

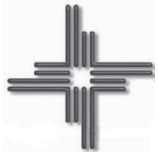
**Invitation of Annual General Meeting of Shareholders No. 17/2010**

**HANA Microelectronics Public Company Limited**

**Friday, 30 April 2010**

**14.00 hrs.**

**At Ebina House Hotel, 73/39 Soi Vibhavadi 64, Vibhavadi-Rangsit Road,  
Kwang Talad Bangkhen, Khet Laksi, Bangkok**



# HANA

Microelectronics Public Co., Ltd.

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

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

**March 30, 2010**

**Subject: Notice of the Annual General Meeting of Shareholders No. 17/2010**

**To: Shareholders of Hana Microelectronics Public Company Limited**

**Enclosures:**

- 1) Minutes of the Annual General Meeting of Shareholders No. 16/2009
- 2) Brief profiles of directors retired by rotation
- 3) Brief profiles of external auditors
- 4) Procedure to attend the meeting and Articles of Association concerning to the shareholders' meeting
- 5) Proxy form B.
- 6) Registration form (Shareholders are required to bring in this form when attending the meeting.)
- 7) Map of the Meeting location
- 8) CD-ROM of 2009 Annual Report

Notice is hereby given that the seventeen Annual General Meeting of Hana Microelectronics Public Co., Ltd. will be held at Ebina Hall Convention, Ebina House Hotel, 73/39 Soi Vibhavadi 64, Vibhavadi-Rangsit Road, Kwang Talad Bangkheng, Khet Laksi, Bangkok Metropolis on **April 30, 2010 at 14:00 hrs.**

**Agenda of the Meeting**

**Agenda 1: To approve the Minutes of the Annual General Meeting of Shareholders No. 16/2009 that was held on April 30, 2009**

**Purpose and Reason:** The Minutes of the Annual General Meeting of Shareholders No. 16/2009 that was held on April 30, 2009 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. 16/2009 was recorded completely and accurately. The Board recommends to shareholders that the Minutes of the Annual General Meeting of Shareholders No. 16/2009 should be approved.

**Agenda 2: To acknowledge the Company's operation results for the year 2009**

**Purpose and Reason:** The Company performance during 2009 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 2009 as proposed.

**Agenda 3: To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2009**

**Purpose and Reason:** 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, 2009 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 2009**

**Purpose and Reason:** 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.

**Board's opinion:** The Board recommends to shareholders to approve the annual dividend payment for the financial year ended December 31, 2009 to be Baht 1.40 per share. The Shareholder Register Book for the right to receive the dividend has been recorded on March 9, 2010 and gathered the shareholders list as specified in section 225 of the Securities and Exchange Act by closing the register book suspending share transfer (Closing Date) on March 10, 2010. The payment will be made on May 12, 2010. The dividend is subject to 10% withholding tax deduction, and the dividend is not entitled to a tax credit as the profit is exempted from calculated income tax.

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

(Baht/Share)

Year	Interim Dividend	Annual Dividend	Total Dividend	% Pay out
2009 (Proposed)	-	1.40	1.40	55%
2008	-	1.20	1.20	52%

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

**Purpose and Reason:** 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 2010**

**Purpose and Reason:** 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 in the amount not exceeding Baht 10,000,000, which is the same total amount as 2009. In order to reflect the risks, work complexity and involvement, the Board proposed remuneration package as follows.

<b>Position</b>	<b>Meeting Allowance (Baht) Y2009</b>	<b>Meeting Allowance (Baht) Y2010</b>	<b>Bonus</b>
Chairman of the Board and sub-committee	85,000 Baht	85,000 Baht	Minimum one month depending on the company performance
Independent Directors	50,000 Baht	50,000 Baht	Minimum one month depending on the company performance
Executive Directors	-	-	-

For executive directors, they receive the remuneration as the company management/employees.

**Agenda 7: To approve the appointment of the Company's auditor for the year 2010 and to fix their remuneration**

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

**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 2010 and proposed the remuneration fees not exceeding Baht 2,000,000.

