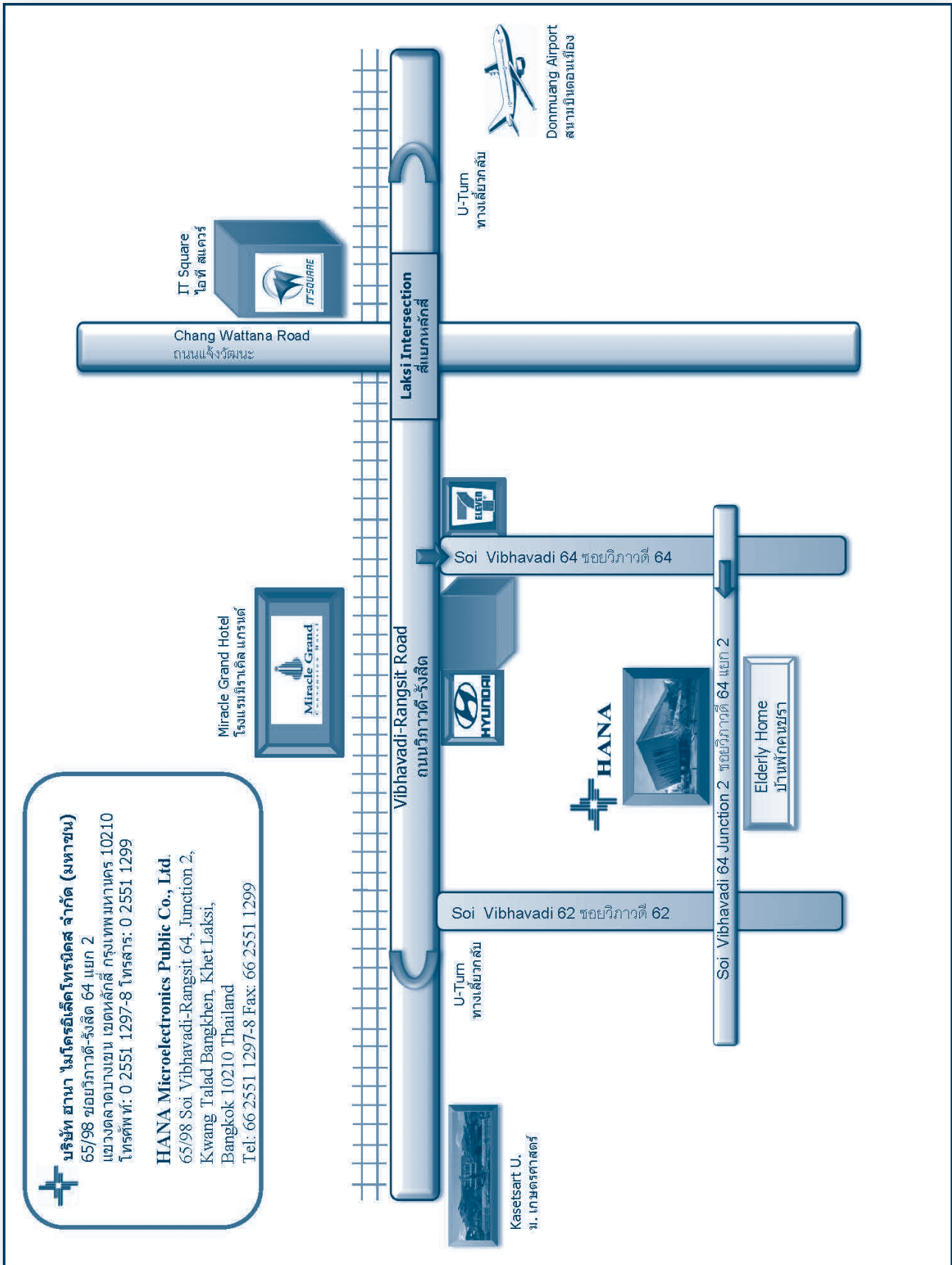
ชื่อกรรมการ \_\_\_\_\_

Director name

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain





**Note :**

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**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 Fax: 66 2551 1299