



**HANA**

**Microelectronics Public Company Limited**

**บริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)**

## **Notice of 2013 Annual General Meeting of Shareholders**

**Hana Microelectronics Public Company Limited**

**On Tuesday, 30 April 2013 at 14.00 hrs.**

**At Venus Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel  
99 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok**

For registration convenience  
Shareholders and/or Proxies  
who attend the AGM

Please bring the Registration Form,  
the Proxy Form (in case of proxy),  
and identification evidence

Registration starts at 13:00 hrs.

## Content

Notice of the Annual General Meeting of Shareholders No. 20/2013	1
Minutes of the Annual General Meeting of Shareholders No. 19/2012	5
Profile of Directors Retired by Rotation	12
Brief Profile of External Auditors	14
Registration procedures for attending the Annual General Meeting	15
Questions relating to agenda items of Annual General Meeting	19
Request the hard copy of 2012 Annual Report	20
Proxy Form B	21
Map	28



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

10/4 Moo 3, Vibhavadi-Rangsit Road, Kwang Talad Bangkokhen, Khet Laksi, Bangkok 10210  
Tel: 66 (0) 2-5511297 Fax: 66 (0) 2-5511299

March 29, 2013

**Subject: Notice of the Annual General Meeting of Shareholders No. 20/2013**  
**To: Shareholders of Hana Microelectronics Public Company Limited**

**Enclosures:**

- 1) Minutes of the Annual General Meeting of Shareholders No. 19/2012
- 2) Brief profile of directors retired by rotation
- 3) Brief profile of external auditors
- 4) Procedure to attend the meeting and Articles of Association concerning to the shareholders' meeting
- 5) Sending questions relating to the meeting agenda items
- 6) Request form for hard copy of 2012 Annual Report
- 7) Proxy form B.
- 8) Map of the Meeting location
- 9) Registration form (Shareholders are required to bring in this form when attending the meeting.)
- 10) CD-ROM of 2012 Annual Report

Notice is hereby given that the twentieth Annual General Meeting of Hana Microelectronics Public Co., Ltd. will be held at Venus Room, 3<sup>rd</sup> floor of Miracle Grand Convention Hotel, 99 Vibhavadi-Rangsit Road, Laksi, Don Muang, Bangkok Metropolis on Tuesday April 30, 2013 at 14:00 hrs.

**Agenda of the Meeting**

**Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders No. 19/2012 that was held on April 30, 2012**

**Facts and Reasons:** The Minutes of the Annual General Meeting of Shareholders No. 19/2012 that was held on April 30, 2012 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. 19/2012 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders No. 19/2012 should be approved.

**Agenda 2: To acknowledge the Company's operation results for the year 2012**

**Facts and Reasons:** The Company performance during 2012 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 2012 as proposed.

### Agenda 3: To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2012

**Facts and Reasons:** In compliance with the Public Companies Act, the Company must prepare the balance sheet and profit and loss statements at the end of fiscal year and ensure that they are audited by the auditor before presenting them to shareholders' approval. Details are in the Annual Report under section of Financial Statements, which is incorporated to this notice.

**Board's opinion:** The Board recommends to shareholders that the audited balance sheet and profit and loss statements for the financial period year ended December 31, 2012 and the auditor's report, all of which have been reviewed by the Audit Committee, be approved as proposed.

### Agenda 4: To approve the dividend payment for the year 2012

**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 with the dividend policy and performance in 2012, the Board recommends to pay the final dividend for the financial year ended 31 December 2012 at Baht 1.00 per share which sets the Record Date on Wednesday 13 March 2013 and the closing date of the share registration book on Thursday 14 March 2013 for the shareholders list as specified in section 225 of the Securities and Exchange Act. The dividend payment will be made on 15 May 2013. The dividend of Baht 0.5 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 7 December 2012, the Company paid an interim dividend from the retained earnings and net profit of the first nine month period of 2012 at the rate of Baht 0.50 per share net. Therefore, the total dividend payment for the financial year ended 31 December 2012 will be Baht 1.50 per share gross or Baht 1.45 per share net.

The comparison of dividend payment with last year is as follows.

Details of Dividend Payment	The fiscal year ended December 31, 2011	The fiscal year ended December 31, 2012 (Proposed)
1. Net Profit (based on consolidated financial statements) (Baht)	1,618,068,746	1,660,525,646
2. Number of shares (share)	804,878,860	804,878,860
3. Earning per share (Baht/share)	2.01	2.06
4. Total dividend (Baht/share)	1.00	1.50
• Interim Dividend	-	0.50
• Final Dividend	1.00	1.00
5. Total Dividend paid (Baht)	804,878,860	1,207,318,290
6. Percentage of total dividend payment against the net profit	49.74%	72.71%

**Board's opinion:** Given due consideration to the company's profit, cash flow and balance sheet position, the Board recommends to shareholders to approve the final dividend payment for the financial year ended December 31, 2012 to be Baht 1.00 per share. The total 2012 dividend will be Baht 1.50 per share which is composed of interim

dividend Baht 0.50 per share paid on 7 December 2012 and the final dividend Baht 1.00 per share to be paid on 15 May 2013. For the final dividend Baht 1.00, the Board had determined the record date on 13 March 2013 and the closing date of the share registration book on 14 March 2013 for the shareholders list as specified in section 225 of the Securities and Exchange Act and the payment date on 15 May 2013. However, the entitlement to receive final dividend is uncertain because it has not yet been approved by shareholders.

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

**Facts and Reasons:** According to the Company's Articles of Association, one-third of directors, who have served the longest term, must retire by rotation at Annual General Meeting. Those directors are Mr. Winson Moong Chu Hui and Mr. Terrence Philip Weir who shall be retired by rotation at this year Annual General Meeting. The Nomination Committee has considered their performance and proposed to re-elect each director as detailed per attachment No. 2 to serve as the board members for another term.