Upon the consideration of Audit Committee, the Board recommends to shareholders to approve the appointment of Ms. Kamontip Lertwitworatep C.P.A. Registration No. 4377 and/or Ms. Ratana Jala C.P.A. Registration No. 3734 and/or Mrs. Nonglak Pumnoi C.P.A. Registration No. 4172 of Ernst & Young Office Limited as the auditors of Hana Microelectronics Public Co., Ltd. for the fiscal year 2010 for a total remuneration of Baht 2,000,000. 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.

Ms. Kamontip Lertwitworatep is the auditor of the Company since 2008. She 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)	% Increase	BOI audit fee (Baht)*	Other non-audit fee
2010	2,000,000	11%	600,000	-
2009	1,800,000	-	690,000	

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

#### **Agenda 8: To approve the amendment of the Company's objective**

**Purpose and Reason:** In order to cover the current business operation and future business expansion, the Board considered the amendment of the Company objective to cover the additional business of manufacturing and trading all kinds of medical devices including assembly and trading all kinds of machines, to the existing Objective Item 7 as follows.

“Item No. 7 - To carry on manufacturing, trade, buy, sell, repair all kinds of watch, calculator, dynamo and electrical equipment, computer, electronic, amplifier, television and radio, wireless telecommunication, medical equipment, machines, parts and accessories thereof, construction equipment, consumer product, and office automation.”

**Board's opinion:** The Board recommends shareholders to approve the amendment of the Company's Memorandum of Association no. 3 for adding the Company's objective item no. 7 to cover the additional business of manufacturing and trading all kinds of medical devices including assembly and trading all kinds of machines as proposed.

**Agenda 9: To consider any other business**

The Shareholder Register Book for the right to attend the Meeting is recorded on March 9, 2010. Also, March 10, 2010 is the registered book closing date on which the shareholders list as specified in section 225 of the Securities and Exchange Act shall 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 welcome to e-mail questions in advance to the Company at the address: [jirapak@hanabk.th.com](mailto:jirapak@hanabk.th.com) or to the facsimile number 66-2-5511299.

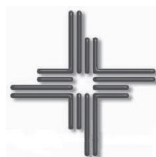
By order of the Board



บริษัท ฮานา ไมโครอิเล็กทรอนิกส์  
จำกัด (มหาชน)  
*Hana Microelectronics  
Public Company Limited*

(Mr. Bancha Tarnprakorn)  
Chairman of the Board

(Mr. Richard David Han)  
Executive Vice Chairman



# HANA

Microelectronics Public Co., Ltd.

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

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

## MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS NO. 16/2009

**Held at Ebina Hall, Ebina House Hotel  
73/39, Vibhavadi-Rangsit Rd., Kwang Talad Bangkhren,  
Khet Laksi, Bangkok Metropolis on April 30, 2009  
14.00 hrs. - 16.15 hrs.**

### Presented:

- |                                   |   |
|-----------------------------------|---|
| 1) Mr. Bancha Tarnprakorn,        | 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 Thepvanapasiddhi, | 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             |
| 7) Ms. Kamontip Lertwitworatep    | External auditor from Ernst & Young Office Limited  |

### Translator:

- Mrs. Puntipa Tantana, Corporate Manufacturing Administration Director

### Preliminary Proceedings:

The Annual General Meeting was opened by Mr. Bancha Tarnprakorn, 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:

According to Section 66/1 of the Public Limited Company Act (No. 2) B.E. 2544 (2001), shares respectively held by the company shall not be counted towards forming a quorum for a shareholders' meeting and shall carry no voting right including no right to receive dividends. Thus, the total shares constitute the quorum shall base on:

Total issued shares	=	830,474,960	shares
<u>Deduct:</u> Treasury stocks of the Company	=	<u>12,966,800</u>	shares
Total shares eligible to attend the meeting	=	<u>817,508,160</u>	shares

There were 60 shareholders holding 12,006,760 shares and 215 proxies holding 687,018,322 shares attending the meeting. Those 275 shareholders holding 699,025,082 shares are equivalent to 85.51% of 817,508,160 voting shares, which is more than one-third (1/3) of the total units 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. 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 349,512,541 shares.
- In case of a tie vote, the Chairman shall be entitled to a casting vote.

