



Hana Microelectronics Public Co., Ltd.

65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210
Tel: 66 2551 1297-8 Fax: 66 2551 1299

27 February 2023

Subject: Board resolutions on dividend payment, the decrease and increase registered capital for offering to Private Placement in General Mandate, and Schedules of 2023 AGM and meeting agendas

**To: Director and Manager
The Stock Exchange of Thailand**

Attachment: Capital Increase Form (F53-4)

Hana Microelectronics Public Co., Ltd. (the “Company”) convened the Board of Director’s Meeting No. 1/2023 on 27 February 2023 at its registered office No. 65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok and hereby are the resolutions of the Board of Directors;

1. Approved to propose to the 2023 Annual General Meeting of Shareholders “2023 AGM” to approve the audited financial statements for the fiscal year ended 31 December 2022 which have been reviewed by the Audit Committee
2. Approved to propose the 2023 AGM to approve the final dividend payment of Baht 0.50 per share to be paid to shareholders from the Record Date on 14 March 2023. The dividend payment will be made on 16 May 2023. 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 so the final dividend paid is Baht 0.50 per share net.

The 2023 AGM also to acknowledge the interim dividend payment on 14 December 2022 at the rate of Baht 0.50 per share, from the net profit of the first six-month period of 2022. The interim dividend of Baht 0.50 per share was paid from the net profit and retained earnings from BOI promoted businesses which had the tax exemption so the net interim dividend payment was Baht 0.50 per share.

Therefore, the total dividend payment for the financial year ended 31 December 2022 will be proposed at Baht 1.00 per share. The right to receive the final dividend depends on the resolution of the Annual General Meetings of Shareholders.

3. Approved to propose the 2023 AGM to re-appoint directors in place of those retired by rotation, which have been reviewed by the Nomination Committee. In 2023, three directors shall be retired by rotation as follows.

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| 1. Mr. John Thompson | Independent Director (Chairman of the Board) |
| 2. Mrs. Sunun Thongbai | Independent Director |
| 3. Mr. Stephanus Josephus Hendrikus Brader | Independent Director |

4. Approved to propose the 2023 AGM to approve the Board remuneration for the year 2023, total no more than Baht 5,000,000 with detail below.

Position	Meeting Allowance	Bonus	Maximum
Chairman of the Board	94,750 Baht	Minimum half time of meeting allowance or depending on the company performance	Not exceeding Baht 5,000,000
Independent Directors	56,650 Baht	Minimum half time of meeting allowance or depending on the company performance	
Executive Directors*	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.

5. Approved to propose the 2023 AGM to approve the appointment of the Company's auditors for the year 2023 and to fix their remuneration, which have been reviewed by the Audit Committee, 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. The Board upon the consideration by the Audit Committee proposed the 2023 AGM to approve the audit fees for the year 2023 in the amount not exceeding Baht 2,450,000.

6. Approved to propose the 2023 AGM to approve the plan for the increase of the Company's registered capital under a general mandate in the amount of not exceeding Baht 80,487,886 (or representing approximately 10 percent of the Company's paid-up capital) by issuing not exceeding 80,487,886 new ordinary shares with a par value of Baht 1.00 per share for offering to Private Placement under general mandate with the details provided in the Capital Increase Report Form of Attachment 1.
7. Approved to propose the 2023 AGM to approve the decrease of the Company's registered capital by Baht 169,525,040 from the existing registered capital of Baht 974,403,900 to Baht 804,878,860 by cancelling Baht 169,525,040 reserved for ESOP warrants which had been allotted to employees but unexercised and expired, and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the registered capital as follows.

Clause 4 Registered capital: Baht 804,878,860
 Divided into ordinary share: 804,878,860 shares per par value of Baht 1.00
 Preferred share: None

8. Approved to propose the 2023 AGM to approve the increase of the Company's registered capital from Baht 804,878,860 to Baht 885,366,746 by issuing 80,487,886 ordinary shares with a par value of Baht 1.00 per share to support the issuance and allocation of newly issued ordinary shares with a general mandate in the amount of not exceeding 80,487,886 shares, and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as follows.

