



HANA Microelectronics Public Co., Ltd.

**Procedures for Nomination of Board Members by Minority
Shareholders**

**By Nomination Committee
Revision: 24 February 2016**

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I. POLICY OVERVIEW

Hana ensures the equitable treatment of all shareholders, especially minority shareholders (hold share less than 5%) that should be treated fairly and equally with respect to their ownership rights. One of our mechanisms is to allow minority shareholders to propose candidates for election to the board. The procedures set forth hereby are in addition to any rights that shareholders may have under the Articles of Association of the company or under any applicable laws or regulations according to the nomination of the board members.

II. OBJECTIVES

The objective of this policy is to enhance the long-term value of Hana and shareholders by:

- Developing a channel for shareholders to propose candidates for the board members
- Having more resources for Nomination Committee to consider
- Complying with the corporate governance principles

III. PROCEDURES:

Written Notice by Minority Shareholders

If minority shareholders would like to propose a candidate for the election to the board, they should send a written notice telling the candidate detail and information required below. The notice and supporting information should be sent to following contacted person:

Jirapa Kongmanee
Corporate Affairs Department
Hana Microelectronics Public Co., Ltd.
65/98, Soi Vibhavadi-Rangsit 64, Junction 2,
Kwang Talad Bangkhen, Khet Laksi
Bangkok 10210, Thailand
E-mail: jirapak@hanabk.th.com
Tel: 66-2-5511297 ext. 117
Fax: 66-2-5511299

Details of Notice

The written notice should include at least the following details.

1. The name of the nominating shareholder, contacted address, and phone number
2. The number of shares currently held and how long has those shares been held, and a statement that the nominating shareholder will continue to hold those shares at least through the Company's next Annual General Meeting of Shareholders
3. The candidate's name, contacted address, and phone number

4. The profile of candidate and a list of other boards of directors of public companies (if any) on which the candidate currently serves or on which he or she served in the last five (5) years, and any other qualification that the nominating shareholder believes that the candidate would bring to the company
5. The direct or indirect relationship between the nominating shareholder and the candidate

If a shareholder proposes a candidate without submitting all of the above required items, the Nomination Committee may, in its discretion, reject the proposed candidate. In addition, the Committee reserves the right to limit each shareholder to one proposed candidate.

Candidate Consideration Process

The Nomination Committee shall review and evaluate each candidate on the basis of experiences, background, and the value of contributions to be added to the board. However, other factors may be considered by the Committee decision. Once the expiration of a director's term on the board, the current director will be given preference for nomination when the director is willing to continue serving. The Committee shall consider that the director has made and is likely to continue to make a significant contribution to the board and the company.

The Committee may call candidates for interview if meeting its criteria. The nominated person should then agree in advance to act as a director of the company if elected that he/she should have no conflict of interest with the company or its business partners.

The Committee's decision not to nominate a candidate for election to the board will not be informed to the public and the board also has no obligation to inform the shareholders who proposes the candidates for election.

Timing of Proposals:

Any shareholder who would like to propose a candidate should send the notification letter to the company time during October – December each year.
