



**HANA**  
**Microelectronics Public Company Limited**

**Notice of 2019**  
**Annual General Meeting of Shareholders**  
**On Tuesday, 30 April 2019 at 14.00 hrs.**

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For registration, shareholders and/or proxies who attend the AGM please bring the Barcode AGM Invitation Form and the completed Proxy Form (in case of proxy) as well as identification evidence.

Registration starts at 12:30 hrs. – No souvenir giving and no lunch provided but the Company do prepare coffee break for shareholders' meeting.

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## Document sent by postmail to Shareholders

1. Barcode AGM Invitation Form for the meeting registration and QR Code to download following digital documents.
  - 1.1 Notice of 2019 AGM in PDF file
  - 1.2 2018 Annual Report in PDF file
2. Summary of the meeting agenda items and the opinion of the board of directors



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

98/65 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi,  
Bangkok 10210 Tel: 1297 2551 66 Fax: 1299 2551 66

29 March 2019

**Subject: Notice of the Annual General Meeting of Shareholders No. 26/2019**  
**To: Shareholders of Hana Microelectronics Public Company Limited**

Notice is hereby given that the Annual General Meeting No. 26/2019 of Hana Microelectronics Public Co., Ltd. will be held at **the Company's Headquarters, 98/65 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok on Tuesday, 30 April 2019 at 14:00 hrs.**

**Agenda of the Meeting**

**Agenda :1 To approve the Minutes of the Annual General Meeting of Shareholders No. 25/2018 that was held on 30 April 2018**

**Facts and Reasons:** The Minutes of the Annual General Meeting of Shareholders No. 25/2018 that was held on 30 April 2018 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. 25/2018 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders No. 25/2018 should be approved.

**Special interest of independent directors in this agenda:** None

**Agenda 2: To acknowledge the Company's operation results for the year 2018**

**Facts and Reasons:** The Company performance during 2018 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 2018 as proposed.

**Special interest of independent directors in this agenda:** None

**Agenda 3: To approve the financial statements for the fiscal year ended 31 December 2018**

**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 the section of Financial Statements.

**Board's opinion:** The Board recommends to shareholders that the audited financial statements for the financial period year ended 31 December 2018 and the auditor's report, all of which have been reviewed by the Audit Committee, be approved as proposed.

**Special interest of independent directors in this agenda:** None

**Agenda 4: To approve the dividend payment for the year 2018**

**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 the Company's performance in 2018, the Board recommends to pay the final dividend for the financial year ended 31 December 2018 at Baht 1.00 per share with the Record Date on 15 March 2019 and the dividend payment made on 15 May 2019. 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 2018 at the rate of Baht 1.00 per share on 9 November 2018. 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 2018 will be Baht 2.00 per share gross or Baht 1.88 per share net.

The dividend payment of the year 2018 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 December 31, 2018 (Proposed)	The fiscal year ended December 31, 2017
1. Net Profit (based on consolidated financial statements) (Baht)	2,375,222,598	2,887,730,630
2. Number of shares (share)	804,878,860	804,878,860
3. Earning per share (Baht/share)	2.95	3.59
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	68%	56%

**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 9 November 2018 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 2018 to be Baht 1.00 per share. The total 2018 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 2019 and the payment date on 15 May 2019. The right to receive the final dividend depends on the resolutions of the Annual General Meetings of Shareholders.

**Special interest of independent directors in this agenda:** None

**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. Winson Moong Chu Hui to be re-elected as an executive director
2. Mr. Terrence Philip Weir to be re-elected as an executive director

From 28 September – 31 December 2018, 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 both Mr. Winson Moong Chu Hui and Mr. Terrence Philip Weir, executive directors, have the qualifications appropriate to the business operation of the Company so the Board recommends shareholders to approve the appointment of two directors to be re-elected for another term.

**Special interest of independent directors in this agenda:** None

**Agenda 6: To approve the directors' remuneration for the year 2019**

**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 2019 not over than Baht 5,000,000. The Board proposed the directors' fees at the same rate as the year 2018.

The total package compared to last year is as follows.

Directors' Remuneration	Y2019 (Proposed)			Y2018		
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
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
Executive Directors*	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.

**Special interest of independent directors in this agenda:** All of independent directors have the interest in this agenda.

1. Mr. John Thompson, the Chairman of the Board
2. Mrs. Salakchitt Preedaporn, the independent director
3. Mr. Yingsak Jenratha, the independent director

Besides the Board's remuneration above, none of independent directors have any special interest.

**Agenda 7: To approve the appointment of the Company's auditors for the year 2019 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 to be the Company's auditors in 2019 and proposed the remuneration fees not exceeding Baht 2,450,000.

**Board's opinion:** Upon the consideration of Audit Committee, the Board recommends to shareholders to approve the auditors' appointment and the remuneration as follows.

1. Ms. Kamontip Lertwitworatep, 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

of EY Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. In addition, EY Office Limited will be appointed as the auditor of the subsidiaries in Thailand for the year 2019 as details per attachment 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. 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 2019 in the amount not exceeding Baht 2,450,000.

