



HANA Microelectronics Public Co., Ltd.

**Policy and Procedure to Report on Interest of Directors, Executives and
Related Persons**

By The Board of Directors
13 August 2009

Policy and Procedure to Report on Interest of Directors, Executives and Related Persons

I. POLICY OVERVIEW

According to Securities and Exchange Act B.E. 2535 (1992) as amended by the Securities and Exchange Act B.E. 2551 (2008), a director and an executive shall file with the company a report on his interest or a related person's interest in relation to management of the company or the subsidiary for the company's use in complying with the rules on connected transactions which may cause conflicts of interest and lead to siphoning of assets of the company and the subsidiary.

II. OBJECTIVES

Effective 1 July 2009, the Board of Directors hereby establish the policy and procedure for directors and executives to report on interest to ensure that they are abided by their fiduciary duties in the way that they must not have interest, whether directly or indirectly, in the matter under their decision.

III. DEFINITIONS

According to the Notice of The Capital Market Supervisory Board Tor Jor 23/2551, "Executive" means manager or person who take position as executive officer, the first four executives are counted, including all individuals equivalent to the fourth position and the meaning is covering to person who take position as executive officer in the field of Accounting or Financial in the position level of section manager or equivalent.

IV. PROCEDURES AND GUIDLINES

1. The Report of Conflict of Interest of Directors and Executives as appendix is applied from the Thai Listed Company Association, which will be used for internal purpose only.
2. Directors and executives of the Company shall report his interest or a related person's interest in relation to management of the company or the subsidiary both directly or indirectly. The report is required when the policy becomes enforcement and the first time of assuming a position as a director/executive.
3. Directors and executives shall submit the conflict of interest report when there is any information changing.
4. A company secretary shall submit a copy of report on interest to the Chairman of the Board of Directors and the Chairman of Audit Committee within seven business days after receipt the report.

HANA MICROELECTRONICS PUBLIC COMPANY LIMITED

Part 1 General information of reporter

Report Date	
Name/ Surname	
Original Name/Surname (if any)	
Current Position	
Certified Signature and date (By reporter)	
Certified Signature and date (By Corporate Secretary)	
Remark	<input type="checkbox"/> First time report <input type="checkbox"/> Changing information report

Appendix: The Report of Conflict of Interest of Directors and Executives

Part 1 General Information of related person

1.1 Normal person which related to reporter¹

Related person	Name - Surname	Birthday
	I.D. Card No. / Passport No. (For foreigner)	Age
(1) Spouse		
(2) Minor children _____ person (s)	1.	
	2.	
(3) Minor adopt children _____ person (s)	1.	
	2.	

¹ Ordinary person who is related to reporter which is referred in this report means ordinary person related to reporter as definite in (2) in the definition of Related person” in Section 89/1 of SET Act such as spouse, minor children aged under 18 years, and minor adopt children.

Appendix: The Report of Conflict of Interest of Directors and Executives

1.2 Juristic person which is related to reporter²

Juristic person name ³	Address	Type of business ⁴

Part 2 Information of taking position as director or executive⁵ in other juristic person⁶ of reporter and ordinary person which is related to reporter

² Juristic person which is related to reporter which is referred in this report means ordinary person related to reporter as definite in (2) in the definition of “Related person” in Section 89/1 of SET Act means juristic person which reporter’s spouse, minor children/ minor adopt children have power to control (“have power to control” means being some manner such as (1) Holding shares more than 50% of total voting shares or (2) Having power to control major voting in shareholders’ meeting or (3) Having power to control for appointment or demoting director from half to all of the board of directors) The board of directors consider defining to report only information of juristic person that have or may have related transaction with the company and subsidiaries.

³ Specify the type of business or company registration such as (A) Limited Partnership (B) Company Limited (C) Public Company Limited (D) Listed Company in SET etc.

⁴ Type of Business such as Agro & Food Industry, Grocery Products , Financial Business, Goods Industry, Property & Construction, Natural Resources, Service, Technology etc.

⁵ Executive means director, manager or person who take position as executive officer, the first four executives are counted, including all individuals equivalent to the fourth position and the meaning is covering to person who take position as executive officer in the field of Accounting or Financial in the position level of section manager or equivalent.

⁶ The board of directors consider defining to report only information of juristic person that have or may have related transaction with the company and subsidiaries.

Appendix: The Report of Conflict of Interest of Directors and Executives

2.1 Reporter

Juristic Person Name ⁷	Address	Type of business ⁸	Position
			Appointment to position date ⁹
1.			
2.			

2.2 Ordinary person who related to reporter

Related Person Name	Juristic Person Name ⁷	Address	Type of business ⁸	Position
				Appointment to position date ⁹
	1.			
	2.			

⁷ Specify the type of business or company registration such as (A) Limited Partnership (B) Company Limited (C) Public Company Limited (D) Listed Company in SET etc.

⁸ Type of Business such as Agro & Food Industry, Grocery Products , Financial Business, Goods Industry, Property & Construction, Natural Resources, Service, Technology etc.

⁹ If cannot specify the definite date of taking position, specify number of years on position or the year that taking position approximately.

Appendix: The Report of Conflict of Interest of Directors and Executives

Part 3 Information of holding shares in other juristic person¹⁰ (Including count holding shares of related person¹¹) more than 10 percent¹² of total voting shares → *Details as specify in worksheet*

Juristic Person Name ¹³	Address	Type of business ¹⁴	% of shares holding (put from worksheet)

¹⁰ The board of directors consider defining to report only information of juristic person that have or may have related transaction with the company and subsidiaries.

¹¹ Related person means person as specify in Section 258 (1) - (7) of SET Act before additional rectified.

¹² Ratio of share holding as define in the sample report sheet is limited only holding shares more than 10% as the ratio is in the scope of major shareholder of that juristic person.

¹³ Specify the type of business or company registration such as (A) Limited Partnership (B) Company Limited (C) Public Company Limited (D) Listed Company in SET etc.

¹⁴ Type of Business such as Agro & Food Industry, Grocery Products , Financial Business, Goods Industry, Property & Construction, Natural Resources, Service, Technology etc.

Appendix: The Report of Conflict of Interest of Directors and Executives

Worksheet for calculation of holding shares in each of other juristic person (Attachment documents of part 3)

Juristic person name.....

Shareholders	% of shares holding
(1) Reporter	
(2) Spouse	
(3) Minor children/ Minor adopt children	
(4) Limited Partnership that reporter including spouse or minor children having are Partnership	
(5) Limited Partnership that reporter including spouse or minor children having are shareholders as unlimited partnership or limited partnership having total counting shares more than 30%	
(6) Company limited or Public company limited that reporter including spouse or minor children or Limited Partnership as (4) or (5) having total counting holding shares more than 30%	
(7) Company limited or Public company limited that reporter including spouse or minor children or Limited Partnership as (5) or (6) having total counting holding shares more than 30%	
(8) Juristic person that reporter has authorize to manage as behalf of juristic person	
Total ratio of shareholding in each juristic person of reporter and related persons (%)	

Move to part 3