
MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR 2016
OF
STARS MICROELECTRONICS (THAILAND)
PUBLIC COMPANY LIMITED

Time and Place

Held on Tuesday, 26 April 2016 at 14.00 hrs. in Magic 2 Room, 2nd floor, the Miracle Grand Convention Hotel, Viphavadee Road, Laksi , Donmuang , Bangkok.

Preliminary proceedings

Mrs.Kulkanist Khamsirivatchara, the Company's independent legal advisor and the meeting facilitator, started the 2016 general annual meeting of shareholders by welcoming the shareholders attending, and announced that 152 shareholders and proxies possessing a total of 218,798,462 shares or representing 52.3143 per cent of the total 418,237,983 paid up shares were at the meeting, forming a meeting quorum as specified by the Company's regulations. After the meeting was declared opened more participants joined, bringing the number to 177 shareholders and proxies at the meeting, representing a total of 244,003,703 shares or 58.3409 per cent of the total paid up shares.

Mr. Yunyong Sawasdi, the Company's Secretary, then introduced the following Board Directors, executives, auditors, independent legal advisors, and the Company's consultants attending the meeting.

Six Board Directors

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|----|--|--|
| 1. | Mr. Somnuk Chaikul | Chairman of the Board & Chairman of Executive Committee |
| 2. | Mr. Prompong Chaikul | Director, Executive Director, Risk Management Committee Member & Chief Procurement Officer |
| 3. | Mr. Prasart Yunibhand | Director |
| 4. | Mrs. Poonpun Chaikul | Director |
| 5. | Assoc. Prof. Dr. Aekkachai Nittayagasetwat | Independent Director, Audit Committee Member & Remuneration Committee Member |
| 6. | Assoc. Prof. Dr. Kamphol Panyagometh | Independent Director, Audit Committee Member & Chairman of the Risk Management Committee |

Three executives to present information

- | | |
|--------------------------------|---|
| 1. Mr. Peerapol Wilaiwongstien | Chief Executive Officer & Executive Director |
| 2. Mr. Chainarong Nimmantevin | Executive Director & Chief Operations Officer
(Operations & Development) |
| 3. Dr. Tattee Khayim | Executive Director & Chief Business Development
Officer |

One auditors from EY Office Limited

1. Ms. Arada Phantawong

Two consultant from DS Prudential Management Co Ltd.

1. Mr. Kanath Srisupa-at
2. Mr. Chaiyaphorn Yocavajorn

Two independent legal advisors from Siam Premier International Law Office Limited

1. Mrs. Kulkanist Khamsirivatchara
2. Ms. Pornpilai Kosolprapa

Two official from OJ International Co., Ltd.

1. Mr. Pornpat Utchin
2. Ms. Narumol Dongpan

The Company invited OJ International Co., Ltd., its registrar, to examine the shareholders' registration and counted the votes with the Company's independent legal advisors.

Then the Company's Secretary invited Mr. Somnuk Chaikul, Chairman of the Board, who chaired the meeting to declare the meeting open. The Chairman welcomed shareholders to the Annual General Meeting of Shareholders for 2016, delivered an opening speech and assigned Mrs. Kulkanist Khamsirivatchara, the Company's independent legal advisor, to be the meeting facilitator.

Ms. Pornpilai Kosolprapa provided details regarding voting procedures and the vote-counting methods summarized as follows:

- (1) Shareholders are entitled to one vote per share held. Each shareholder thus has as many votes as the number of the shares held or represented by proxy.
- (2) Shareholders having a conflict of interest regarding a particular agenda item are not entitled to cast a vote on that item.

- (3) The meeting facilitator shall ask in regard to every agenda item if there is any person who wants to vote against the item or abstain from voting. If so, the person is advised to express his/her wish in the vote ballot by making a check mark ☒ in the box as needed and then raise his/her hand to signal that the ballot be collected and counted. Other than that, it is considered that the agenda item gets a vote of approval, in which case those with no objection or abstaining do not have to vote in the vote ballot. The facilitator then deducts the number of votes against and the abstained votes from the total number of votes of the meeting attendees to get the final voting results for that particular agenda item.
- (4) The Company shall consider the votes of those who do not tender their ballots as votes for that particular agenda item.
- (5) Those proxy holders shall not cast their vote on the ballots in the case where shareholders have voted for or against or abstained on any agenda item in their proxy forms. The Company shall count the votes identified in the proxy forms for the convenience of meeting participants. However, in the case where the shareholders have not expressed their vote in their proxy forms, proxy holders are requested to vote on each agenda as though the shareholders were attending the meeting in person.
- (6) The meeting facilitator shall announce the voting results of each agenda item. The votes counted shall include both the votes of shareholders attending the meeting in person and by proxy. For each item, the latest number of shares of those attending the meeting shall apply.
- (7) Resolutions of this shareholders' meeting comprise the votes as follows:
- Agenda items 1, 3-5, 7, 12 and 13 require the majority vote of the total number of votes of the shareholders attending the meeting and voting.
 - Agenda item 6 requires no less than two-thirds of the total number of votes of the shareholders attending the meeting.
 - Agenda item 8-11 requires an approval vote from the shareholder meeting by the vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote.
 - Agenda item 14 requires an approval vote from the shareholder meeting by the vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote and no objection from shareholders holding more than 10% of the total votes of the shareholders attending the meeting and eligible to vote in this agenda. In this agenda, the directors and the executives, who are the company's shareholders and are allotted SMT-WB, are regarded as special stakeholders. So, they cannot vote.