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

#### **Audit Fee**

<b>Auditor's remuneration</b>	<b>Y2019 (Proposed)</b>	<b>Y2018</b>	<b>% change</b>
Audit fee (Baht)	2,450,000	2,270,000	8%

**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 Fee**

<b>Non-audit fees</b>	<b>Y2019 (Proposed)</b>	<b>Y2018</b>	<b>% change</b>
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 each year.

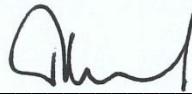
**Special interest of independent directors in this agenda:** None

**Agenda 8: To consider any other business**

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The Shareholder Register Book for the right to attend the Annual General Meeting of Shareholders shall be recorded on 15 March 2019. 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: [jirapak@hanabk.th.com](mailto:jirapak@hanabk.th.com)





**Attachment No. 1**

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

65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210  
Tel: 66 2551 1297 Fax: 66 2551 1299

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 25/2018**

Held at the Company's Headquarters  
65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok  
On 30 April 2018  
14.00 hrs. - 16.18 hrs.

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**Directors and executives 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                          |
| 7) Ms. Achara Chaicharncheep,  | Senior Finance and Accounting Manager  |

**External auditors:**

- |                                 |                                   |
|---------------------------------|-----------------------------------|
| 8) Mrs. Saifon Inkaew           | Partner, EY Office Limited        |
| 9) Mr. Ralph R Tye              | Partner, EY Office Limited        |
| 10) Ms. Kamontip Lertwitworatep | Partner, EY Office Limited        |
| 11) Ms. Piyawan Boonsit         | Senior Manager, EY Office Limited |

**Translator:**

12) Mrs. Puntipa Tantana, Senior Corporate Administration and HR Director

**Independent Inspector:**

13) 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 executives, sub-committees present in the Meeting including the representatives from the Company's external auditors and the Meeting inspector. The Chairman also informed that the Company had 6 directors, and all were in attendance at the meeting. The Chairman of the Audit Committee, the Nomination Committee, the Corporate Governance Committee and the Risk Management Committee all attended the Meeting.

**Quorum Announcement:**

There were shareholders attending the meeting in person 79 shareholders holding 15,532,984 shares and 565 proxies holding 586,563,931 shares. Those total 644 shareholders holding 602,096,915 shares are equivalent to 74.81% 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 can not split the votes.

**Attachment No. 1**

- 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), more than one box marked, no signature when make any change, or there are spilt votes (except for the case of custodian).

**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.
- In case of a tie vote, the Chairman shall be entitled to a casting vote.
- The barcode system is used in the registration and vote-counting processes for transparent, accurate and fast results as previous years.

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. 24/2017 which was held on 28 April 2017**

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 24/2017, which was enclosed in the Notice of the Meeting distributed to shareholders in advance.

As there was no question and comment from shareholders, the Chairman asked the Meeting to vote on this agenda item.

**Vote result:** The result of the vote count was as follows.

Approve	602,084,015 Votes;	99.9979 %
Disapprove	0 Votes;	0 %
Abstain	0 Votes;	0 %
Invalid	12,900 Votes;	0.0021 %

**Resolution:** The Meeting approved the Minutes of the Annual General Meeting No. 24/2017 that was held on 28 April 2017.

**Agenda 2: To acknowledge the operation's results of the Company in 2017**

The Chairman invited Mr. Richard Han to report the operation's results of the Company for the year 2017 including Management Discussion and Analysis (MD&A). Mr. Richard presented to the Meeting as follows.

Hana's key financial performance figures for the year 2017 compared to 2016 were:-

- Sales revenues increased 5% to THB 21,551 million in 2017 from THB 20,523 million in 2016.
- Operating profits increased 16% to THB 2,290 million in 2017 from THB 1,969 million in 2016.
- EBITDA increased 7% to THB 3,374 million in 2017 from THB 3,149 million in 2016.
- Net profit increased 37% to THB 2,888 million in 2017 from THB 2,105 million in 2016.
- Net cash & financial investments at year end decreased 2% to THB 9.7 billion in 2017 from THB 9.9 billion in 2016.
- Gross dividend payout remained THB 2.00/share, same as in 2016

### **Revenue Analysis**

In 2017, the semiconductor industry surged in demand driven by global growth expectation especially in the USA post elections. Our semiconductor division enjoyed this strong demand for IC packaging & test throughout the year which was further supported by our successful navigation of the many customers M&A events affecting us.

The overall strength in the semiconductor market was driven by demand for smart phones, IoT (Internet of Things) devices, Opto-coupler and automotive electronics. Our diverse portfolio of sensor and standard packaging solutions coupled with a strong quality performance also helped us grow our volumes by about 15% in 2017.

With the cycle set to continue at least in the near term, we have completed the construction of a ~3,000 sq/m storage facility which will free sufficient space within our current manufacturing building allowing for an additional ~30% increase in output in the future.

Our microelectronics business achieved a USD topline growth of 6%, with continued strong demand for automotive electronics, test & measurement equipment sub-assemblies, IoT and RFID (Radio Frequency Identification) devices. The decline in demand for touch pads for laptop computers seems to have levelled off and our medical business is starting to look promising as we win new hearing aid customers and other medi-tech device customers.

During the year Hana Cambodia continued to lay down the necessary infrastructure and factory accreditations in preparation for bringing in new business. A team of technicians have been trained in Thailand to operate PCBA assembly equipment which will support new opportunities and we are confident that this will pay dividends in 2018. We are very optimistic to add new customers in Hana's latest facility during 2018.