After explained 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. 15/2008 which was held on April 30, 2008**

The Chairman proposed the Meeting to certify the Minutes of the Annual General Meeting of Shareholders No. 15/2008, 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	699,015,082 Votes;	99.999 %
Disapprove	- Votes;	- %
Abstain	10,000 Votes;	0.001 %



**Resolution:** The Meeting approved the Minutes of the Annual General Meeting No. 15/2008 that was held on April 30, 2008 with the above resulted votes.

**Agenda 2: To acknowledge the operation results of the Company in 2008**

The Chairman invited Mr. Richard Han to report the operation results of the Company during the year 2008. Mr. Richard presented to the Meeting as follows.

The year 2008 was a highly unusual one due to the relative strength in demand during the first three quarters followed by a sudden and extreme drop in demand, particularly for the IC and CPG divisions in the fourth quarter.

Operationally for the Hana Group, on a year-on-year basis, in USD terms, our revenues increased during the first half of 2008 by 9%, were flat in Q308 and declined sharply in Q408 by 16%. This sales trend reflected strong and continuing growth in emerging markets which supported the global demand for electronics in 2008 until the credit crunch delivered a sudden shock to global demand across the board in Q408. We were particularly hit hard at our IC and CPG divisions, the latter having a larger exposure to the auto industry via our LED lighting activities.

Sales at our semiconductor operations in AYT decreased slightly by 3% through Q308, but suffered a significant drop (17%) in Q4 resulting in a 6% decline for the year. ICs for mobile and consumer devices were more volatile with 17% increase through the first three quarters then suffering a 25% drop in Q4 with the result being a 10% decrease for 2009. This weakness has accelerated in Q109 and we expect it to continue well into Q209.

Our Microelectronics divisions have suffered less in the initial stages of this global crisis. Both Thailand and JXG PCBA divisions had slight sales increases at 2% year-to-date Q308. However in Q408 they also suffered declines in sales of 9% and 12% respectively. Overall the sales for the year were slightly down by 1% for Lamphun and 2% for JXG PCBA.

Hana Microdisplay Technologies in Ohio increased sales by 8% for the year. The strength was in the LCOS segment with growth coming from broad band fibre optic telecom switch devices. The original market for LCOS rear projection televisions is likely to cease due to growth of LCD televisions. RFID tag assembly sales are still under performing but are likely to increase in future with the rollout of new programs such as those for tracking truck tyres, however even with the sales increase in 2008, the division made a loss of USD 504,000 compared to a loss of USD 701,000 in 2007.

Hana's financial 'key performance indices' for 2008 were

- Total revenues of THB15.1 Billion (-3%)
- EBITDA of THB 2.8 Billion (0%)
- Net cash at year end of THB 4.7 Billion (+38%)
- A proposed dividend payout of THB1.20 / share (-8%) from the profits of 2008.

The outlook for 2009 was very weak at the beginning of the year. Additionally we have

made substantial head count reductions which have cost the company over Baht 60M. The drop in sales revenues which started in the middle of Q408 and continued in Q109 is expected to continue well into the second quarter and this will put considerable pressure on our operating profit.

However, there are signs that the supply chain has started to become very lean after months of aggressive inventory reduction and we are seeing some improvements from our IC operations whilst the PCBA activities have been less affected.

We hope and expect that the second half will show an improvement as we believe the current first half weakness (reflecting an aggressive inventory correction) will further reduce over the year.

As I have mentioned we have undertaken what management believe are appropriate measures in headcount reduction (approximately 14%), shorter working weeks, payroll cuts for management and cancellation of certain bonus schemes. These will be reviewed in light of the on going economic situation during the year and if necessary further measures will be taken to adjust the overall cost base.

Whilst 2009 will no doubt be a very challenging year, I remain positive that Hana will get through it until the world economy begins to improve in the future.

After presented, Mr. Richard opened for questions. Below is the summary of questions from shareholders and answers from Hana's directors.