<u>Clause 4</u> Registered capital:	Baht 885,366,746
Divided into ordinary share:	885,366,746 shares per par value of Baht 1.00
Preferred share:	None

9. Approved to propose the 2023 AGM to approve the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 80,487,886 shares (representing approximately 10 percent of the Company's paid-up capital) with a par value of Baht 1.00 per share to Private Placement under general and approve the delegation of power to the Board of Directors and/or the Executive Committee to undertake actions in relation to the allocation of the newly issued ordinary shares of the Company, including, but not limited to, (a) allocating the newly issued ordinary shares by a single offering or multiple offerings, (b) determining the offering period, investors, as well as other terms and conditions and any other details in relation to such allocation of the newly issued ordinary shares, (c) negotiating, agreeing, and signing any agreements and/or documents that are necessary for or relevant to such allocation of the newly issued ordinary shares, including any amendments thereof, as well as appointing financial advisors, legal advisors, underwriters, and/or other service providers (if necessary), (d) signing applications, waiver requests, and any other documents that are necessary for or relevant to such allocation of the newly issued ordinary shares, including contacting and filing such applications, waiver requests, and documents with the relevant government authorities or agencies (whether in Thailand or overseas), as well as listing such newly issued ordinary shares as registered securities on the Stock Exchange of Thailand, and (e) undertaking any other actions that are necessary for or relevant to such allocation of the newly issued ordinary shares as appropriate.

If a private placement is to be offered, the Company will allocate the newly issued ordinary shares of the Company to institutional investors and/or up to 50 other investors within the 12-month period, where such investors must not be connected persons of the Company. The offering price of the newly issued ordinary shares of the Company pursuant to the plan for the increase of the Company's registered capital to Private Placement under a general mandate must be the best price in accordance with the market condition at the time of offering to the investors with a possible discount of not exceeding 10 percent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (and as amended) dated 28 October 2015, calculated based on the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not exceeding 15 consecutive business days, prior to the date of determination of the offering price by the Company's Board of Directors and/or the Executive Committee for each allocation of the newly issued ordinary shares.

10. Approved to convene the 2023 Annual General Meeting of Shareholders on 28 April 2023 at 14:00 hrs. at the Company's Headquarter, 65/98 Soi Vibhavadi-Rangsit 64, Junction 2, Kwang Talad Bangkokhen, Khet Lakxi, Bangkok, Thailand. The agenda items of the 2023 Annual General Meeting of Shareholders are as follows:

Agenda 1: To approve the Minutes of the 2022 Annual General Meeting of Shareholders that was held on 29 April 2022

Agenda 2: To acknowledge the Company's operation results for the year 2022

Agenda 3: To approve the financial statements for the fiscal year ended 31 December 2022

Agenda 4: To approve the dividend payment for the year 2022

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

Agenda 6: To approve the directors' remuneration for the year 2023

Agenda 7: To approve the appointment of the Company's auditors and to fix their remuneration for the year 2023

Agenda 8: To approve the plan for the increase of the Company's registered capital under a general mandate

Agenda 9: To approve the decrease of the registered capital by Baht 169,525,040 from the existing registered capital of Baht 974,403,900 to Baht 804,878,860 and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital

Agenda 10: To approve the increase of the registered capital by Baht 80,487,886 from Baht 804,878,860 to Baht 885,366,746 to support the issuance and allocation of newly issued ordinary shares under general mandate and to amend Clause 4 of the Memorandum of Association of the Company to be in accordance with the increase of the registered share capital

Agenda 11: To approve the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 80,487,886 shares with a par value of Baht 1.00 per share to Private Placement under general mandate

Agenda 12: To consider any other business (if any)

The record date of the list of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders and receive the annual dividend payment will be on 14 March 2023. The Board of Directors has authorized the executive management to change the meeting date, time, place and mode/method as deemed necessary.

Please be informed accordingly
Sincerely yours,

(Mr. Richard David Han / Mr. Terrence Philip Weir)
Hana Microelectronics Public Company Limited

ATTACHMENT 1

(F53-4)

CAPITAL INCREASE REPORT FORM

[27 February 2023]

We, Hana Microelectronics Public Company Limited (the “Company”), hereby report the resolutions of the Board of Directors’ Meeting No. 1/2023 held on 27 February 2023 from 11:00 - 12:00 hrs. in respect of the capital increase and allocation of shares as follows:

1. Capital Decrease and Capital Increase

1.1 Capital Decrease

The Company will increase its registered capital as the plan for the increase of the Company’s registered capital under a general mandate. At the present, the registered capital of the Company is Baht 974,403,900, paid-up capital of Baht 804,878,860 with the unpaid capital of Baht 169,525,040. According to the Section 136 of the Public Limited Companies Act B.E. 2535 (1992) provides that a public limited company may increase its registered capital by issuing new shares when all shares have been sold and fully paid-up, except for shares issued to accommodate the exercise of convertible debentures or warrants to purchase ordinary shares.

The Board of Directors resolved to approve the decrease of the Company’s registered capital of Baht 169,525,040 from the existing registered capital of Baht 974,403,900 to Baht 804,878,860 by canceling the unissued ordinary shares of the Company 169,525,040 shares with par value of Baht 1.00 per share.