**Attachment No. 1**

In China, whilst we also enjoyed the stronger IC demand, our continued high labour turnover and the strengthening RMB dampened the gains and overall our performance was relatively flat year-on-year.

Our Microdisplay division in Ohio, USA started the year with very strong demand, in particular for thermal imaging camera modules, indeed it tuned out that the output was in excess of real demand which meant it was hard for the division to continue to incrementally perform better until the inventory levels were corrected. Nevertheless, continued strong demand for our tyre tag business and asset ID tags, resulted in a good performance which was well up year-on-year.

**Operating profits increased 16%**

Operating profits increased 16% to THB 2,290 million in 2017 from THB 1,969 million in 2016 driven both by the strong semiconductor and microelectronics growth whilst our Microdisplay division also contributed well. The relatively strong USD during the first half helped but this support eroded as the year progressed and turned against us at the year-end as the US dollar weakened substantially. Our strong focus on productivity through automation also contributed to our performance but rising material costs became more of a concern towards the year end as the strength in demand continued.

**Net profit analysis**

Net Profit increased by 37% to THB 2,888 million in 2017 from THB 2,105 million in 2016. An exchange gain of THB 531m in 2017 supported the net profit figure compared to THB 79m gain in 2016. At the beginning of 2017, the outlook for the US dollar was positive with most expecting rate rises to support the greenback, however as the year passed it became clear some of the inflationary growth policies promised by the Trump administration were proving to be hard to pass into legislation. As the US dollar dropped our hedging policy proved to be a wise decision helping to offset the pressure on our operating profits.

**Cash reserve analysis**

The group currently has no interest bearing debt. Cash reserves (and financial investments) were THB 9.7 billion at year ended 2017 slightly down from THB 9.9 billion at year ended 2016. The decrease of THB 0.2 billion to 9.7 billion was due to EBITDA 3.4 billion less final dividend THB 0.8 billion 2016 paid in Q217, interim dividend Q417 THB 0.8 billion, capital expenditure THB 1.1 billion, other items THB -0.9 billion.

## 2018 Outlook and the Company's strategies

We enter 2018 on an optimistic note after a strong 2017. Most of our customers have indicated that the demand for their products remains strong despite the increases during the last year. Global PMIs are all indicating growth and whilst it's unusual to have all the major economic zones showing synchronized growth, years of accommodative easing and low interest rates are now having the desired results. The concern now remains the possibility of overheating and higher than targeted inflation which may induce more aggressive rates hikes. This could start to concern markets and create pull backs which will flow through into the 'main street'. Hana is thus positioning ourselves for growth whilst keeping a watchful eye on signs of the cycle topping out. Our plant expansion over the past 3 years positions us well to enjoy the upside whilst not being over extended if demand drops significantly.

The weaker US dollar and continuing wage inflation will certainly provide some headwinds for the early part of this year, but we are confident that our productivity directives will mitigate these as we progress throughout the year. We see continued growth for automotive, test & measurement and sensors for mobile. Medical is expected to growth albeit from a low base along with RFID and Opto-electronics. Our forecast for capital expenditure in 2018 is ~THB1.4B an increase of 25% over 2017 this reflects our optimism for the year.

In 2018 Hana will start to increase our R&D expenditure aimed at the "Power Module" industry through an R&D development subsidiary based in South Korea. This is a start of a new direction with an aim to develop our own modules which ultimately will enjoy higher gross margins. Whilst there are many uses for such devices, our primary target is the impending EV car industry and the need for. As in previous years we will continue with our core strategic philosophies in order to grow our top-line and improve margins whilst not over exposing the group to any significant economic changes. We endeavor to achieve this by:

- Maintaining good diversity so as not to rely on any one customer or industry.
- Invest heavily in automation both in IT and manufacturing equipment to improve productivity and quality thus performing better than our peers.
- 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
- Identify and invest in future high growth activities
- 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 2017, 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:** Is there any impact to Hana due to the current US-China trade war issues?

**CEO:** If there is a trade war, there will be certain impacts to our China operation. The China operation represents approximately 20% of Hana revenues. So we estimates that it may affect around 5 – 10% out of those 20% for Hana-Jiaxing but our customers have been discussing with us as part of their risk management whereby they would consider moving those products to our Thai operations if there is any trade war.

**Shareholder:** As mentioned that Hana will invest in R&D for Power Module in South Korea which is to target EV car industry and charging stations. Will Hana transfer such products to produce at Hana Thailand or its subsidiaries in other countries? Why Hana invest in Korea, not other countries? Will the rechargeable batteries be supplied for all kinds of automotive brands? Are those being in the list of Chinese products that are subject to new tariffs imposed by the US? After the development completion, will Hana register for the patent?

**CEO:** There are suitable engineers available that we found in Korea. There is not any other specific reason for this particular country. Hana does not make the battery but together with our partners we will develop the solutions to transmit energy or sources to the end uses or the components of power module such as an electric vehicle battery charger. After completed the development, we will manufacture at our China operation as China is a big market for EV car industry. This product is not in China-US tariff list as we do not export to US but make and trade in China mainly. Our components for EV charging can be used for all EV car brands. If the product is successfully, we will register for international patents.