**Board's opinion:** As the Company invited shareholders to propose candidates to be elected as a director, and no proposals were raised by shareholders. Therefore, the Board upon the recommendation of the Nomination Committee, considered those two directors for the re-election. Being entirely satisfied with their performance, effectiveness and commitment to the roles as proposed by the Nomination Committee, the Board recommends shareholders to re-appoint those two directors for another term.

#### **Agenda 6: To approve the directors' remuneration for 2013**

**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.

**Board's Remuneration:** The Board recommends shareholders to approve the remuneration of directors which is the same total amount as 2012. The proposed remuneration package is as follows.

Position	Meeting Allowance (Baht)	Bonus	Maximum
Chairman of the Board and sub-committee	89,250 Baht	Minimum one month depending on the company performance	Not exceeding Baht 10,000,000
Independent Directors	52,500 Baht	Minimum one month depending on the company performance	
Executive Directors*	-	-	

\* There is no remuneration for executive directors as they receive the remuneration as the Company's management/employees, not as the board of directors

#### **Agenda 7: To approve the appointment of the Company's auditor for the year 2013 and to fix their remuneration**

**Facts and Reasons:** In compliance with the Public Companies Act, shareholders shall approve the appointment of auditors and determine the audit fee for each fiscal year.

**Board's opinion:** The Audit Committee has considered and proposed the appointment of the external auditors from Ernst & Young Office Limited as per detailed attachment No. 3 to be the auditors in 2013 and proposed the remuneration fees not exceeding Baht 2,060,000.

Upon the consideration of Audit Committee, the Board recommends to shareholders to approve the appointment of Mrs. Saifon Inkaew C.P.A. Registration No. 4434 and/or Ms. Siriwan Suratepin C.P.A. Registration No. 4604 and/or Mr. Wichart Lokatekrawee C.P.A. Registration No. 4451 of Ernst & Young Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the year 2013 for a total remuneration of Baht 2,060,000. In the event those auditors are unable to perform their duties, Ernst & Young 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.

Mrs. Saifon Inkaew is the replacement of Ms. Kamontip Lertwitworatetep who was the auditor of the Company for 5 years. Mrs. Saifon has experiences, skills, and qualification suitably to serve as the auditor of the Company while Ernst & Young has been providing the adequacy and quality of services and maintained a strong independent position throughout their services with the Company. The comparison of audit fee with last year is as follows.

Year	Audit Services Fee (Baht)	% Change	BOI audit fee (Baht)*	Other non-audit fee
2013	2,060,000	0%	360,000	-
2012	2,060,000		360,000 (actual)	

\* According to the number of existing BOI certificates each year

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

The Shareholder Register Book for the right to attend the Annual General Meeting of Shareholders shall be recorded on Wednesday 13 March 2013 and the closing date of the share registration book will be on Thursday 14 March 2013 for the shareholders list as specified in section 225 of the Securities and Exchange Act to be compiled.

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



(Mr. Bancha Tamprakorn)  
Chairman of the Board

(Mr. Richard David Han)  
Executive Vice Chairman

The Company Secretary:

Ms. Jirapa Kongmanee

Tel: 66 (0) 2-5511297 ext. 117

Fax: 66 (0) 2-5511299

E-mail: [jirapak@hanabk.th.com](mailto:jirapak@hanabk.th.com)


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

10/4 Moo 3, Vibhavadi-Rangsit Road, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210  
Tel: 66 (0) 2-5511297 Fax: 66 (0) 2-5511299

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 19/2012**

Held at Miracle Grand Convention Hotel  
99 Vibhavadi-Rangsit Road, Khet Laksi, Don Muang, Bangkok  
On April 30, 2012  
14.00 - 16.55 hrs.

**Directors Presented:**

- |                                  |   |
|----------------------------------|---|
| 1) Mr. Bancha Tamprakorn,        | 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 Nomination Committee                       |
| 3) Mr. Winson Moong Chu Hui,     | Executive Director, President and Chief Operating Officer   |
| 4) Mr. Terrence Philip Weir,     | Executive Director and Chief Financial Officer  |
| 5) Mr. Voraphoj Thepvanapasidhi, | Independent Director, Audit Committee, Chairman of Nomination Committee and Proxy of shareholders                   |
| 6) Mr. Martin Enno Horn,         | Independent Director, Audit Committee, Nomination Committee and Proxy of shareholders                               |

**External auditor presented:**

- |                        |   |
|------------------------|---|
| 7) Mrs. Saifon Inkaew, | Auditor from Ernst & Young Office Limited |
|------------------------|---|

**Translator:**

- |                          |  |
|--------------------------|--|
| 8) Mrs. Puntipa Tantana, | Corporate Manufacturing Administration and HR Director |
|--------------------------|--|

**Preliminary Proceedings:**

The Annual General Meeting was opened by Mr. Bancha Tamprakorn, the Chairman of the Board of Directors. Mr. Bancha introduced the board of directors and sub-committee who presented in the Meeting including the representative from the company's external auditor.

**Quorum Announcement:**

There were shareholders attending the meeting in person 73 shareholders holding 12,403,657 shares and 153 proxies holding 671,403,495 shares. Those total 226 shareholders holding 683,807,152 shares are equivalent to 84.96% 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 in each agenda, shareholders who wish to vote disagree or abstain are required to complete the voting cards being given. After each item of agenda, shareholders must hand over the voting cards for the disagreed and abstained votes to the Company's representative for counting the votes. Except for Agenda to appoint the director, the voting card will be collected from every shareholder. However, 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. The vote is also invalid if the proxy holder does not vote according to the voting intention made by shareholders using the Proxy form B.

**Vote counting system:**

- The objection or abstention shall be deducted from the agreed votes concerning each Agenda.
- The resolution of all proposed agendas shall be passed when receiving the majority vote of the eligible shareholders present at the meeting including proxies, which is to be more than 50% or more than 341,903,576 shares.
- In case of a tie vote, the Chairman shall be entitled to a casting vote.