**Shareholder:** What is the current production capacity of IC business and when would the business recover?

**Richard Han:** The capacity of Ayutthaya operation in last year was 62-63 million pcs./week. In the beginning of Y2009, output declined more than half which is 30 million pcs./week. Now, it is climbing up to be approximately 52-53 million pcs./week. We operated 5 days a week during most of the first quarter, and now we're running 7 days a week and we have started hiring more workers. We feel that whilst the demand has come back we do not know for how long.

**Shareholder:** Has Hana passed its lowest share price?

**Richard Han:** Hana hit 8 Baht which was the lowest price for many years. We invested approximately 300 million Baht in the share buy-back. We expect that the first quarter will be the lowest performance for the Company in 2009.

**Shareholder:** What is the plan for share buy back?

**Richard Han:** At this time our plan is not to sell the shares back into the market.

**Shareholder:** Hana has the strong cash position. How do you manage the cash?

**Terrence Weir:** Most of our cash is held offshore in Hong Kong as there is the tax limitation to bring in that cash to Thailand. Therefore, at this time USD 40M [equivalent] is held in RMB currency in China in bank deposits, USD 20M is invested in bonds with an average maturity of less than 4 years and a further USD 25M is held in bank deposits in USD currency.

**Shareholder:** How has the recent political issue impacted your business; particularly from airport shutdown?

**Richard Han:** It was not really an issue. However, many customers were worried about the situation. We planned to send goods out by truck if it lasted long. When the airport opened, the confidence came back. Most customers understand that our government can manage the situation.

**Shareholder:** How many percent of your LED product is made for automotive sector?

**Richard Han:** LED revenues were about 5-7% of total sales, where now it is 0-2% for the automotive sector. For LED products, we have products assembled for automotive and non-automotive sectors. We do not make the final product assembly, we only make components and sub-assemblies.

**Shareholder:** How is the quality of your products made in China?

**Winson Hui:** Our quality in China has high level of international quality standard. Our plant in JiaXing has the ISO 9001 and 14000 certification.

As there was no further question, the Chairman announced that the Meeting acknowledged the operation results of the Company for the year 2008.

**Agenda 3: To approve the balance sheet and profit and loss statements for the year ended December 31, 2008**

The Chairman proposed the meeting to approve the audited balance sheet and profit and loss statements for the financial period year ended December 31, 2008 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	699,015,082 Votes;	99.999 %
Disapprove	- Votes;	- %
Abstain	10,000 Votes;	0.001 %

**Resolution:** The Meeting approved the balance sheet and profit and loss statements for the year ended December 31, 2008 with the above resulted votes.

**Agenda 4: To approve the dividend payment for the year 2008**

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.

With a strong balance sheet, a strong cash position and long-term shareholder's value, the Board intends to continue its policy and to propose annual dividend of approximately 52% of year 2008. Then, he proposed the Meeting to approve the declaration of the annual dividend payment for the financial year ended December 31, 2008 to be Baht 1.20 per share. The Shareholder Register Book for the right to receive the dividend has been recorded on March 16, 2009 and gathered the shareholders list as specified in section 225

of the Securities and Exchange Act by closing the register book suspending share transfer (Closing Date) on March 17, 2009. The payment will be made on May 14, 2009. The dividends derived from a BOI promoted business are tax exemption.

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

Approve	699,015,082 Votes;	99.999 %
Disapprove	- Votes;	- %
Abstain	10,000 Votes;	0.001 %

**Resolution:** The Meeting approved the annual dividend payment of 2008 at the rate of Baht 1.20 per share with the above resulted votes.