**Shareholder:** What is the currency of the Company's sale revenues and costs? How many percent for US currency compared to other currencies? What is the Company strategy to manage exchange rate fluctuation or baht appreciation?

**CFO:** Our revenue is almost all in US Dollars and our material costs are also in US Dollars. We hedged for 140 million USD. We buy Baht and sell USD through forward contracts, which are rolled over 3 months, 6 months or on a yearly basis. For accounting at the end of each quarter, it will reflect the market-to-market gain or loss accordingly.

**Shareholder:** As the Company forecasts the capital expenditure approx. Baht 1.4 billion in 2018, will those only for R&D expenses for Thailand?

**CEO:** It is the forecast for Hana group, not only R&D but also for the production capacity, building expansion, machines and equipment and others.

**Shareholder:** As this year has seen more rain, does Hana have any flood preventive measure?

**CEO:** Hana has the flood protection in place for Ayutthaya and Lamphun plants after Thailand big flooding in 2011.

**Shareholder:** For Hana's low cost base in Cambodia, when will this operation have the profit or the growth in revenue?

**CEO:** The cost of labour in Cambodia is lower than Thailand about half but Cambodia staff have the limited skills not only daily workers but also engineers and technicians. Therefore, they will get training from Thailand operations and could take at least 2 more years to make a profit.

As there was no further question, the Chairman then announced that the Meeting acknowledged the operation's results of the Company for the year 2017.

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

The Chairman proposed the meeting to approve the 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.

There were questions from shareholders as follows.

**Shareholder:** For Hana, is there any seasonal pattern in the electronics demand?

**CEO:** In general, the first quarter would be lower while the third quarter would be higher and then down in the fourth quarter. However, this is not always the case as last year Hana did not fall into this pattern as the first quarter was strong which is different from the past 10 years.

**Shareholder:** If US currency would weaken throughout the year, would this significantly impact to Hana's revenue? Would the Company consider using other currencies or increase the unit price to your customers?



**Attachment No. 1**

**CEO:** Hana and other companies in the electronic industry make the billings in US Dollar as the base currency. If the US Dollar weakens against the Baht, it will affect us and other export companies as well. We use exchange rate risk management tools such as hedging. To increase the price charge to the customers, it is unlikely practical.

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

**Vote result:** The result of the vote count was as follows.

Approve	600,639,515 Votes;	99.7579 %
Disapprove	0 Votes;	0 %
Abstain	1,444,500 Votes;	0.2400 %
Invalid	12,900 Votes;	0.0021 %

**Resolution:** The Meeting approved the financial statements for the year ended 31 December 2017.

**Agenda 4: To approve the dividend payment for the year 2017**

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 2017, the Board recommends to pay the final dividend for the financial year ended 2017 at Baht 1.00 per share which is paid from the net profit and retained earnings as at 31 December 2017 by setting the Record Date on 15 March 2018. The dividend payment will be 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.

On 3 November 2017, the Company paid an interim dividend from the net profit of the first sixth months period of 2017 at the rate of Baht 1.00 per share or Baht 0.935 per share net. 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.

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

**Vote result:** The result of the vote count was as follows.

Approve	602,084,015 Votes;	99.9979 %
Disapprove	0 Votes;	0 %
Abstain	0 Votes;	0 %
Invalid	12,900 Votes;	0.0021 %

**Resolution:** The Meeting acknowledged the interim payment at the rate of Baht 1.00 per share that was paid on 3 November 2017 and approved the annual dividend payment for the year 2017 at the rate of Baht 1.00 per share to be paid on 11 May 2018. The dividend of Baht 0.50 per share is paid from the net profit and retained earnings as at 31 December 2017 from BOI promoted businesses which has the tax exemption and another Baht 0.50 is paid from the net profit and retained earnings as at 31 December 2017 from Non-BOI businesses which is subjected to 10% withholding tax so the final dividend paid is Baht 0.95 per share net.

The total 2017 dividend would be Baht 2.00 per share gross or Baht 1.885 per share net which was composed of interim dividend Baht 1.00 per share paid on 3 November 2017 and the final dividend Baht 1.00 per share gross to be paid on 11 May 2018.

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

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

The 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 – December 2017 and there were no proposals given. Therefore, the Chairman proposed the Meeting to consider the directors whose tenure has ended. This year, directors whose tenure has ended are:

- 1) Mr. Richard David Han - be appointed as an executive director
- 2) Mr. Yingsak Jenratha - be appointed as an independent director

The Chairman further advised that those two directors were proposed by the Nomination Committee to be re-elected due to the satisfaction with their performance, effectiveness and commitment to the roles. Both of them have qualifications suitable to the Company's business and Mr. Yingsak can provide his opinions independently and comply with relevant rules and regulations. The brief profile of those directors had been distributed to shareholders for consideration.