After explaining the voting procedures, the Chairman called the meeting to order and announced that the meeting was held pursuant to the written notice of meeting given to shareholders in advance.

**Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders No. 18/2011 which was held on April 29, 2011**

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 18/2011, which was enclosed in the Notice of the Meeting distributed to shareholders in advance.

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

Approve	672,614,252 Votes;	98.3631 %
Disapprove	10,000 Votes;	0.0015 %
Abstain	11,182,900 Votes;	1.6354 %

**Resolution:** The Meeting approved the Minutes of the Annual General Meeting No. 18/2011 that was held on April 29, 2011.

**Agenda 2: To acknowledge the operation results of the Company in 2011**

The Chairman invited Mr. Richard Han to report the operation results of the Company during the year 2011. Mr. Richard presented to the Meeting as follows.

The year 2011 has been dominated by the Q4 flooding event which has given rise to significant exceptional losses affecting the group's performance for the year.

Q1 got off to a slow start with the weakness carried over from the end of 2010 due to the replenishment of the supply chain from the 2008/9 financial crisis running out of steam. However by the end of Q2 the demand had picked up which resulted in a marked improvement by the mid-year point.

Unfortunately, in Q3, once again confidence was dashed as the world started to fret about the European sovereign debt crisis brought about by Greece and our customers began to reduce their inventory for fear of getting caught in another credit crunch with the 2008/9 financial crisis still fresh in mind. This resulted in another slow down in what should have been (seasonally) our strongest quarter.

In Q4, the micro divisions performed well with increased demand for touch pads in particular. However, the flood impacted Ayutthaya plant causing a severe drop in operating and net profits.

In addition wages and salaries rose a significant 24% YoY due to currency and actual increase and this has had an impact on our operating margins. Our capital expenditure of approximately US\$31M during 2011 reflected the slowdown in demand for IC packaging.

Hana's financial "key performance indices" for 2011 over 2010 were:-

- Total revenues of THB 16,315M (Down 4%)                      US\$534.5M (Flat)
- Operating profits of THB 1,426M (Down 42%)                      US\$46.7M (Down 40%)
- EBITDA of THB 2,614M (Down 28%)                      US\$85.6M (Down 25%)
- Net Profit after Tax of THB 1,618M (Down 41%)                      US\$53.0M (Down 39%)
- Net cash at year end of THB 5,838M (Up 17%)                      US\$184.9M (Up 15%)
- A proposed gross dividend payout of THB 1.00 per share (Down 35%)

**Looking at the divisional performances:-**

The flood hit our IC operation in mid-October and completely shut down the factory until early January 2012. Property and equipment damaged is estimated at approximately USD 40M, this charge will be taken partly in Q4' 2011 and Q1/2012. Insurance negotiations are on-going and we carry both property and business interruption insurance for 18 months. Sales fell 12% in 2011.

Whilst our micro activities in Lamphun were also weak in the first half of the year, they finished strongly as they benefited from the flood crisis. One large customer from Ayutthaya transferred half their business and we gained market share from our competitors in the automotive and computer touch pad sectors. This is expected to continue in 2012. Sales increased 4% in 2011.

In Jiaxing, we made excellent progress in gaining market share in the touch pad and mobile interface sectors from our competitors and within the space of less than one year this new account grew to become the largest customer for micro Jiaxing. We have undertaken to expand an additional 4,000sq/m to cope with the increase in activities which will be completed by the middle of 2012. Sales grew 33% in 2011.

Looking ahead for 2012, we expect our IC operations to recover up to about 60% of last year's loading by the middle of the year and possibly up to 80% by the year end. Unfortunately we do expect that as a result of the floods we shall lose up to 20% of our business to our competitors and this will take perhaps more than one year to be regained from elsewhere.

Our micro business in Lamphun has started well and is expected to grow YoY over 2011. Automotive, touch pads, mobile interface and computer mouse devices will lead the growth in 2012. We continue to aggressively look for additional land in order to expand our operations in Lamphun.

Jiaxing is also expected to grow from the record year of 2011 with a number of new projects in the pipe line. With the additional facility coming on stream by the middle of the year we expect another record year for Jiaxing.

Cost pressures will continue to dominate with the Thai government's mandated minimum wage increase adding up to 25% to our wage bill. In China we expect about +15%. This will again add pressure to our margins.

We forecast a benign demand environment in the first half with a recovery in Q3 provided we don't get any major external shocks to the world financial systems. The US is looking more positive and China is expected to manage its inflation concerns, whilst Europe remains the 'wild card'.

After presented, Mr. Richard opened for questions. There were questions from shareholders as follows.

**Shareholder:** As the company estimated the property damage from flood approximately USD 40M, is this for replacement only and is it included Business Interruption of 18 months as well? What will be the insurance coverage and cost for next year?

**CFO:** The amount of USD 40M is for property damage both replacement and repair. BI is under the claim process and the amount would be realized after the claim is finalized. For the renewal period, the insurance will not cover flood and the premium is expected to be 400% higher.

**Shareholder :** According to the income statements, there was the loss from flood Baht 99M. In February 2012, the company received the interim payment Baht 300M. So, what is it and it is claimed for net book value or capital value?

**CFO :** In Q4, the property damage of equipment, inventory and others were recorded for Baht 399M as the loss from flood. Those assets that were claimed for replacement had the net book value of Baht 399M. After deducting the first interim compensation from the insurance of Baht 300M, we had the loss of Baht 99M. The cost of repair has not been booked yet. The repair is booked as expense when the cost is incurred.

**Shareholder :** If the insurance does not cover flood and 400% higher cost, will the company continue to buy the insurance?