**Agenda 5:** **To approve the re-appointment of directors in place of those retired by rotation and approve the directors' remuneration for the year 2008**

The Chairman informed the Meeting that one-third of the directors, who have served the longest term, must retire by rotation at every Annual General Meeting according to the Company's Articles of Association. As the company invited shareholders to propose candidates to be elected for the directors since October 2008, there was no any proposal given. Therefore, the Chairman proposed the Meeting to consider the directors whose tenure has ended. This year, directors whose tenure has ended are:

- 1) Mr. Richard David Han – be appointed as an executive director
- 2) Mr. 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, the Chairman proposed the Meeting to re-appoint by individual director as follows:

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

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

Approve	639,975,377 Votes;	91.55 %
Disapprove	57,998,705 Votes;	8.30 %
Abstain	1,051,000 Votes;	0.15 %

## 5.2 Appoint Mr. Martin Enno Horn Han as the independent director for another term

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

Approve	680,890,544 Votes;	97.406 %
Disapprove	18,123,538 Votes;	2.593 %
Abstain	11,000 Votes;	0.001 %

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

### **Agenda 6: To approve the directors' remuneration for 2009**

The Chairman proposed the meeting to consider and approve the remuneration of the board of directors for the year 2009.

The Board recommends to shareholders to approve the remuneration of directors in the amount not exceeding Baht 10,000,000, which is the same total amount as 2008. In order to reflect the risks, work complexity and involvement, the Board further proposes remuneration package be adjusted from previous year as follows.

Position	Meeting Allowance (Baht)	Bonus
Chairman of the Board and sub-committee	85,000 Baht	Minimum one month depending on the company performance
Independent Directors	50,000 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	680,890,544	Votes;	97.406 %
Disapprove	18,123,538	Votes;	2.593 %
Abstain	11,000	Votes;	0.001 %

**Resolution:** The Meeting approved the board of directors' remuneration for 2009 not exceeding than 10,000,000 Baht with the proposed rates.

**Agenda 7: To approve the appointment of the Company's auditor for the year 2009 and to fix the auditor's remuneration**

The Chairman proposed the Meeting to consider and approve the appointment any of the following persons as the auditor of the Company for the fiscal year 2009.

- 1) Ms. Kamontip Lertwitworatep C.P.A. Registration No. 4377 and/or
- 2) Ms. Ratana Jala CPA License No. 3734 and/or
- 3) Mrs. Nonglak Pumnoi CPA License No. 4172

of Ernst & Young to be the auditor of the Company with the remuneration of not exceeding to Baht 1,800,000. 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	699,005,082 Votes;	99.997 %
Disapprove	- Votes;	- %
Abstain	20,000 Votes;	0.003 %

**Resolution:** The Meeting approved the appointment of the proposed auditor and its remuneration with the above resulted votes.

**Agenda 8: To approve the offset of excess cost of investment over net book value of the subsidiary companies in the amount of Baht 154,975,555 from the un-appropriated profits in consolidated equity**

The Chairman invited Mr. Terrence Weir to propose this agenda to the meeting.

Mr. Terrence Weir informed the meeting that the 154,874,555 baht is the goodwill that came from the acquisition of Omac Sales Limited in 1992 by Hana Microelectronics Limited. The acquisition was part of the group restructure at that time, in preparation for the listing of the Company. Since that time, the Company holds 100% shareholding of Omac Sales Limited. From the restructure, the Company had set the provision for goodwill by deduction from the consolidated shareholders' equity which can be done according to the accounting standard at that time.

To present the clearer financial information, we proposed the Meeting to approve the offset of excess cost of investment over net book value of the subsidiary companies amounting to Baht 154,975,555 (which has been deducted in the consolidated shareholders' equity) from the un-appropriated profits in consolidated equity. The result of this adjustment shall reduce the un-appropriated retained earnings in the consolidated financial statement to be Baht 9,235,578,127. From the result of this offset, only the balance sheet presentation is changed. There will not be any impact on the assets, liabilities, shareholders funds or cash flow of the group. He further opened for question.

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

Approve	698,294,682 Votes;	99.896 %
Disapprove	11,800 Votes;	0.001 %
Abstain	718,600 Votes;	0.103 %

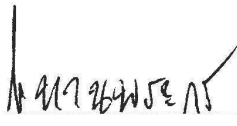
**Resolution:** The Meeting approved the offset of excess cost of investment over net book value of the subsidiary companies in the amount of Baht 154,975,555 from the un-appropriated profits in consolidated equity

**Agenda 9: Other business (if any)**

The Chairman asked if any shareholders desired other matters to be discussed. As there was no any other item brought up, the Meeting adjourned at 16:15 hrs.