As there was no question or comment, the Chairman proposed the Meeting to re-appoint by individual director as follows:

**Attachment No. 1****5.1 Appoint Mr. Richard David Han as an executive director for another term**

**Vote result:** The result of the vote count was as follows.

Approve	592,105,743 Votes;	98.3406 %
Disapprove	8,938,272 Votes;	1.4845 %
Abstain	1,040,000 Votes;	0.1728 %
Invalid	12,900 Votes;	0.0021 %

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

**Vote result:** The result of the vote count was as follows

Approve	599,189,943 Votes;	99.5172 %
Disapprove	2,833,072 Votes;	0.4705 %
Abstain	61,000 Votes;	0.0102 %
Invalid	12,900 Votes;	0.0021 %

**Resolution:** The Meeting approved the appointment of Mr. Richard David Han as an executive director and Mr. Yingsak Jenratha as an independent director for another term.

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

The Chairman proposed the meeting to consider and approve the remuneration of the Board of Directors for the year 2018 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's performance
Independent Directors	55,000 Baht	Minimum one time of meeting allowance depending on the Company's 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 result of the vote count was as follows.

Approve	598,995,915 Votes;	99.4850 %
Disapprove	3,026,800 Votes;	0.5027 %
Abstain	61,000 Votes;	0.0101 %
Invalid	13,200 Votes;	0.0022 %

**Resolution:** The Meeting approved the Board of Directors' remuneration for 2018 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 2018 and to fix the auditors' remuneration**

According to SEC Notification regarding the mandatory rotation of the audit partner every five years, Mrs. Saifon Inkaew has held her roles as an auditor of the Company for five consecutive years from 2013 – 2017 so her tenure has ended. The Chairman then proposed the Meeting to change the auditors and propose the appointment of the following auditors for the fiscal year 2018.

1. Ms. Kamontip Lertwitworatep 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

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.

There were questions from shareholders as follows.

**Shareholder:** Regarding the inventory destruction audit fee of Baht 20,000 per time, what is the policy of writing off inventory?

**CFO:** Hana is an electronic manufacturing service provider (EMS). We make the products of the customers on a made to order basis. Finished goods inventory is low and raw material stock obsolescence is managed. We make the provision for allowance of diminution in inventory value for obsolete inventory or non-movement more than 9 months. If unlikely to be used in the future, we will process for write-off and scrap or disposition and this would require the auditor as the witness.

**Shareholder:** How many times of the inventory destruction per year and how many auditors each time? What kind of report issuance?

**Auditor:** According to the Revenue Department Notification, a destroyed product to be recorded as deductibility for income tax purposes would allow by providing the auditor in the presence as an authorised witness for the destruction of such goods. The fee is included the reporting which will be in accordance with the Auditing Standard (Agreed-upon procedures) on the result of verification of inventory disposal or destruction which actually

**Attachment No. 1**

pertains to destroy obsolete inventories. The inventory destruction of the Company is generally conducted 3-4 times a year.

**Shareholder:** How does the Company consider or come up with the Key Audit Matters outlined in the Independent Auditor's Report of 2017 financial statements?

**Auditor:** By definition, the Key Audit Matters are those which the auditor judges to be most significant in the audit of the Company's financial statements of the current period. In making the determination, we take into account 3 areas of significant auditor attention in performing the audit. Firstly, areas are identified as significant risks. Secondly, the matter that requires significant accounting estimates by the Company's management. Lastly, the major event occurs during the year. Key Audit Matters are a new accounting standard that has been implemented for the past two years in Thailand. Thus, Hana has three matters that are important: the revenue recognition, the estimation of the net realizable value of the inventory and the valuation of long-term employee benefit obligations, as shown in the financial report of the auditor.

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

**Vote result:** The result of the vote count was as follows.

Approve	602,075,315 Votes;	99.9964 %
Disapprove	0 Votes;	0 %
Abstain	3,700 Votes;	0.0006 %
Invalid	17,900 Votes;	0.0030 %

**Resolution:** The Meeting approved the appointment of Ms. Kamontip Lertwitworatep and/or Mrs. Sarinda Hirunprasurtwutti and/or Mr. Wichart Lokatekrawee of EY Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the year 2018 with the total remuneration not exceeding Baht 2,270,000 (excluding out-of-pocket expenses).

**Agenda 8: Other business**

The Chairman informed the Meeting that all the business agenda items had completed. Before open opportunities for any further questions, shareholders were invited to see the short video presentation about the Company's manufacturing facilities to give shareholders a better understanding of Hana business.

After the video, 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:** Would you please forecast about the demand of Smartphone in China?

**CEO:** According to the public news, the demand of Smartphone in China would be flat or may grow slightly but actually it dropped in Quarter 4 last year by 4%. Therefore, we opinion that the demand will be no growth or slight growth at present. As the Smartphone is a big industry but even the market is not growing, it doesn't mean we cannot grow because we are not a big company in this industry.

**Shareholder:** How many customers that Hana won and how many customers that Hana lost last year?

**CEO:** Last year we had 12 – 13 new customers whom most of them are small but we expect that they will grow. Most of our growth comes from the existing major customers, not the new ones.

**Shareholder:** For the AGM last year, you mentioned about one of Hana's strategies regarding Merger and Acquisition (M&A), could you please elaborate or update us the progress?

**CEO:** We are focusing on the research and development as we do not have any M&A target so we are working on new product development instead.

As there was no any other item brought up, the Chairman expressed his thanks and appreciation to shareholders who attended the meeting. The Chairman then declared the Meeting adjourned at 16:18 hrs.