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- Agenda item 15 requires an approval vote from the shareholder meeting for individual person by the vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote and no objection from shareholders holding more than 5% of the total votes of the shareholders attending the meeting and eligible to vote in this agenda. In this agenda, Mr. Peerapol, Mr. Tattee and Mr. Prompong, together with the related people, who are the company's shareholders, are regarded as the special stakeholders. So, they cannot vote.
 - Agenda item 2 does not require any voting as it is to inform only.
- (8) Those shareholders who wish to make inquiries or request additional information are requested to identify themselves for the Company's reference.

The meeting facilitator then proceeded with the meeting according to the agenda as follows:

Agenda 1 Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2015.

The meeting facilitator stated that the Company held the 2015 annual general meeting of the shareholders on 27 April 2015. A copy of the minutes was delivered to shareholders along with the letter of invitation to the annual general meeting with details as per items attached 1. The minutes of the meeting were completed within 14 days from the date of the meeting and were submitted to the Securities Exchange of Thailand and the Ministry of Commerce within the time period specified by law. They were also disseminated through the Company's website.

Participants were then invited to ask any questions or state their wish to make corrections to the minutes.

As no participants raised any questions or wished to make any corrections, the meeting facilitator moved that the meeting resolve to approve the minutes of the meeting.

Resolution: The Meeting Resolution to Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2015 held on 27 April 2015 with the following votes.

Approval	239,980,101	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes		

Agenda 2 Be informed of the Company's performance of the year 2015.

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The meeting facilitator asked the meeting participants to consider and acknowledge the Board of Directors' report as presented in the 2015 annual report and invited Mr. Peerapol Wilaiwongstien , Chief Executive Officer, to present the Company's performance.

Mr. Peerapol Wilaiwongstien, Chief Executive Officer, first stated that there were 4 major issues in the report as follows:

- (1) 2015 Change Overview
- (2) 2015-2016 Strategy
- (3) New Customer Progress
- (4) Product Transition & Financial Outlook



2015 Change Overview



Our Vision

Vision

"To be a **sustainably profitable and growing** company by providing five-star customer satisfaction and quality goods through a skilled workforce and world class manufacturing facility."

Peerapol Wilaiwongstien
CEO

วิสัยทัศน์

"เราจะเป็นบริษัทที่มีการเจริญเติบโตและสร้างผลกำไรอย่างยั่งยืน โดยการให้บริการและผลิตสินค้า ที่ให้ความสำคัญระดับห้าดาวแก่ลูกค้าโดยใช้พนักงานที่มีทักษะสูงและสิ่งอำนวยความสะดวกระดับโลก"

พีระพล วิลัยวงศ์เทียน
ประธานเจ้าหน้าที่บริหาร

CONFIDENTIAL PROPRIETARY

Our Core Values

Do it Right & Do it Now

4C CORE VALUE

CUSTOMER FOCUS / CREATIVITY
COST AWARENESS / CROSS FUNCTIONAL TEAMWORK

Vision and Core Value

Our Vision : "To be a sustainably profitable and growing company by providing five-star customer satisfaction and quality goods through a skilled workforce and world class manufacturing facility."

Our Core value:

Customer Focus
Cost awareness
Cross Functional teamwork
Creativity
"DO IT RIGHT & DO IT NOW"

2015-2016 Strategy

2015-2016 Strategy

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2015-2016 Strategy

Strategy

1. Cost reduction to maximize profit of current products.
ลดต้นทุน
2. Increase volume of current customers for better utilization.
เพิ่มปริมาณการผลิต
3. Diversify our services, products and customers
ธุรกิจใหม่ เพิ่มลูกค้าหลากหลาย

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3 Strategies

1. Cost reduction to maximize profit of current products.

2. Increase volume of current customers for better utilization.
3. Diversify our services, products and customers.



2015 Cost Reduction:

Mr. Peerapol Wilaiwongstien summarized the important cost reduction projects for 2015. With the employees' cooperation, the company saved around 96.5 MB from 129 projects. As a result, the company's gross margin improved. The company will continue these projects and expect savings of around 100 MB in 2016.