**CFO :** Yes, we need to as to insure the property from other damages such as by fire.

**Shareholder :** What does the company plan for flood protection?

**CEO :** For the factory at Ayutthaya, we are building the inside flood wall 1.5 meter high and seal all the holes which will secure the heavy equipment up to 5.8 meter high from MSL (Mean Sea Level). The light equipment we can move to 2nd or 3rd floor if flood comes again. If the new dike built by IEAT is secure then the estate will be able to cope with a flood up to 5.4m above MSL.

**Shareholder :** As the high increase of minimum wage in Thailand, will Hana move its production to other countries? Can the company increase its product selling price to cope with the higher cost?

**CEO :** We cannot easily increase the price to customers due to high competition within industry. In term of wage issue, we cannot move to other low-wage countries quickly and easily due to limitation of infrastructure. Our focus is to combat high wage through increased automation and other investments to improve productivities.

**Shareholder:** Y2011, the sale revenue and profit were dropped. Why did the cash increase?

**CEO :** We got lower revenue and lower profit but we spent less cash so the cash level increased.

**Shareholder:** The company had Baht 36M loss on change in value of available-for-sale investments. Is it actual loss from capital or included exchange rate loss?

**CFO :** We invested USD 60M in corporate bonds with the return rate 4.5% yield. The price would go up and down. At year end, it is booked as loss as the market price went down.

**Shareholder:** The company should re-consider the investment in private bond as it is high risk and would impact to the profit for future dividend payment.

**CFO :** We invested in corporate bonds rated BBB up and spread out the investment in various regions/countries. We did not put the cash in one bond but into a diversified portfolio of bonds with acceptable risks to gain a higher yield than putting deposits in banks which is not without risk either.

As there was no further question, the Chairman announced that the Meeting acknowledged the operation results of the Company for the year 2011.

### **Agenda 3: To approve the balance sheet and profit and loss statements for the year ended December 31, 2011**

The Chairman proposed the meeting to approve the audited balance sheet and profit and loss statements for the financial period year ended December 31, 2011 and the auditor's report, all of which have been reviewed by the Audit Committee.

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

Approve	672,965,552 Votes;	98.4145 %
Disapprove	10,000 Votes;	0.0015 %
Abstain	10,831,600 Votes;	1.5840 %

**Resolution:** The Meeting approved the balance sheet and profit and loss statements for the year ended December 31, 2011.

#### Agenda 4: To approve the dividend payment for the year 2011

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.

Given due consideration to the company's profit, cash flow and balance sheet position and the impact of flooding in Ayutthaya factory, the Board recommended to shareholders to approve the annual dividend payment for the financial year ended December 31, 2011 to be Baht 1.00 per share which, in total, is approximately 49.74% of Year 2011 Net Profit after tax of Baht 1,618,068,746. The dividend payment will be made on Monday 14 May 2012. The dividend is paid from the net profit and retained earnings from BOI promoted businesses which has the tax exemption.

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

Approve	672,965,552 Votes;	98.4145 %
Disapprove	10,000 Votes;	0.0015 %
Abstain	10,831,600 Votes;	1.5840 %

**Resolution:** The Meeting approved the annual dividend payment of 2011 at the rate of Baht 1.00 per share to be paid on Monday 14 May 2012 where the dividend is paid from the net profit and retained earnings from BOI promoted businesses which has the tax exemption.

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

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

The Chairman further 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 2011 and there were no proposals given. Therefore, he proposed the Meeting to consider the directors whose tenure has ended. This year, directors whose tenure has ended are:

- 1) Mr. Richard David Han – be appointed as an executive director
- 2) Mr. Martin Enno Horn - 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. The brief profile of those directors had been distributed to shareholders for consideration. Then, he proposed the Meeting to re-appoint by individual director as follows:

**5.1 Appoint Mr. Richard David Han as an executive director for another term**

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

Approve	683,807,152 Votes;	97.8485 %
Disapprove	2,832,966 Votes;	0.4143 %
Abstain	11,879,000 Votes;	1.7372 %

**5.2 Appoint Mr. Martin Enno Horn as an independent director for another term**

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

Approve	670,356,852 Votes;	98.0330 %
Disapprove	2,611,300 Votes;	0.3819 %
Abstain	10,839,000 Votes;	1.5851 %

**Resolution:** The Meeting approved the appointment of Mr. Richard David Han and Mr. Martin Enno Horn to be the Company's directors for another term.

**Agenda 6: To approve the directors' remuneration for 2012**

The Chairman proposed the meeting to consider and approve the remuneration of the board of directors for the year 2012 at the below rates not exceeding Baht 10,000,000, which is the same total amount as 2011.

Position	Meeting Allowance (Baht)	Bonus
Chairman of the Board and sub-committee	89,250 Baht	Minimum one month depending on the company performance
Independent Directors	52,500 Baht	Minimum one month depending on the company performance
Executive Directors*	-	-

\* There is no remuneration for executive directors as they receive the remuneration as the Company's management/ employees, not as the board of directors.

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

Approve	672,006,953 Votes;	98.2743 %
Disapprove	12,900 Votes;	0.0019 %
Abstain	11,787,299 Votes;	1.7238 %

**Resolution:** The Meeting approved the board of directors' remuneration for 2012 at the rate proposed but not exceeding Baht 10,000,000.

**Agenda 7: To approve the appointment of the Company's auditor for the year 2012 and to fix the auditor's remuneration**

The Chairman proposed the Meeting to consider and approve the appointment of the following auditors for the fiscal year 2012.

- 1) Ms. Kamontip Lertwitworatep, Certified Public Accountant No. 4377 and/or
- 2) Mrs. Saifon Inkaew, Certified Public Accountant No. 4434 and/or
- 3) Ms. Siriwan Suratepin, Certified Public Accountant No. 4604

of Ernst & Young to be the auditor of the company with the remuneration of not exceeding Baht 2,060,000. In the event those auditors are unable to perform their duties, Ernst & Young 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.