.....  
(Mr. John Thompson)  
Chairman of the Board of Directors

## Profile of Director Retired by Rotation

MR. WINSON MOONG CHU HUI



<b>Position for election:</b>	Executive Director
<b>Director type:</b>	Re-appointment from a retire director
<b>Age:</b>	73 years old
<b>Education:</b>	Bachelor of Engineering, Cheng Kong University, Taiwan
<b>Date of first appointment:</b>	26 July 1993
<b>Number of years as the director:</b>	25 years 9 months (As at 30 April 2019)
<b>Experiences:</b>	
1993 - present:	Executive Director and President and Chief Operating Officer
<b>IOD Training Course:</b>	Directors Accreditation Program (DAP) 117/2015
<b>Number of shareholding as of 31 December 2018:</b>	6,280,000 shares or 0.780% of total shares
<b>Meeting attendance in 2018:</b>	<ul style="list-style-type: none"><li>• Board of Directors Meeting 7 of 7 times*</li><li>• Annual General Meeting of Shareholders 1 of 1 time</li></ul>

\*Note: Mr. Winson Moong Chu Hui held the Board of Directors Meeting 1 time through conference call from overseas.

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

Subsidiaries of Hana (9 Companies)	Non-listed Company	Listed Company
1. Hana Semiconductor (BKK) Co., Ltd. 2. Hana Semiconductor (Ayutthaya) Co., Ltd. 3. Hana Technologies, Inc. 4. Hana Microelectronics, Inc. 5. Hana Microelectronics (Jiaxing) Co., Ltd. 6. Hana Technologies Group Ltd. 7. Hana Technologies Investment Ltd. 8. Hana Macao Commercial Offshore Ltd. 9. Hana Microelectronics (Cambodia) Co., Ltd.	None	None
Position in subsidiaries	Position in other non-listed companies	Position in another listed company
Executive director	None	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. Winson Moong Chu Hui 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 2018:**

- Manage operations of the Company in ways consistent with strategic goals and performance targets
- Ensure that core business processes are in place and working effectively
- Develop and lead senior management through selection, coaching, and reinforcement
- Anticipate and respond to changing business conditions
- Communicate well with the Board, providing appropriate information at and between meetings regarding company challenges and opportunities such as progress on each business operation, the development of an innovative product offering, updates on the expansion of production capacity or the challenges associated with moving into new markets
- Promote the implementation of good corporate governance principles that were suitable and practical to the Company



**Profile of Director Retired by Rotation**

**MR. TERRENCE PHILIP WEIR**



<b>Position for election:</b>	Executive Director
<b>Director type:</b>	Re-appointment from a retired director
<b>Age:</b>	60 years old
<b>Education:</b>	Bachelor of Economics, Macquarie University, CPA, Australia
<b>Date of first appointment:</b>	26 July 1993
<b>Number of years as the director:</b>	25 years 9 months (As at 30 April 2019)
<b>Experiences:</b>	
1993 - present:	Executive Director, Vice President and Chief Financial Officer
<b>IOD Training Course:</b>	Director Certification Program (DCP) 6/2001, Diploma
<b>Other Trainings &amp; Seminars:</b>	Inaugural Corporate Governance Conference 2018: “Building Trust in Transforming Economy by The Securities and Exchange Commission (SEC) and Securities Investors Association (Singapore) - September 2018
<b>Number of shareholding as of 31 December 2018:</b>	325,000 shares or 0.040% of total shares
<b>Meeting attendance in 2018:</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>• Annual General Meeting of Shareholders 1 of 1 time</li> </ul>

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

Subsidiaries of Hana (16 Companies)	Non-listed Company	Listed Company
1. Hana Semiconductor (BKK) Co., Ltd. 2. Hana Semiconductor (Ayutthaya) Co., Ltd. 3. Hana 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.	None	None
Position in subsidiaries	Position in other non-listed companies	Position in another listed company
Executive director	None	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. Terrence Philip Weir 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 2018:**

- Provide the board with effective and efficient financial oversight by laying out financial strategy, maintaining and adapting core functions to meet the changing environment such as cost monitoring, cash management, financial data and reporting and budget
- A key person to ensure that financial data is recorded accurately and timely in accordance with applicable accounting principles and other standards and that financial reports are accurate, timely and reliable
- Communicate well with the board, providing appropriate information at and between meetings
- Promote the implementation of good corporate governance principles that were suitable and practical to the Company

## Brief Profile of External Auditors

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### 1) Ms. Kamontip Lertwitworatep

**Current position:**

Certified Public Accountant  
EY Office Limited  
4377

**CPA License No:**

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

2018 – present (1 year)  
2018 – present (1 year)  
2018 – present (1 year)

**Education:**

**Age:**

**Number of shareholding:**

**Meeting attendance:**

**Key qualification:**

- Hana Microelectronics Public Co., Ltd.
- Hana Semiconductor (Ayutthaya) Co., Ltd.
- Hana Semiconductor (BKK) Co., Ltd.
- Bachelor degree in Accounting, Thammasat University
- Master degree in Accounting, Thammasat University
- 50 years old
- 0 share as of 31 December 2018
- 3/4 of Audit Committee Meeting
- Over 28 years' experience of auditing with one year secondment to Ernst & Young – San Jose, 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  
4799

**CPA License No:**

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

2013 – 2017 (5 years)  
2013 – 2017 (5 years)