Diversify Business:





From 2016 onward, the company will focus on high value added products which produced high gross margin, have fewer competitors and use higher skills. The company will act as a turn-key solution provider who develops business strategies continuously.

After that, Mr. Peerapol Wilaiwongstien introduced the business development team under the lead of Mr. Tattee Khayim, networks and partners around the world such as USA, Europe and Asia. He also described the international standard the company has endorsed and has received certificates such as BCM (Business Continuity Management Certified), RoHS Complaint Standard, Carbon Footprint Standard and EICC (Electronics Industry Citizenship Coalition).

New Customer Progress



Mr. Peerapol Wilaiwongstien reported the progress of adding new customers in 2015 and 2016 and assigned Mr. Tattee Khayim, Chief Business Development Officer (CBDO), to report the meeting.

Mr. Tattee Khayim said the key products in 2016 are 360 Fly and Front-end IC packaging and Test, Wafer Dicing Laser and Blade Saw.

Mr. Tattee Khayim showed the product sample, explained the features and informed the production progress of each product group as follows-

- **Advanced Consumer Products**

- (1) Quick Connect
- (2) Headset with Throat Microphone

- **Specialty Products**

- (1) Surveillance Camera
- (2) Electronics Lock
- (3) Solar Panel Control Box
- (4) Solar Panel Assembly

- **Medical Products**

- (1) Muscle Simulator
- (2) TMDD

- **Optical Products**

- (1) Active Optical Micro Assembly
- (2) TOSA / ROSA / Transceivers
- (3) Transceivers 2
- (4) Integrated RGB Laser Source

After Mr. Tattee Khayim's presentation, Mr. Peerapol Wilaiwongstien reported the company's financial performance and product mix strategy.

After that, to comply with the policy of the Security Exchange Committee (SEC) and Thai Investors Association who encouraged the listed companies to prepare the plan against corruption. Mr. Somnuk Chaikul, Chairman, informed the attendees that the company set the policy against corruption and the guidelines to prevent corruption and was publicized on page 34 of the 2015 Annual Report, although the company has not participated in this program formally. The company has not received any complaints about corruption or any misconducts. The company is studying this matter seriously to consider participating in this program.

The meeting facilitator asked whether there were any questions.

Questions and recommendations of shareholders

1. **Mr. Pawarit Suwanpaetai, a shareholder**, asked if the company had been certified ISO 13485 and Mr. Tattee Khayim confirmed

2. **Ms. Rujira Bangkultham, a shareholder,** gave a compliment to the company hearing the Chairman discussing the corruption policy of the company and asked the company to join the action against corruption. Mr. Somnuk Chaikul said the company would consider.

The meeting facilitator concluded that the meeting acknowledged the Board of Directors' report on the Company's operational performance in 2015 as presented by the CEO.

Resolution: The meeting was informed of the Board of Directors' report on the Company's performance of the year 2015.

Agenda 3 Consider and approve the statement of financial position and income statement for the year ended on December 31, 2015 and the report of the auditor.

Ms. Passara Opartniph, Assistant Director (Accounting) presented details of the balance sheets and the profit and loss statement as well as the auditors' report as it appeared on pages 83-126 of the 2015 annual report delivered along with the letter of invitation to the annual general meeting of the shareholders.

Performance in 2015 according to the separate financial statement & consolidated financial statements of the Company and its subsidiaries can be summarized as follows:

(unit: million baht)

Description	Consolidated financial statement	Separate financial statement
Total assets	3,436	3,429
Total liabilities	1,691	1,654
Total revenues	7,670	7,618
Profit (net) loss	(62.90)	(62.99)
Profit (loss) per share (baht per share)	(0.132)	(0.151)

The meeting facilitator asked, who have any questions or not?.

There were no questions, The meeting facilitator moved that the meeting approve the statement Of financial position and the income statement for the year ending 31 December 2015 and the auditors' report.

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Resolution: The meeting unanimously resolved to approve the statement of financial position and income statement for the year ended on December 31, 2015 and the report of the auditor with the following votes.

Approval	244,000,328	votes	=	99.9986%
Disapproval	3,375	votes	=	0.0014%
Abstention	0	votes		

Agenda 4 Consider and approve omitting the dividend payment from the operating result of the year 2015.

The meeting facilitator said that as of 31 December 2015, the company had net profit (loss) of (62.90) million baht and had the accumulated deficit, the Board of Directors opined to omit the dividend payment from operating result of the year 2015.