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

Approve	672,963,152 Votes;	98.4141 %
Disapprove	10,000 Votes;	0.0015 %
Abstain	10,834,000 Votes;	1.5844 %

**Resolution:** The Meeting approved the appointment of the proposed auditor and its remuneration.

### Agenda 8: Other business

The Chairman asked if any shareholders desired other matters to be discussed, or any questions to ask.

There were questions from shareholders as follows.

**Shareholder:** How is the capacity of Hana Jiaxing compared to Thailand?

**CEO:** Thailand is more advanced. Many customers want us to build in China so they could make their further assembly processes in China. Some customers don't want to go China for intellectual property security issue. Now, South China where Hana Jiaxing is located has similar labour cost to Thailand.

**Shareholder:** What is the status of Hana-Bangkok as understand that the land lease will end coming soon?

**CEO:** The land lease is going to finish by end of next year. We bought a piece of land nearby the existing land to build the new headquarters, but not for manufacturing as Bangkok has no further BOI privilege. The business of Hana Bangkok has moved to Ayutthaya and Lamphun plants.

**Shareholder:** Will the company consider paying 2 times for dividend?

**CEO:** The Board will propose to pay dividends as much as the directors believe is prudent. We also need to consider the timing of compensation from the insurance which is not yet finalized and reserve cash for further investment for land in Lamphun.

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 16:55 hrs.



Signed .....

(Mr. Bancha Tamprakom)

Chairman

## Profile of Director Retired by Rotation

### 1) MR. WINSON MOONG CHU HUI

Position for election: Executive Director  
 Director type: Re-appointment from a retired director  
 Age: 67 years old  
 Education: Bachelor of Engineering, Cheng Kong University, Taiwan  
 Year of first appointment: 29 July 1993  
 Number of year for being a director: 20 years  
 Experiences: 1993 – present, Executive Director, President and Chief Operating Officer  
 IOD Training Courses: None  
 Number of shareholding as of 31 December 2012: 8,320,000 shares or 1.034% of total shares  
 Meeting attendance in 2012:
 

- Board of Directors Meeting 4 of 4 times
- Annual General Meeting of Shareholders 1 of 1 time



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

Subsidiaries of Hana	Non-listed Company
1. Hana Semiconductor (BKK) Co., Ltd. 2. Hana Semiconductor (Ayutthaya) Co., Ltd. 3. Hana Microdisplay Technologies, Inc. 4. Hana Microelectronics, Inc. 5. Hana Microelectronics (Jiaxing) Co., Ltd. 6. Hana Technologies Group Ltd. 7. Hana Technologies Investment Ltd. 8. Hana Macau Commercial Offshore Ltd.	1. Jowin Co., Ltd.

Take the position as the director or management in other companies that could lead to potential conflict of interest: None

Conflict of Interest Disclosure with the Company, subsidiaries or affiliates (present and past 2 years): None

Performance in 2012:

- 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

### 2) MR. TERRENCE PHILIP WEIR

Position for election:	Executive Director
Director type:	Re-appointment from a retired director
Age:	53 years old
Education:	Bachelor of Economics, Macquarie University, CPA, Australia
Year of first appointment:	26 July 1993
Number of year for being a director:	20 years
Experiences:	<ul style="list-style-type: none"> <li>• 1993 – present: Executive Director, Vice President and Chief Financial Officer</li> </ul>
IOD Training Courses:	<ul style="list-style-type: none"> <li>• Director Certification Program Diploma, 15th June 2001</li> </ul>
Number of shareholding as of 31 December 2012:	175,000 shares or 0.022% of total shares
Meeting attendance in 2012:	<ul style="list-style-type: none"> <li>• Board of Directors Meeting 4 of 4 times</li> <li>• Audit Committee Meeting 4 of 4 times</li> <li>• Annual General Meeting of Shareholders 1 of 1 time</li> </ul>



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

Subsidiaries of Hana	Non-listed Company
1. Hana Semiconductor (BKK) Co., Ltd. 2. Hana Semiconductor (Ayutthaya) Co., Ltd. 3. Hana Microdisplay Technologies, Inc. 4. Hana Microelectronics, Inc. 5. Hana Microelectronics (Jiaxing) Co., Ltd. 6. Hana Microelectronics Investment Co., Ltd. 7. Hana Microelectronics International Co., Ltd. 8. Hana Microelectronics Enterprise Co., Ltd. 9. Hana Technologies Group Ltd. 10. Hana Technologies Investment Ltd. 11. Hana Semiconductor Holding Co., Ltd. 12. Hana Semiconductor International Co., Ltd. 13. Omac Sales Ltd. 14. Hana Macau Commercial Offshore Ltd.	None

Take the position as the director or management in other companies that could lead to potential conflict of interest: None

Conflict of Interest Disclosure with the Company, subsidiaries or affiliates (present and past 2 years): None

Performance in 2012:	<ul style="list-style-type: none"> <li>• 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</li> <li>• 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</li> <li>• Communicate well with the board, providing appropriate information at and between meetings</li> <li>• Promote the implementation of good corporate governance principles that were suitable and practical to the company</li> </ul>
----------------------	--

## Brief Profile of External Auditors

### 1) Mrs. Saifon Inkaew

Current position:	Certified Public Accountant of Ernst & Young Office Limited	
CPA License No:	4434	
Past 5 years of Hana' s auditor:	-	
Education:	Bachelor and Master degrees at Accounting at Thammasat University	
Age:	46 years old	
Number of shareholding:	0 share as of 31 December 2012	
Meeting attendance:	n/a	
Key qualification:	<ul style="list-style-type: none"> <li>Over 23 years' experience of auditing with one year secondment to Ernst &amp; Young - Buffalo office, including significant amounts of work in listed and multi-national companies</li> <li>Licensed auditor of Securities Exchange Commission</li> <li>No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders</li> </ul>	