**Education:**

**Age:**

**Number of shareholding:**

**Meeting attendance:**

- Hana Semiconductor (Ayutthaya) Co., Ltd.
- Hana Semiconductor (BKK) Co., Ltd.
- Bachelor degree in Accounting, Thammasat University
- Master degree in Accounting, Chulalongkorn University
- 46 years old
- 0 share as of 31 December 2018
- None



**Key qualification:**

- Over 25 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

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**3) Mr. Wichart Lokatekrawee**

**Current position:**

Certified Public Accountant  
EY Office Limited  
4451



**CPA License No:**

None

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

**Education:**

- Bachelor degree in Accounting, Thammasat University
- Master degree in Accounting, Thammasat University

**Age:**

51 years old

**Number of shareholding:**

0 share as of 31 December 2018

**Meeting attendance:**

None

**Key qualification:**

- Over 28 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

**Attachment No. 3**

**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 2018.

**Business Relationship**

No purchases of goods and services rendered from the Company and its affiliates for the year ended 31 December 2018.

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**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 2019 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 of the meeting invitation 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.

**Attachment No. 4**

For shareholders whose names appear in the register book as foreign investors and appoint a custodian in Thailand to be a share depositary 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, Chairman of Nomination Committee and Corporate Governance 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>	54 years old	58 years old	72 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 of NT Asset (Thailand) Co., Ltd.</li> <li>• 2005 – present: Independent Director and Audit Committee of Bangkok Post 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 of 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 2019:** All independent directors have the beneficial interest in the agenda item 6 for directors' remuneration.

**Other special interest:** None for all



**Attachment No. 4****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.

## **Articles of Association Hana Microelectronics Public Company Limited Concerning to “General Meeting”:**

**Article 28** The general meeting of the company shall be held at the registered office of the company or at such other place as the directors may decide and indicated in the notice for the meeting.

**Article 29** 1) The Board of Directors shall arrange for an annual ordinary meeting of shareholders within four (4) months from the last day of the fiscal year of the company.

2) All other general meetings are called “extraordinary meetings”. The Board of Directors may summon an extraordinary meeting of shareholders whenever the board thinks fit.

3) The shareholders holding shares altogether of not less than one-fifth (1/5) of the total number of shares issued or the shareholders of a number not less than twenty-five (25) persons holding shares altogether of not less than one-tenth (1/10) of the total number of shares issued may submit their names in a letter requesting the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within one (1) month from the date of receipt of such request from the shareholders.

**Article 30** In summoning a meeting of shareholders, whether ordinary or extraordinary, the board of directors shall send notice of the meeting specifying the place, day, agenda of the meeting and the business to be transacted at the meeting together with sufficient details, and shall deliver the same to the shareholders and the Registrar for their information not less than seven (7) days before the date of the meeting. Besides, the notice of the meeting shall also be announced by three (3) consecutive publications in a newspaper with the last publication appearing not less than three (3) days prior to the date of meeting.

**Article 31** The Meeting of shareholders must be attended by shareholders or proxies (if any) of not less than twenty-five (25) persons or not less than half of total number of shareholders and have an aggregate number of shares of not less than one-third (1/3) of all shares issued to constitute a quorum.

**Article 32** 1) If at any meeting of shareholders, after one hour from the time fixed for the meeting a quorum is not constituted, and if such meeting of shareholders was requested for by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called for by the shareholders, the meeting shall be adjourned to a new date to be notified in writing to every shareholder whose name appears in the Share Register within seven (7) days at such adjourned meeting any number of shareholders actually present shall constitute a quorum.

**Attachment No. 4**

- 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 shareholders. 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:

**Attachment No. 4**

- (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.

**Attachment No. 5**

## **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, 19 April 2019.
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 2018 Annual Report**

If a shareholder would like to have the hard copy of 2018 Annual Report, 2019 AGM Notice or Proxy Form, please send the request of following information to the Company for further delivery arrangement.

Name of shareholder: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Telephone number: \_\_\_\_\_

Please mark on the checkbox for the required document.

- 2018 Annual Report
- Notice of 2019 AGM of Shareholders
- Proxy Form B

### **Contact details:**

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 Ext. 226  
Facimile Number: 66 2551 1299  
E-mail: [penpimol\\_k@hanabk.th.com](mailto:penpimol_k@hanabk.th.com)

**Attachment No. 7**

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

ปิดอากรแสตมป์ 20 บาท Duty Stamp 20 Baht
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เขียนที่ \_\_\_\_\_

Written at

เลขทะเบียนผู้ถือหุ้น

วันที่ เดือน พ.ศ. \_\_\_\_\_

Shareholders' Registration No.