บริษัท ฮานา ไมโครอิเล็กทรอนิกส์  
จำกัด (มหาชน)  
Hana Microelectronics  
Public Company Limited

Signed  Chairman  
(Mr. Bancha Tarnprakorn)



**Profile of Director Retired by Rotation****MR. WINSON MOONG CHU HUI**

**Position for election:** Executive Director

**Age:** 64 years old

**Education:** Bachelor of Engineering, Cheng Kong University, Taiwan

**Number of years as the director:** 17 years

**Experiences:** 1988 – present, President and Chief Operating Officer

**IOD Training Courses:** None

**Number of shareholding as of 31 December 2009:** 7,860,900 shares or 0.947% of total shares

**Meeting attendance in 2009:**

- 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**

1. Hana Semiconductor (BKK) Co., Ltd.	5. Hana Microelectronics (JiaXing) Co., Ltd.
2. Hana Semiconductor (Ayutthaya) Co., Ltd.	6. Hana Hana Technologies Group Ltd.
3. Hana Microdisplay Technologies, Inc.	7. Hana Technologies Investment Ltd.
4. Hana Microelectronics, Inc.	8. Hana Macao Commercial Offshore Ltd.

- **Other company:** 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 2009:**

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



## Profile of Director Retired by Rotation

### **MR. TERRENCE PHILIP WEIR**



**Position for election:** Executive Director

**Age:** 50 years old

**Education:** Bachelor of Economics, Macquarie University, CPA, Australia

**Number of years as the director:** 17 years

**Experiences:** 1990 – present, Executive Director

**IOD Training Courses:** Director Certification Program (DCP) 6/2001

**Number of shareholding as of 31 December 2009:** 175,000 shares or 0.021% of total shares

**Meeting attendance in 2009:**

- Board of Directors Meeting 4 of 4 times
- Audit Committee 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**

1. Hana Semiconductor (BKK) Co., Ltd.	8. Hana Microelectronics Enterprise Co., Ltd.
2. Hana Semiconductor (Ayutthaya) Co., Ltd.	9. Hana Technologies Group Ltd.
3. Hana Microdisplay Technologies, Inc.	10. Hana Technologies Investment Ltd.
4. Hana Microelectronics, Inc.	11. Hana Semiconductor Holding Co., Ltd.
5. Hana Microelectronics (JiaXing) Co., Ltd.	12. Hana Semiconductor International Co., Ltd.
6. Hana Microelectronics Investment Co., Ltd.	13. Omac Sales Ltd.
7. Hana Microelectronics International Co., Ltd.	14. Hana Macao Commercial Offshore Ltd.

- **Other company:** 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 2009:**

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

## Brief Profile of External Auditors

### 1) Ms. Kamontip Lertwitworatep



**Current position:** Certified Public Accountant  
Ernst & Young Office Limited

**CPA License No:** 4377

**Hana and subsidiaries' auditor for year 2010:**

- Hana Microelectronics Public Co., Ltd.
- Hana Semiconductor (BKK) Co., Ltd.
- Hana Semiconductor (Ayutthaya) Co., Ltd.

**Past 5 years of Hana's auditor:**

2008 - 2009: Hana Microelectronics Public Co., Ltd.  
2008 - 2009: Hana Semiconductor (BKK) Co., Ltd.  
2008 - 2009: Hana Semiconductor (Ayutthaya) Co., Ltd.

**Education:**

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

**Age:** 41 years old

**Number of shareholding:** 0 share as of 31 December 2009

**Meeting attendance:** 3/4 of Audit Committee Meeting

**Key qualification:**

- Over 19 years' experience of auditing with one year secondment to Ernst & Young - San Jose, including significant amounts of work in listed and multi-national companies
- Licensed auditor of Securities Exchange Commission
- No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders

### 2) Ms. Ratana Jala



**Current position:** Certified Public Accountant  
Ernst & Young Office Limited

**CPA License No:** 3734

**Past 5 years of Hana's auditor:** None

**Education:**

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

**Age:** 44 years old

**Number of shareholding:** 0 share as of 31 December 2009

**Meeting attendance:** n/a

**Key qualification:**

- Over 22 years' experience of auditing with one year secondment to Ernst & Young - New York Office, including significant amounts of work in listed and multi-national companies
- Licensed auditor of Securities Exchange Commission
- No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders

### 3) Mrs. Nonglak Pumnoi



**Current position:** Certified Public Accountant  
Ernst & Young Office Limited

**CPA License No:** 4172

**Past 5 years of Hana's auditor:** None

**Education:**

- Bachelor degree in Accounting, Chulalongkorn University

**Age:** 41 years old

**Number of shareholding:** 0 share as of 31 December 2009

**Meeting attendance:** n/a

**Key qualification:**

- Over 19 years' experience of auditing, including significant amounts of work in listed and multi-national company. She has been involved in our firm's audit innovation and IT technology
- Licensed auditor of Securities Exchange Commission
- No relationship or conflict of interest with Hana and its subsidiaries including directors and major shareholders

**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 12:00 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) 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

2.1 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 Thepvanapasiddhi, Audit Committee
- c) Mr. Martin Enno Horn, Audit Committee

2.1 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. 224, 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 Tarnprakorn	Mr. Voraphoj Thepvanaprasiddhi	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:	74 years	70 years	66 years
Education:	- Diploma of Institute of Bankers, London, UK	- Graduate Diploma International Business Administration WLU, Ontario, Canada  - Bachelor degree of Engineer, Chulalongkorn University	- Bachelor of Electronic Engineering, California Polytechnic, U.S.A  - AEA Executive Business Institute, Stanford University, CA, U.S.A
Experience:	<u>2002 – present</u> Independent director of Hana Microelectronics PCL  <u>2000 – 2004</u> Independent Director, Asia Credit PCL.	<u>2000 – present</u> Independent director of Hana Microelectronics PCL  <u>1979 – 1999</u> Management of Hana Semiconductor (BKK) Co., Ltd.	<u>2001 – present</u> Independent director of Hana Microelectronics PCL  <u>2004 – present</u> President, M/R International, Inc.
<p><b>Take the position as the director or management in other companies that could lead to potential conflict of interest:</b></p> <ul style="list-style-type: none"> <li>• None for all</li> </ul> <p><b>Interest in AGM 2010:</b></p> <ul style="list-style-type: none"> <li>• All interested directors under the agenda on directors' remuneration.</li> </ul>			

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

### **Article 28**

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

### **Article 29**

1) The board of directors shall arrange for an annual ordinary meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

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

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

### **Article 30**

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

### **Article 31**

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

### **Article 32**

(1) If at any meeting of shareholders, after one hour from the time fixed for the meeting a quorum 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.



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

(ปิดอาคารแสดมปี 20 บาท)

เลขทะเบียนผู้ถือหุ้น  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) ข้าพเจ้า  
I/We  
อยู่บ้านเลขที่  
Address

สัญชาติ  
nationality

(2) เป็นผู้ถือหุ้นของ บริษัท ฮานา ไมโครอิเล็กทรอนิกส์ จำกัด (มหาชน)  
being a shareholder of Hana Microelectronics Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม holding the total amount of	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
<input type="checkbox"/> หุ้นสามัญ ordinary share	shares	and have the rights to vote equal to _____ votes as follows:
<input type="checkbox"/> หุ้นบุริมสิทธิ preference share	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
	shares	and have the right to vote equal to _____ votes
	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
	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.)

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphur/Khet  
จังหวัด \_\_\_\_\_ หรือ  
Province or

นายบัญชา ทานพระกร กรรมการอิสระ อายุ 74 ปี หรือ  
Mr. Bancha Tarnprakorn Independent Director Age 74 years or  
อยู่บ้านเลขที่ 57 ซอยพัฒนาเวคม์ 12 สุขุมวิท 71 แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร 10110  
Residing at 57 Soi Pattanawej 12, Sukhumvit 71, North Prakanong, Wattana, Bangkok 10110