### 2) Ms. Siriwan Suratepin

Current position:	Certified Public Accountant of Ernst & Young Office Limited	
CPA License No:	4604	
Past 5 years of Hana' s auditor:	-	
Education:	Bachelor and Master degrees at Accounting at Thammasat University	
Age:	41 years old	
Number of shareholding:	0 share as of 31 December 2012	
Meeting attendance:	n/a	
Key qualification:	<ul style="list-style-type: none"> <li>Over 20 years' experience of auditing, including significant amounts of work in listed and multi-national companies</li> <li>Licensed auditor of Securities Exchange Commission</li> <li>No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders</li> </ul>	

### 3) Mr. Wichart Lokatekrawee

Current position:	Certified Public Accountant of Ernst & Young Office Limited	
CPA License No:	4451	
Past 5 years of Hana' s auditor:	-	
Education:	Bachelor and Master degrees at Accounting at Thammasat University	
Age:	45 years old	
Number of shareholding:	0 share as of 31 December 2012	
Meeting attendance:	n/a	
Key qualification:	<ul style="list-style-type: none"> <li>Over 22 years' experience of auditing, including significant amounts of work in listed and multi-national companies</li> <li>Licensed auditor of Securities Exchange Commission</li> <li>No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders</li> </ul>	

## Registration procedures for attending the Annual General Meeting

On the Meeting day, shareholders or appointees can register and submit the required documents for verification at the Meeting place from 13:00 hrs. onward.

As the Company uses the barcode system for attendance registration and voting count, it is required the shareholders or proxy holders to bring in the barcode registration form to the meeting for faster process.

### Document and evidence to be declared on the meeting day are as follows.

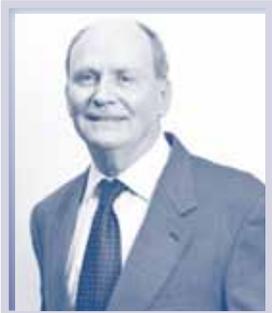
1. Shareholders who attend the meeting in person
  - 1.1 The Bar Code Registration Form to facilitate the registration process
  - 1.2 The identification card or government official identification or passport (for non-Thai nationals) for registration
2. Proxy of shareholders
  - 2.1 The Bar Code Registration Form
  - 2.2 The completed Bar Code Proxy Form B. 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.
  - 2.3 Attach the following proof of identity
    - Ordinary person:*

A certified copy of identification card, government official identification or passport (for non-Thai nationals) of shareholder and appointee
    - Juristic person registered in Thailand:*
      - a) A certified copy of affidavit issued by Ministry of Commerce
      - b) A certified copy of identification card of appointee
    - Juristic person registered outside Thailand:*
      - a) Power of attorney with signature of authorized director
      - b) A certified copy of affidavit issued by Ministry of Commerce (In case of juristic registered in Thailand being an appointee)
      - c) 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.
    - a) Mr. Bancha Tarnprakorn, Chairman of the Board of Directors and Audit Committee
    - b) Mr. Voraphoj Thepvanaprasiddhi, Audit Committee and Chairman of Nomination Committee
    - c) Mr. Martin Enno Horn, Audit Committee and Nomination Committee
  - 2.5 For your convenience, please submit the completed proxy form to the company at least one day prior to the meeting date.

### Contact person:

1. Ms. Penpimol Kotchabhakdi Tel: 66-2-5511297 ext. 226, Fax: 66-2-5511299
2. Ms. Jirapa Kongmanee Tel: 66-2-5511297 ext. 117, Fax: 66-2-5511299

## Details of Independent Directors (Proxy)

Name:	Mr. Bancha Tamprakorn	Mr. Voraphoj Thepvanaprasidhi	Mr. Martin Enno Horn
			
Position:	Chairman of Board of Directors, Chairman of Audit Committee	Audit Committee, Chairman of Nomination Committee	Audit Committee and Nomination Committee
Age:	78 years	74 years	69 years
Education:	<ul style="list-style-type: none"> <li>• Diploma of Institute of Bankers, London, UK</li> </ul>	<ul style="list-style-type: none"> <li>• Graduate Diploma International Business Administration WLU, Ontario, Canada</li> <li>• Bachelor degree of Engineer, Chulalongkorn University</li> </ul>	<ul style="list-style-type: none"> <li>• Bachelor of Electronic Engineering, California Polytechnic, U.S.A</li> <li>• AEA Executive Business Institute, Stanford University, CA, U.S.A</li> </ul>
Experience:	<ul style="list-style-type: none"> <li>• 2002 – present Independent director of Hana Microelectronics PCL</li> <li>• 2000 – 2004 Independent Director, Asia Credit PCL.</li> </ul>	<ul style="list-style-type: none"> <li>• 2000 – present Independent director of Hana Microelectronics PCL</li> <li>• 1979 – 1999 Management of Hana Semiconductor (BKK) Co., Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>• 2001 – present Independent director of Hana Microelectronics PCL</li> <li>• 2004 – 2012 President, M/R Consulting Group International, Inc.</li> <li>• 2013 - Present Director and shareholder of Southeast Sun Development 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 2012: All interested directors under the agenda on directors' remuneration.