The meeting facilitator asked, who have any questions or not?

There were no questions, The meeting facilitator moved that the meeting approve the omission of dividend payment for the performance of the year 2015 as proposed and asked if there were any shareholders who wanted to object or to abstain from voting. There were no shareholders who wanted to do so. Therefore, the votes were announced.

Resolution: The meeting unanimously resolved to approve omitting the dividend payment from the operating result of the year 2015 with the following votes.

Approval	244,000,328	votes	=	99.9986%
Disapproval	3,375	votes	=	0.0014%
Abstention	0	votes		

Agenda 5 Consider and approve appointing Directors to replace the ones who will complete their terms of office.

The meeting facilitator said that the Public Limited Company Act and the Company's regulations stipulate that one third of the Directors have to vacate after completing their terms at the general meeting of shareholders. For 2016, four Directors shall vacate after completing their terms, comprising the following persons:

- 1.Mr. Dheerasak Suwannayos Director
- 2.Mr. Chong Kwen Sam Director

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3.Mr. Prompong Chaikul Director

Mr. Dheerasak Suwannayos, independent director, completed his term and didn't want to continue due to his personal obligation. The Board of Directors considered and realized that 8 directors are enough for the company's management to run efficiently. Therefore, the company didn't propose any replacement. The number of the directors will be 8 instead of 9.

The Board of Directors states that the Meeting should reappoint the 2 Directors to be Directors for another term.

1.Mr. Chong Kwen Sam Director

2.Mr. Prompong Chaikul Director

The 2 directors are qualified, knowledgeable, capable, experienced in management and have a clean working record. They have worked very well as Directors and in sub-committees. The Board of Directors recommends that the Meeting should reappoint the 2 Directors to be Directors for another term. The curricula vitae of the nominated persons are attached as Attachment 3.

The meeting facilitator moved that the meeting appoint Directors to replace those completing their terms of office individually.

Resolution: The Meeting resolved to appoint the following persons as directors in replacement the ones who would complete their terms of office with the following votes.

(1) Mr. Chong Kwen Sam was reappointed to be Director with the following votes.

Approval	239,828,848	votes	=	98.2890%
Disapproval	4,174,855	votes	=	1.7110%
Abstention	0	votes		

(2) Mr. Prompong Chaikul was reappointed to be Director with the following votes.

Approval	239,828,848	votes	=	98.2890%
Disapproval	4,174,855	votes	=	1.7110%
Abstention	0	votes		

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Agenda 6 Consider and approve the remuneration of Directors for the year 2016.

The meeting facilitator said that the Company's Board meeting proposed that the Remuneration Committee considers the competitiveness of remuneration in listed companies in the same industry, performance, business size, directors' accountability and current economic situation, maintaining the same rates as those approved by the shareholders' meeting in 2015.

Details as they appeared in the letter of invitation to the annual general meeting of the shareholders are shown in the following table.

	Position	Remuneration (baht/person/month)	Meeting allowance (baht/person/meeting)
Board of Directors	Chairman	36,000	5,000
	Member	24,000	5,000
Audit Committee	Chairman	36,000	5,000
	Member	30,000	5,000
Remuneration Committee	Chairman	0	5,000
	Member	0	5,000
Risk Management Committee (Only Risk Management Committee member who came from Independent Director)	Chairman	0	5,000
	Member	0	5,000

Participants were then given the opportunity to raise questions. As no questions were raised, the meeting facilitator moved that the meeting approve the remuneration of Directors and Committee Members for 2016 as proposed.

Resolution: The meeting unanimously resolved to approve the remuneration of Directors for 2016 more than two-thirds of the total number of votes of the shareholders attending the meeting.

Approval	244,000,328	votes	=	99.9986%
Disapproval	3,375	votes	=	0.0014%
Abstention	0	votes		

Agenda 7 Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2016.

The meeting facilitator said that to comply with the law, the Company's Board of Directors'

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resolution asked the general shareholders' meeting to consider and appoint the auditors for the accounting year 2016 and determine their remuneration. The Company proposed the appointment of

1. Mr. Termphong Opanaphan (Certified Public Accountant License No. 4501) and/or
2. Ms. Vissuta Jariyathanakorn (Certified Public Accountant License No. 3853) and/or
3. Miss Manee Rattanabunnakit (Certified Public Accountant License No. 5313)

of EY Office Limited as the auditors for 2016 of the Company and its subsidiaries. Any of the said auditors shall have the authority to audit and give opinions regarding the Company's financial statements including the consolidated financial statements. In the case where the auditors whose names are listed above cannot fulfill their duties, EY Office Limited shall have the authority to appoint other EY Office Limited auditors to do the work instead. Pertaining to this, the auditors shall not have any relationship or hold any stake in the Company, its directors, major shareholders or any person related to them.