1.2 Capital Increase

The Board of Directors’ Meeting resolved to approve the increase of the Company’s registered capital by Baht 80,487,886 from Baht 804,878,860 to Baht 885,366,746 by issuing 80,487,886 new ordinary shares with a par value of Baht 1 per share. The details of the capital increase are as follows:

Type of Capital Increase	Type of Shares	Number of Shares	Par Value (Baht per Share)	Total (Baht)
General Mandate	Ordinary Share	No exceeding 80,487,886 shares	1.00	80,487,886

2. Allocation of Newly Issued Shares

The Board of Directors’ Meeting resolved to approve the allocation of the Company’s newly issued ordinary shares in the amount of not exceeding 80,487,886 shares with a par value of Baht 1.00 per share totalling in the amount of not exceeding Baht 80,487,886 to accommodate the offering pursuant to the plan for the increase of the Company’s registered capital under a general mandate in the amount of not exceeding 80,487,886 shares with a par value of Baht 1.00 per share.

Allocation	Type of Shares	Number of Shares	Percentage of Paid-up Capital	Remark
Private Placement	Ordinary Share	No exceeding 80,487,886 shares	Approximately 10 percent	Pease see Remark

Remarks:

The Board of Directors' Meeting approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 80,487,886 shares with a par value of Baht 1.00 per share to via Private Placement under general mandate, which is equivalent to the increase of the Company's registered capital of not exceeding Baht 80,487,886.00 or representing approximately 10.00 percent of the Company's paid-up capital pursuant to the plan for the increase of the Company's registered capital under a general mandate and the delegation of power to the Company's Board of Directors and/or the Executive Committee to undertake actions in relation to the allocation of the newly issued ordinary shares of the Company, including, but not limited to, (a) allocating the newly issued ordinary shares by a single offering or multiple offerings, (b) determining the offering period, offering price, list of investors, as well as other terms and conditions and any other details in relation to such allocation of the newly issued ordinary shares, (c) negotiating, agreeing, and signing any agreements and/or documents that are necessary for or relevant to such allocation of the newly issued ordinary shares, including any amendments thereof, as well as appointing financial advisors, legal advisors, underwriters, and/or other service providers (if necessary), (d) signing applications, waiver requests, and any other documents that are necessary for or relevant to such allocation of the newly issued ordinary shares, including contacting and filing such applications, waiver requests, and documents with the relevant government authorities or agencies (whether in Thailand or overseas), as well as listing such newly issued ordinary shares as registered securities on the Stock Exchange of Thailand, and (e) undertaking any other actions that are necessary for or relevant to such allocation of the newly issued ordinary shares as appropriate.

If a private placement is to be offered, the Company will allocate the newly issued ordinary shares of the Company to institutional investors and/or up to 50 other investors within the 12-month period, where such investors must not be connected persons of the Company. The offering price of the newly issued ordinary shares of the Company pursuant to the plan for the increase of the Company's registered capital under a general mandate must be the best price in accordance with the market condition at the time of offering to the investors with a possible discount of not exceeding 10 percent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (and as amended) dated October 28, 2015, calculated based on the weighted average price of the Company's shares traded on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not exceeding 15 consecutive business days, prior to the date of determination of the offering price by the Company's

Board of Directors and/or the Executive Committee for each allocation of the newly issued ordinary shares.

3. Schedule of the Annual General Meeting of Shareholders to approve the capital increase and the allocation of newly issued shares

The 2023 Annual General Meeting of Shareholders has been scheduled to be held on 28 April 2023 at 14:00 hrs. and located at the Company's headquarter, 65/98 Soi Vibhavadi-Rangsit 64 Junction 2, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210, Thailand. The Company has set the date for determining the names of shareholders who shall be entitled to attend the 2023 Annual General Meeting of Shareholders on 14 March 2023.

4. Application for approval of the capital increase/allocation of newly issued shares by relevant government agencies and approval conditions

4.1 The Company shall register the increase of the registered capital and the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce, within 14 days after the date on which the 2023 Annual General Meeting of shareholders has approved the increase of the registered capital and the Company shall register the amendment of the paid-up capital with the Department of Business Development, the Ministry of Commerce, within 14 days after the date on which the newly issued ordinary shares are allocated; and

4.2 The Company shall apply for approval from the Stock Exchange of Thailand to register the newly issued ordinary shares of the Company allocated to accommodate the offering pursuant to the plan for the increase of the Company's registered capital under a general mandate as listed securities on the Stock Exchange of Thailand

5. Objectives of the capital increase and plans for utilizing the proceeds received from the capital increase

The Company wishes to issue the newly issued ordinary shares in the amount of not exceeding 80,487,886 shares with a par value of Baht 1 per share since the Company has an investment plan to expand the Group's businesses continuously in the future. Therefore, the increase of the Company's registered capital under a general mandate will provide the Company a source of funds to accommodate its future investment plan in a timely manner. The Company has a plan to utilize the funds for investing in various projects to expand its business, as well as utilizing as working capital for the future business operation of the Company and its subsidiaries. The Company will consider investments that are appropriate and beneficial to the Company's businesses, as well as providing satisfactory returns and creating long-term value for the Company and the shareholders. Nevertheless, the sum of funds to be utilized in such investments is still uncertain and subject to the opportunity and worthiness of such investments at a

particular time, and which, after comparison with debt financing, will not reduce the earnings per share ratio.