นายวรพจน์ เทพวนาประสิทธิ์ กรรมการอิสระ อายุ 70 ปี หรือ  
Mr. Voraphoj Thepvanaprasiddhi Independent Director Age 70 years or  
อยู่บ้านเลขที่ 109 ถนนเสรี 6 แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250  
Residing at 109 Seri 6 Road, Kwang Suanluang, Khet Suanluang, Bangkok 10250

นายมาร์ติน เอ็นโน ฮอร์น กรรมการอิสระ อายุ 66 ปี  
Mr. Martin Enno Horn Independent Director Age 66 years  
อยู่บ้านเลขที่ 55/9 ชั้น 2 บ้านสิริ 8 ซอยสุขุมวิท 8 ถนนสุขุมวิท เขตวัฒนา กรุงเทพมหานคร 10110  
Residing at Unit # 55/9, 2nd Floor, Baan Siri on 8, Soi Sukhumvit 8, Sukhumvit Road, Khet Wattana Bangkok 10110

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2553 ในวันศุกร์ที่ 30 เมษายน 2553 เวลา 14.00 น. ณ ห้องประชุมเอบีน่าฮอลล์ โรงแรมเอบีน่า เฮ้าส์ เลขที่ 73/39 ซอยวิภาวดี 64 ถนนวิภาวดี-รังสิต แขวงตลาดบางเขน เขตหลักสี่ กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders of the year 2010 to be held on Friday, 30 April 2010 at 14.00 hrs., at the Ebina Hall Convention, Ebina House Hotel, 73/39 Soi Vibhavadi 64, Vibhavadi-Rangsit Road, Kwang Talad Bangkhen, Khet Laksi, Bangkok or on any data and at any postponement thereof.

- (4) ข้าพเจ้าได้มอบฉันทะให้ผู้รับมอบฉันทะในการเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้  
I/we authorize the proxy holder to attend the meeting and votes are as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 16/2552 เมื่อวันที่ 30 เมษายน 2552

Agenda 1 To approve the Minutes of the Annual General Meeting of Shareholders No. 16/2009 that was held on April 30, 2009

- (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 3 พิจารณาอนุมัติงบดุลและบัญชีกำไรขาดทุนของบริษัทฯ ประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2552

Agenda 3 To approve the balance sheet and profit and loss statements for the fiscal period ended December 31, 2009

- (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 4 พิจารณาอนุมัติการจ่ายเงินปันผลประจำปี 2552

Agenda 4 To approve the dividend payment for the year 2009

- (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 พิจารณาอนุมัติเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ครบกำหนดออกตามวาระ

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 มุงชู 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 พิจารณาอนุมัติค่าตอบแทนกรรมการประจำปี 2553  
Agenda 6 To approve the directors' remuneration for 2010

- (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 2553  
Agenda 7 To approve the appointment of the Company's auditor for the year 2010 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 พิจารณาอนุมัติแก้ไขเพิ่มเติมวัตถุประสงค์ของบริษัทฯ  
Agenda 8 To approve the amendment of the Company's objective

- (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 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)  
Agenda 9 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 การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณาเลือกลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting consider or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่มีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy  
(.....)

#### หมายเหตุ / Remark

1. 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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2553 ในวันศุกร์ที่ 30 เมษายน 2553 เวลา 14.00 น. ณ ห้องประชุมเอบีน่าฮอลล์ โรงแรมเอบีน่า เอ้าส์ เลขที่ 73/39 ซอยวิภาวดี 64 ถนนวิภาวดี-รังสิต แขวงตลาดบางเขน เขตหลักสี่ กรุงเทพมหานคร หรือที่แจ้งเปลี่ยนแปลงในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders of the year 2010 to be held on Friday, 30 April 2010 at 14.00 hrs., at the Ebina Hall Convention, Ebina House Hotel, 73/39 Soi Vibhavadi 64, Vibhavadi-Rangsit Road, Kwang Talad Bangkhen, Khet Laksi, Bangkok or on any date and at any postponement thereof.

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

- วาระที่ ..... เรื่อง .....
- Agenda                      Subject
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร หรือ  
(a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate. or
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote in accordance with my wish as follows:
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- 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

Map