(Note : Mr. Termphong Opanaphan and Miss Vissuta Jariyathanakorn are original accountants since the year 2014-2015. Miss Manee Rattanabunnakit is an original accountant since the year 2015.)

The auditor fee for the year 2016 proposed totally 1,575,000 baht increasing of 40,000 baht from the year 2015.

(unit: Baht)

Descriptions	2016	2015
- Examination of the financial statements for year ending and Review interim (SMT)	1,575,000	1,535,000

Increasing from the year 2015

Amount of Baht 40,000

- Review of the interim financial statements (STARS USA)	105,000	105,000
- Examination of the financial statements for year ending and Review interim (SMT GE)	50,000	50,000
- Examination of the financial statements for year ending and Review interim (SS RFID)	150,000	150,000
Totals	305,000	305,000

The meeting facilitator asked, who have any questions or not?

There were no questions, The meeting facilitator then moved that the meeting approve the appointment of the auditors and the remuneration for 2016 as proposed.

Resolution: The meeting unanimously resolved to approve the appointment of the auditors and the Auditor Fee for the year 2016 as proposed, with the following votes.

Approval	242,159,427	votes	=	99.2442%
Disapproval	1,844,276	votes	=	0.7558%
Abstention	0	votes		

Agenda 8 Consider and approve the issuance and offering of Debentures in the amount of not exceeding to Baht 1,500,000,000.

The meeting facilitator said that to provide capital for investment and/or to repay existing bank debt and/or to serve as working capital and to create a wide range of financial products in financing, the Company's Board of Directors' recommends the Shareholder Meeting to consider and approve the issuance and offering of debentures and give authorized according to this Invitation Letter and Slide . The details are as follows:

Type	: Debentures, with and/or without a name registered, subordinated debentures and/or unsubordinated debentures, secured and/or unsecured debentures, with and/or without debenture holders representative, depending on market conditions.
Amount	: The combined total amount not exceeding Baht 1,500,000,000 by issuing either single or multiple offerings. Therefore, in the event of early redemption and/or debentures is matured, the Company shall issue new debentures by offering a new series of debentures plus accrued original has not been redeemed that may not exceed the above amount or equivalent.
Tenor	: Up to 10 years from the date of issuance of the debentures
Currency	: In Baht and/or the equivalent in other currencies
Coupon Rate	: Subject to market conditions at the time of issuance and offering and other relevant factors.
Debenture redemption	: Debenture holders and/or the Company may or may not have the right to redeem debentures prior to maturity, depending on the terms and conditions of each debenture issuance.

- Offering : Debentures will be offered in one or several occasions, and/or as a project, and/or revolving basis nature. The debentures are to be offered domestically and/or internationally to the public, and/or by private placement, and/or to high net worth investors, and/or to local institutional investors, and/or to foreign institutional investors in accordance with the notifications of Securities and Exchange Commission and/or the notifications of Capital Market Supervisory Board and/or other relevant rules and regulations in force at the time the debentures are issued and offered.
- Others : Subject to market conditions at the time of issuance and other relevant factors.

The Company's Board of Directors' proposing the Share holder's Meeting to approve the issuance and offering of debentures as details mentioned above. Provided that the Board of Directors or Board of Executive Directors or the person designated by the Board of Directors or Board of Executive Directors shall have a power to consider and determine criteria, conditions and other details relating to the issuance and offering of debentures which have not yet been determined as necessary and appropriate according to the laws, such as, name and characteristics, type of offering, amount of debentures to be issued and offered for sale each time, type of debentures, guarantee, collateral, offering price per unit, term, maturity, repayment schedule, early redemption right, other rights and duties according to the debentures to be issued at such time, interest rate, principal and interest payment method, allocation method and details of offering, etc. Also it includes the listing of debentures on the Bond Exchange, the Stock Exchange of Thailand, securities dealing center or any other secondary markets including organizations. Authorized persons also have the power to apply for approval from, make disclosure to, and proceed any and all relevant acts with the relevant regulatory agencies, appoint advisors, underwriters, registrar, debenture holder representative or relevant persons with respect to the issuance and offering of debentures as well as contact, negotiate, enter into, execute and amend relevant documents and contracts, and take any action relating to the issuance and offering of debentures as necessary and appropriate.

The meeting facilitator asked, who have any questions or not?

There were no questions, The meeting facilitator then moved that the meeting approve the issuance and offering of Debentures in the amount of not exceeding to Baht 1,500,000,000. And give authorized as propose and asked, have shareholders Disapproval or Abstention or not? There were no shareholders who wanted to asked. Therefore, the votes were announced.

