



HANA Microelectronics Public Co., Ltd.

CHARTER OF CORPORATE GOVERNANCE COMMITTEE

The board of directors has approved the Charter of Corporate Governance Committee in order to ensure the Committee performing duties and responsibilities with a clear scope in overseeing, advising and setting the guidance in compliance with the best practice of corporate governance properly.

Composition and Qualifications of Corporate Governance Committee

- 1) The Corporate Governance Committee shall compose of at least three (3) directors and the majority is the independent directors.
- 2) The director serves a term of three (3) years. The director completing a term may be reappointed by the board of directors.
- 3) The chairman of the committee shall not be the chairman of the board of directors.

Duties and Responsibilities

The Corporate Governance Committee is assigned following scope of authorities:

- 1) To consider, review and revise the corporate governance policy continually at least once (1) a year to keep the company's corporate governance policy update and in line with the international standards, laws, criteria, rules and regulations
- 2) To monitor and evaluate at the end of each year, the performance of the directors and executives in compliance with best practices as specified in the corporate governance policy
- 3) To prepare the annual report on corporate governance including any necessary opinion and suggestion and propose to the board
- 4) To perform any other duties assigned by the board

Meeting

The Committee shall meet at least one (1) time each year and at such other times as it deems necessary to fulfill its responsibilities.

Charter Review

The Corporate Governance Committee will review the Charter annually and suggest revising as appropriate.

By the Board of Directors

14 August 2013