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 (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ ก็ได้ 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

 นายจอห์น ทอมป์สัน กรรมการอิสระ อายุ 54 ปี หรือ

Mr. John Thompson Independent Director Age 54 years or

อยู่บ้านเลขที่ 28/8 ซอยพัฒนาเวสต์ 12 แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพฯ 10110

Residing at 28/8 Soi Pattanawej 12, Kwang Phra Khanong Nuea, Khet Wattana, Bangkok 10110





**Attachment No. 7**

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

**วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2561**

**Agenda 4 To approve the dividend payment for the year 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 5 พิจารณานุมัติเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดออกตามวาระ**

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ

(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote in accordance with my wish as follows:

การแต่งตั้งกรรมการทั้งหมด หรือ / Vote for all the nominated candidates as a whole or

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล / Vote for an individual nominee

1. นายวินสัน มุง ชู ฮุย / Mr. Winson Moong Chu Hui

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

2. นายเทอร์เรนซ์ ฟิลิป เวียร์ / Mr. Terrence Philip Weir

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain

**วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการประจำปี 2562**

**Agenda 6 To approve the directors' remuneration for the year 2019**

(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 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีบริษัทฯ ประจำปี 2562**

**Agenda 7 To approve the appointment of the Company's auditors for the year 2019 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 พิจารณาวาระอื่น ๆ (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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

**Attachment No. 7**

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

ใบประจำต่อหนังสือมอบฉันทะแบบ ข.

Annex attached to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)

The Proxy of the shareholder of Hana Microelectronics Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 26/2562 วันอังคารที่ 30 เมษายน 2562 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. 26/2019 to be held on Tuesday, 30 April 2019 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) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.  
or

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.  
or

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

**Attachment No. 7**

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

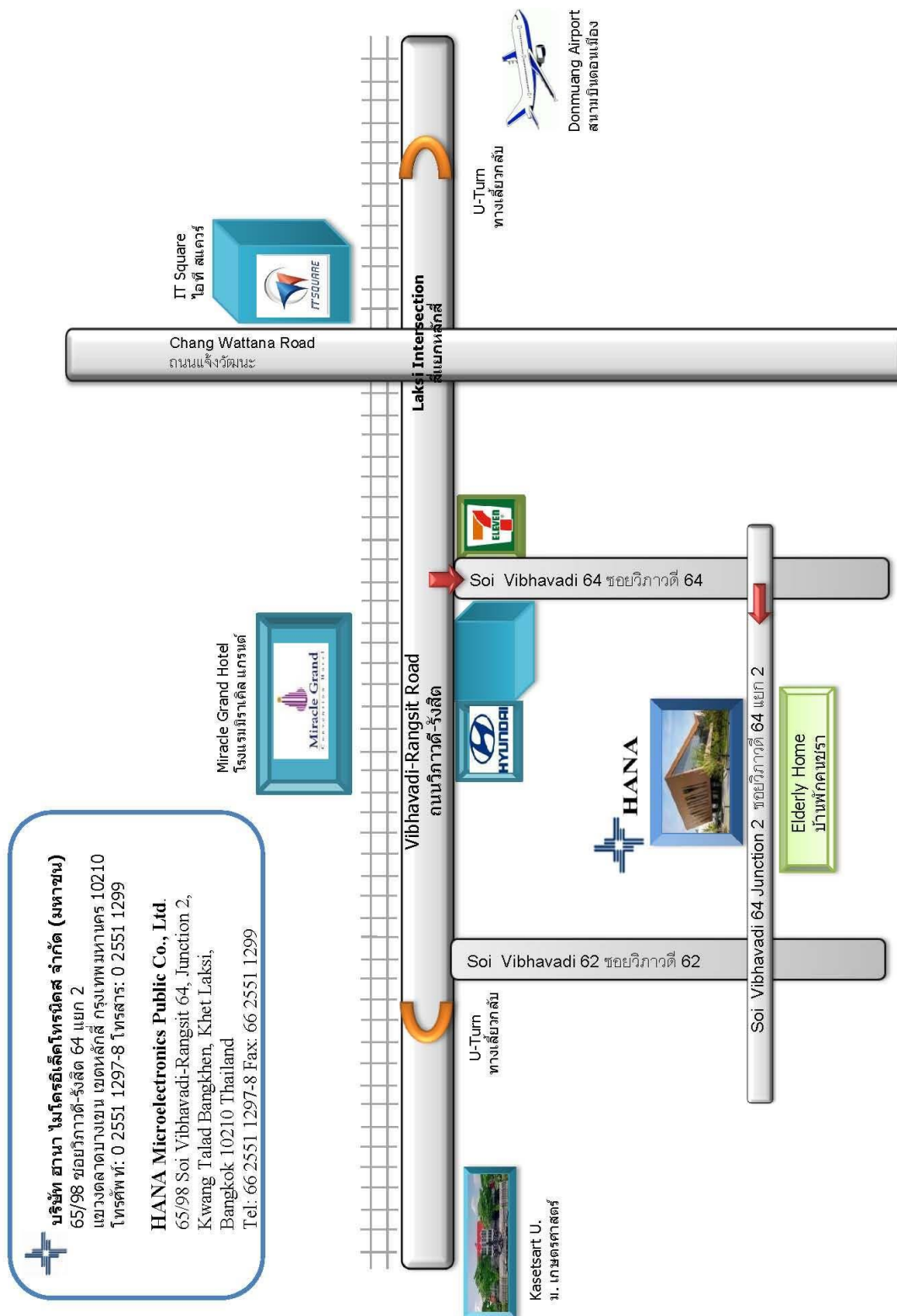
ชื่อกรรมการ \_\_\_\_\_

Director name

เห็นด้วย / Approve

ไม่เห็นด้วย / Disapprove

งดออกเสียง / Abstain





**HANA**

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