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Resolution: The meeting unanimously resolved to approve the issuance and offering of Debentures in the amount of not exceeding to Baht 1,500,000,000 and give authorized as proposed more than three-fourths of the total number of votes of the shareholders attending the meeting, with the following votes.

Approval	244,000,328	votes	=	99.9986%
Disapproval	3,375	votes	=	0.0014%
Abstention	0	votes		

Agenda 9 Consider and approve the change in the par value of the Company's registered shares and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital, from 2.00 baht per share to 1.00 baht per share.

The meeting facilitator said that the Company intends to changes value of company's shares (Split Par) for liquidity on trading thus the Board of Directors' Opinion recommends proposing the Meeting to approve the change in the par value of the Company's registered shares from Baht 2.00 per share to Baht 1.00 per share .The Company's registered capital will remain the same but the amount of ordinary shares will increase from 419,582,439 shares to 839,164,878 shares, these changes makes increase in company's ordinary shares by not affect proportion of holding shares and registered capital are the same. And for accordant to the law the Shareholder meeting must approve the amendment of Clause 4. of the Memorandum of Association of the Company to be accordance with the amendment of par value of the Company's shares as by cancelling the existent contents and use the new contents as mentioned below:

“Clause 4. Registered Capital	839,164,878 Baht	(Eight Hundred Thirty Nine Million One Hundred Sixty Four Thousand and Eight Hundred Seventy Eight Baht)
Divided into	839,164,878 Shares	(Eight Hundred Thirty Nine Million One Hundred Sixty Four Thousand and Eight Hundred Seventy Eight shares)
Par value of	1.00 Baht	(One Baht)

Divided as follows;

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Ordinary shares	839,164,878	Shares	(Eight Hundred Thirty Nine Million One Hundred Sixty Four Thousand and Eight Hundred Seventy Eight shares)
Preferred shares	-	Shares	(-)"

The meeting facilitator asked, have shareholders Disapproval or Abstention or not? Who have any questions or not?

Questions and recommendations of the shareholders

1. **Ms. Rujira Bangkultham, the authorized representative from the Thai Investors Association,** asked how many registered shares have increased from the original registered shares.

The meeting facilitator said that from the letter to the annual general shareholders' meeting, the original registered shares were 419,582,439 shares. After the par value split from 2 to 1 Baht, the registered shares increased to be 839,164,878 shares.

Resolution: The meeting unanimously resolved to approve the change in the par value of the Company's registered shares and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital, from 2.00 baht per share to 1.00 baht per share.as proposed more than three-fourths of the total number of votes of the shareholders attending the meeting, with the following votes.

Approval	244,000,328	votes	=	99.9986%
Disapproval	3,375	votes	=	0.0014%
Abstention	0	votes		

Agenda10 Consider and approve decreasing the Company's registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital.

The meeting facilitator said that in compliance with the provisions of the Public Company Act that require the Company to decrease registered capital by cancelling unissued registered shares prior to increase capital. The Company shall decrease the Company's registered capital from Baht 839,164,878 to Baht 836,475,966 by cancelling 2,688,912 unissued registered shares with the par value of Baht 1.00 per share, which reserved for exercising warrants to purchasing ordinary shares issued and offered to directors

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and/or employees of the Company No. 1 (SMT-WA) left over from the last exercise and already expired on 30 May 2014 and the amendment of Clause 4. of the Memorandum of Association of the Company to be in accordance with the reduction of the registered capital as by cancelling the existent contents and use the new contents as mentioned below:

“Clause 4. Registered Capital	836,475,966 Baht	(Eight Hundred Thirty Six Million Four Hundred Seventy Five Thousand and Nine Hundred Sixty Six Baht)
Divided into	836,475,966 Shares	(Eight Hundred Thirty Six Million Four Hundred Seventy Five Thousand and Nine Hundred Sixty Six shares)
Par value of	1.00 Baht	(One Baht)
<i>Divided as follows;</i>		
Ordinary shares	836,475,966 Shares	(Eight Hundred Thirty Six Million Four Hundred Seventy Five Thousand and Nine Hundred Sixty Six shares)
Preferred shares	- Shares	(-)

The meeting facilitator asked, Who have any questions or not?

There were no questions, The meeting facilitator then move the meeting approve decreasing the Company’s registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital.

Resolution: The meeting unanimously resolved to approve decreasing the Company’s registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital as proposed more than three-fourths of the total number of votes of the shareholders attending the meeting, with the following votes.