## Articles of Association concerning to “General Meeting”:

- Article 28 The general meeting of the Company shall be held at the registered office of the Company or at such other place as the directors may decide and indicated in the notice for the meeting.
- Article 29
- 1) The board of directors shall arrange for an annual ordinary meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.
  - 2) All other general meetings are called “extraordinary meetings”. The board of directors may summon an extraordinary meeting of shareholders whenever the board thinks fit.
  - 3) The shareholders holding shares altogether of not less than one-fifth (1/5) of the total number of shares issued or the shareholders of a number not less than twenty-five (25) persons holding shares altogether of not less than one-tenth (1/10) of the total number of shares issued may submit their names in a letter requesting the board of directors to summon an extraordinary meeting of shareholders at any time but they shall give reasons for such request in the said letter. In such case, the board of directors shall arrange for the meeting of shareholders to be held within one (1) month from the date of receipt of such request from the shareholders.
- Article 30 In summoning a meeting of shareholders, whether ordinary or extraordinary, the board of directors shall send notice of the meeting specifying the place, day, agenda of the meeting and the business to be transacted at the meeting together with sufficient details, and shall deliver the same to the shareholders and the Registrar for their information not less than seven (7) days before the date of the meeting. Besides, the notice of the meeting shall also be announced by three (3) consecutive publications in a newspaper with the last publication appearing not less than three (3) days prior to the date of meeting.
- Article 31 The Meeting of shareholders must be attended by shareholders or proxies (if any) of not less than twenty-five (25) persons or not less than half of total number of shareholders and have an aggregate number of shares of not less than one-third (1/3) of all shares issued to constitute a quorum.
- Article 32
- 1) If at any meeting of shareholders, after one hour from the time fixed for the meeting a quorum if not constituted, and if such meeting of shareholders was requested for by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called for by the shareholders, the meeting shall be adjourned to a new date to be notified in writing to every shareholder whose name appears in the Share Register within seven (7) days at such adjourned meeting any number of shareholders actually present shall constitute a quorum.
  - 2) A notice of an adjourned meeting shall specify the agenda and no business shall be transacted or resolution passed at such an adjourned meeting in respect of any matter not specified in the notice.
- Article 33
- 1) At a meeting of shareholders, a shareholder may appoint any other person who is *suri juris* by a proxy to appear and vote on his behalf. The proxy form must be dated and signed by the principal and according to the form prescribed by the Registrar, which must contain at least the following:
    - (1) number of shares held by the principal;
    - (2) name of the proxy;
    - (3) serial number of the meeting which the proxy is authorized to attend and vote.
  - 2) The instrument appointing the proxy must be deposited with the Chairman or other person designated by the board chairman at that meeting before commencement of the meeting. If the shareholder is a juristic person, satisfactory evidence as to the authorized signature(s) of said juristic person must also be deposited with the Chairman together with the instrument appointing the proxy.
  - 3) In the event the proxy appointed is himself, a shareholder or if the same person not being a shareholder receives more than one (1) appointment as proxy, he shall be entitled to cast as many votes as appointments he holds in addition to his personal vote if he is a shareholder.

- Article 34** 1) The Chairman of the Board of Directors shall preside over the meeting of shareholder. In the event the Chairman is absent or unable to perform the duty, the Vice-Chairman shall act as the Chairman. If a Vice-Chairman does not exist or exists but is unable to perform the duty, the shareholders present shall elect a shareholder to act as the Chairman.
- 2) In the case of a tied vote, the Chairman of a general meeting shall be entitled to a casting vote.
- Article 35** The Chairman may postpone a general meeting with the consent of the meeting. However, in the succeeding meeting no other business may be discussed or transacted except the business pending from the previous meeting.
- Article 36** The resolution of the meeting of shareholders shall be supported by the following votes:
- 1) In a normal case, by the majority vote of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the chairman of the meeting shall be entitled to a casting vote.
- 2) In the following cases, by a vote of not less than three-fourths (3/4) of the total number of shareholders present at the meeting and entitled to vote:
- (a) the sale or transfer of whole or essential parts of business of the company to other persons.
  - (b) the purchase or acceptance of transfer of business of other company or private companies to the Company.
  - (c) entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the business of the Company or the amalgamation of the business with other persons with an objective to share profit and loss.
  - (d) amendment of the memorandum of association or articles of association.
  - (e) increase or reduction of the capital of the Company or the issuance of debentures.
  - (f) the amalgamation of company or liquidation of the company.

## Questions relating to agenda items of Annual General Meeting

The Board of Directors opens to all shareholders for any questions relating to agenda items of Annual General Meeting and encourages such questions to be sent to the Board of Directors prior to the date of the Meeting.

If any shareholder would like to ask questions, here below is the guidance.

1. The shareholders shall submit their questions together with giving their data consisting of the following details:
  - Name, address, telephone number, facsimile number and e-mail (if any) and contacting address of shareholders
  - Questions related to Meeting Agendas to be asked and supporting data, (if any)
2. Channels which the Company has opened to receive questions:
  - Facsimile Number: 66 (0) 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 April 26, 2013

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 the hard copy of 2012 Annual Report

If a shareholder would like to request the hard copy of 2012 Annual Report, please fill out the information below and send this request to the facsimile number 66 (0) 2551-1299, the Company will deliver it to you by mail.

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

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

\_\_\_\_\_

\_\_\_\_\_

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

### Or you may directly contact the Company at:

Ms. Penpimol Kotchabhakdi

Hana Microelectronics Public Company Limited

10/4 Moo 3, Vibhavadi-Rangsit Road, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210 Thailand

Telephone Number: 66 (0) 2551-1297 Ext. 226

E-mail: [penpimol\\_k@hanabk.th.com](mailto:penpimol_k@hanabk.th.com)

## หนังสือมอบฉันทะ (แบบ ข.) Proxy (Form B.)

ปิดอากรแสตมป์  
20 บาท  
Duty Stamp 20 Baht

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

เลขทะเบียนผู้ถือหุ้น

Shareholders' Registration No.

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_

I/We

Nationality

อยู่บ้านเลขที่ \_\_\_\_\_

Address

(2) เป็นผู้ถือหุ้นของ บริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)

being a shareholder of Hana Microelectronics Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding the total amount of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share shares and have the right to vote equal to votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีประวัติตามเอกสารแนบ)

Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy holder. The profile of the Independent director is attached for information.)