6. Benefits that the company will receive from the capital increase/allocation of newly issued shares

The increase of the Company's registered capital under a general mandate will provide the Company with flexibility to utilize a source of funds which will help the Company to be ready to proceed with its investment plan in the future in a timely manner and in the case the general mandate is exercised, it will enhance the Company's liquidity and financial strength and keep the Company's debt-to-equity ratio at a low level.

7. Benefits that the shareholders will receive from the capital increase/allocation of newly issued shares

7.1 Dividend payment policy

The Company has a policy of paying dividend at the rate of no less than 30 percent of the net income after tax in accordance with the Company's financial statements (on a standalone basis). The Company shall pay dividend in the following fiscal year by taking into consideration the cash flow from the operation of the business. The annual dividend payment announcement must be approved at the Annual General Meeting of Shareholders. As for the interim dividend payment, the Company's Board of Directors may deem it appropriate to pay an interim dividend if the Company has sufficient profits and working capital for business operation after the interim dividend payment. The Board of Directors has the responsibility to inform the shareholders of such payment in the subsequent shareholders' meeting.

The Board of Directors shall take the following factors into account when considering dividend payment to the shareholders, namely, the Company's performance, liquidity, current cash flow and financial status, regulations and conditions regarding dividend payment as set forth in the loan agreements, bonds, contracts imposing the Company's liabilities, including agreements or contracts that the Company is obliged to comply with; future business plan and capital investment requirement; and other factors as the Board of Directors deems appropriate.

The Board of Directors shall take the following factors into account when considering dividend payment to the shareholders, namely, the Company's performance, liquidity, current cash flow and financial status, regulations and conditions regarding dividend payment as set forth in the loan agreements, bonds, contracts imposing the Company's liabilities, including agreements or contracts that the Company is obliged to comply with; future business plan and capital investment requirement; and other factors as the Board of Directors deems appropriate.

7.2 Rights to receive dividends from the Company's business operation

Subscribers of the newly issued ordinary shares will be entitled to receive dividends from the Company's business operation after the allocation of the Company's newly issued ordinary shares and being registered as the shareholders of the Company.

8. Other details necessary for shareholders' consideration to approve the capital increase/ allocation of newly issued shares

In the event that all of the newly issued ordinary shares are issued and offered to Private Placement under a general mandate in full, it may have an impact on the existing shareholders as follows.

8.1 Expected impact on control dilution: Existing shareholders of the Company will be impacted from control dilution after the issuance and offering of the newly issued ordinary shares to Private Placement under a general mandate. Details are as follows:

- Number of offered shares: 80,487,886 shares with a par value of Baht 1 per share
- Total number of paid-up shares of the Company: 804,878,860 shares with a par value of Baht 1 per share
- Maximum impact on control dilution can be calculated as per the following formula:

$$\text{Control dilution} = \frac{\text{Number of offered shares}}{\text{Number of paid-up shares} + \text{Number of offered shares}} = 10 \text{ percent}$$

- Price Dilution

The effect of the price dilution will depend on the offering price of the newly issued ordinary shares to the Private Placement under general mandate, which the Board of Directors will consider and approve later. The effect of the share price dilution cannot be calculated since the offering price of the newly issued ordinary shares to Private Placement is still uncertain.

9. Schedule of actions in the event that the Board of Directors resolves to approve the capital increase/ allocation of newly issued shares

No.	Procedure	Date / Month / Year
1	Board of Directors' Meeting No. 1/2023	27 February 2023
2	Date for determining the names of shareholders who shall be entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date)	14 March 2023
3	2023 Annual General Meeting of Shareholders	28 April 2023
4	Registration of capital increase and amendment of Memorandum of Association with the Ministry of Commerce	Within 14 days from the date on which the shareholders' meeting passing the resolution

5	Registration of the amendment of the paid-up capital with the Ministry of Commerce	Within 14 days from the date of allocation of the newly issued ordinary shares
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The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Please be informed accordingly
Sincerely yours,

(Mr. Richard David Han / Mr. Terrence Philip Weir)
Hana Microelectronics Public Company Limited