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Approval	244,000,328	votes	=	99.9986%
Disapproval	3,375	votes	=	0.0014%
Abstention	0	votes		

Agenda 11 Consider and approve the increasing of the Company's registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital.

The meeting facilitator said that the Company is necessary for funding for business expansion and used as working capital of the Company. Therefore, the Company intends to increase the Company's registered capital from Baht 836,475,966 to Baht 1,020,771,159 by issuing 184,295,193 new ordinary shares with par value of Baht 1.00 per share to reserve for the exercise of SMT-W1 and SMT-WB. Details are shown in Capital increase report (Enclosure 4) with sending to the shareholder and will said in Agenda 13 to 15. And for accordant to the law the Shareholder meeting must approve the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital to be in accordance with the increasing of the Company's registered capital by cancelling the existent contents and use the new contents as mention below:

“Clause 4. Registered Capital	1,020,771,159 Baht	(One Thousand Twenty Million Seven Hundred Seventy One Thousand and One Hundred Fifty Nine Baht)
Divided into	1,020,771,159 Shares	(One Thousand Twenty Million Seven Hundred Seventy One Thousand and One Hundred Fifty Nine shares)
Par value of	1.00 Baht	(One Baht)
<i>Divided as follows;</i>		
Ordinary shares	1,020,771,159 Shares	(One Thousand Twenty Million Seven Hundred Seventy One Thousand and One Hundred Fifty Nine shares)
Preferred shares	- Shares	(-)

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The meeting facilitator asked, Who have any questions or not?

There were no questions, The meeting facilitator then move the meeting approve the increasing of the Company's registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital. And have shareholders Disapproval or Abstention or not? There were no shareholders who wanted to asked. Therefore, the votes were announced.

Resolution: The meeting unanimously resolved to approve the increasing of the Company's registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital. as proposed more than three-fourths of the total number of votes of the shareholders attending the meeting, with the following votes.

Approval	244,000,328	votes	=	99.9986%
Disapproval	3,375	votes	=	0.0014%
Abstention	0	votes		

Agenda 12 Consider and approve the allotment of newly issued ordinary shares.

The meeting facilitator said that according to Agenda 11 of funding for expansion of business, the Company needs to increase the registered capital to be in accordance with law, the Meeting need to allocation of new ordinary shares as amounting of not exceeding 184,295,193 shares with par value of Baht 1.00 per share as follows:

- 1) Amount of not exceeding 167,295,193 new ordinary to reserve for the exercise of SMT-W1 that will consider in Agenda 13.
- 2) Amount of not exceeding 17,000,000 new ordinary shares to reserve for the exercise of SMT-WB that will consider in Agenda 14 and 15.

In addition to the flexibility in the allocation of newly issued ordinary shares as 1) – 2) above, the Board of Directors recommends proposing the Meeting to consider giving the Board of Directors and/or Executive Chairman or the person(s) who is authorized by the Board of Directors and/or Executive Chairman shall be authorized or have the authority to take any actions necessary as appropriate regarding to the registration of change in par value, decrease and increase of registered capital of the Company including the authority to correct wording or contents for minutes of Shareholders' meeting or Memorandum of Association and/or the request information and/or the various actions necessary in compliance with the order of Registrar in relation to the amendment in par value, decrease and increase of registered capital of the Company with Department of Business Development, Ministry of Commerce.

The meeting facilitator asked, Who have any questions or not?

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There were no questions, The meeting facilitator then move the meeting approve the allotment of newly issued ordinary shares and authorized. And have shareholders Disapproval or Abstention or not? There were no shareholders who wanted to asked. Therefore, the votes were announced.

Resolution: The meeting unanimously resolved to approve the allotment of newly issued ordinary shares with the following votes.

Approval	244,000,328	votes	=	99.9986%
Disapproval	3,375	votes	=	0.0014%
Abstention	0	votes		

Agenda 13 Consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 1 (“SMT-W1”) to existing shareholders of the Company in proportion of shareholdings

The meeting facilitator said that as plans of the Company on funding for expansion of business and used for working capital of the Company, the Company intends to issue and offer the warrants in the amount of not exceeding 167,295,193 units to existing shareholders of the Company in proportion of shareholdings at the ratio of 5 existing shares to 1 unit of SMT-W1 (fractions will be discarded). The exercise price is Baht 8.00 per share. Details are shown in summary details of SMT-W1 (Enclosure 5).