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age years, residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphur/Khet

จังหวัด \_\_\_\_\_ หรือ  
Province or



วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2555

Agenda 4 To approve the dividend payment for the year 2012

- (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 2556

Agenda 6 To approve the directors' remuneration for 2013

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีบริษัท ประจำปี 2556

Agenda 7 To approve the appointment of the Company's auditor for the year 2013 and to fix their remuneration

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve                       ไม่เห็นด้วย / Disapprove                       งดออกเสียง / Abstain

วาระที่ 8 พิจารณาวาระอื่นๆ (ถ้ามี)

Agenda 8 To consider any other business (If any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ
- (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote in accordance with my wish as follows:
- เห็นด้วย / Approve                       ไม่เห็นด้วย / Disapprove                       งดออกเสียง / Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 agendum specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

#### หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A Shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2556 ในวันอังคารที่ 30 เมษายน 2556 เวลา 14.00 น. ณ ห้องวีเนิส ชั้น 3 โรงแรมมิราเคิล แกรนด์ คอนเวนชั่น เลขที่ 99 ถนนวิภาวดีรังสิต หลักสี่ ดอนเมือง กรุงเทพมหานครหรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders of the year 2013 to be held on Tuesday, 30 April 2013 at 14.00 hrs., at the Venus Room, 3<sup>rd</sup> Floor, Miracle Grand Convention Hotel, 99 Vibhavadi-Rangsit Road, Laksi, Don Muang, 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



- วาระที่ \_\_\_\_\_ เรื่อง เลือกตั้งกรรมการ (ต่อ)  
Agenda Election of directors (Continued)

ชื่อกรรมการ \_\_\_\_\_  
Director name

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

ชื่อกรรมการ \_\_\_\_\_  
Director name

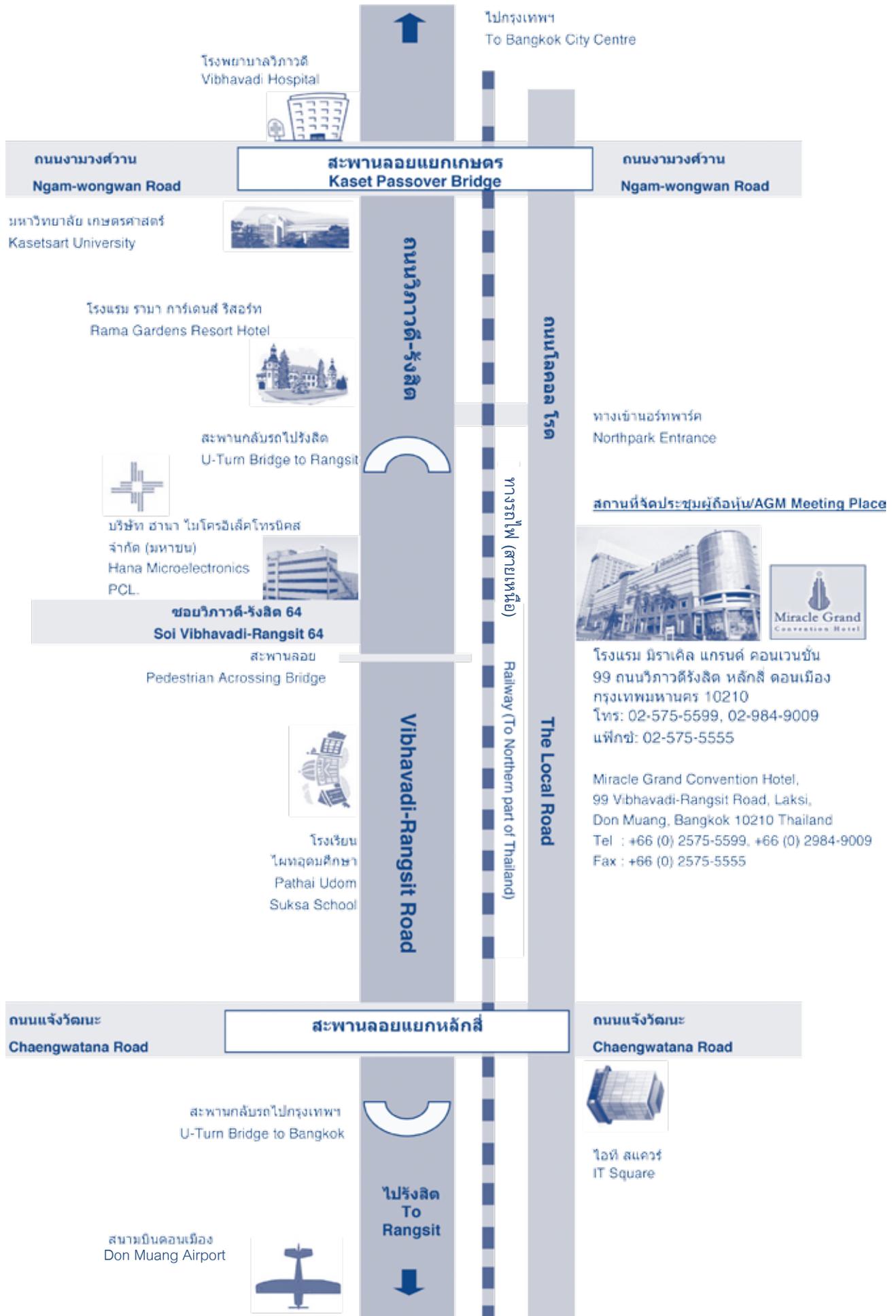
เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

ชื่อกรรมการ \_\_\_\_\_  
Director name

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain

ชื่อกรรมการ \_\_\_\_\_  
Director name

เห็นด้วย / Approve       ไม่เห็นด้วย / Disapprove       งดออกเสียง / Abstain







**Microelectronics Public Co., Ltd.**

10/4 Moo 3, Vibhavadi-Rangsit Road, Kwang Talad Bangkhen, Khet Laksi, Bangkok 10210

Tel: 66 (0) 2-5511297 Fax: 66 (0) 2-5511299