Therefore, the Board of Directors and/or Executive Chairman or the person(s) who is authorized by the Board of Directors and/or Executive Chairman shall be authorized to determine or change terms, conditions and other details including but not only limited to exercise price, exercise ratio, allotment and issue date of SMT-W1 as well as the authority to consider the necessity of the issuance of new ordinary shares to accommodate an adjustment or changes in exercise price and/or exercise ratio related to SMT-W1, and shall also be empowered to take any actions necessary as appropriate regarding to the issuance and offering of SMT-W1 and listing SMT-W1 on the Stock Exchange of Thailand as well as to proceed for necessary approval from relevant authorities.

The meeting facilitator then move the meeting approve the issuance and offering of the warrants to purchase ordinary shares of the Company No.1 (“SMT-W1”) to existing shareholders of the Company in proportion of shareholdings and authorized .And have shareholders Disapproval or Abstention or not?

Questions and recommendations of the shareholders

1. **Mr. Worapong Ladsena, a shareholder**, asked how old is the warrant.

Mr. Somnuk Chaikul said the warrant’s period is 3 years from the issue date.

2. **Mr. Kittisak Thamparipatra, a shareholder**, asked when the warrant could be exercised.

Mr. Somnuk Chaikul said after the shareholders meeting's approval, the company, by law, would register with the Department of Business Development, the Ministry of Commerce. After that, the company would set the date to exercise.

3. **Mr. Somsith Sukrasanti, a shareholder**, asked what the price of a warrant would be.

Mr. Chaiporn Yocavajorn, a consultant from DS Prudential Management Co., Ltd. said that the exercise price is 8 Baht per share which is four fold of the par price.

There were no shareholders who wanted to asked. Therefore, the votes were announced.

Resolution: The meeting unanimously resolved to approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 1 ("SMT-W1") to existing shareholders of the Company in proportion of shareholdings and authorized with the following votes.

Approval	244,000,328	votes	=	99.9986%
Disapproval	3,375	votes	=	0.0014%
Abstention	0	votes		

Agenda 14 Consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 2 ("SMT-WB") to directors and/or employees of the Company.

The meeting facilitator said that to enhance morale of directors and employees who have taken part in the Company's past achievement and to motivate and reward the key personal in order to retain them to work with the Company in long term. This will be favorable to business operation and future performance of the Company, then the Company intends to issue and offer of SMT-WB in the amount of not exceeding 17,000,000 units to directors and/or employees of the Company without charge. Details are shown in summary details of SMT-WB (Enclosure 6).

Therefore, the Board of Directors and/or the Remuneration Committee and/or Executive Chairman or the person(s) who is authorized by the Board of Directors and/or the Remuneration Committee and/or Executive Chairman shall be authorized to determine or change date to issue and offer, terms, conditions and other details of SMT-WB as well as the authority to consider the necessity of the issuance of new ordinary shares to accommodate an adjustment or changes in exercise price and/or exercise ratio related to SMT-WB within the law and applicable regulations, to sign such documents and

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perform all such other acts as may be necessary in order to issued and offered SMT-WB including listing ordinary shares from exercising of SMT-WB to the Stock Exchange of Thailand and performing necessary procedures for registration etc.

In addition, 2 independent directors, who named the Company proxies from the shareholders to vote in this meeting, have been allocated SMT-WB in the round. The details are as follows:

No.	Name	Position	No. of SMT-WB that have been allocated	% Of total SMT-WB
1.	Assoc.Prof.Dr.Kamphol Panyagometh	Independent Director and Audit Committee	500,000	2.94
2.	Assoc.Prof.Dr.Aekkachai Nittayagasetwat	Independent Director and Audit Committee	500,000	2.94

The meeting facilitator asked, Who have any questions or not?

There were no questions, The meeting facilitator then move the meeting approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 2 (“SMT-WB”) to directors and/or employees of the Company and authorized.

In this agenda, directors and executives who are shareholders of the company and are allotted the warrant (SMT-WB) are regarded as special stakeholders. Therefore, they could not vote. The meeting facilitator asked if any shareholders wanted to object or abstain. When there was no objection or abstention, the meeting facilitator announced the vote.

Resolution: The meeting unanimously resolved to approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 2 (“SMT-WB”) to directors and/or employees of the Company and authorized by the vote as proposed more than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote and no objection from shareholders holding more than 10% of the total votes of the shareholders attending the meeting and eligible to vote in this agenda , with the following votes.

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Approval	192,919,050	votes	=	99.9983%
Disapproval	3,375	votes	=	0.0017%
Abstention	0	votes		

Agenda 15 Consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 2 (“SMT-WB”) to directors and/or employees who are allotted exceeding 5% of this issued and offered SMT-WB for individual person

The meeting facilitator said that to issuance and offering of SMT-WB in this time to directors and/or employees of the Company which have 3 persons who are allotted exceeding 5% of this issued and offered SMT-WB as follows:

1. Mr. Peerapol Wilaiwongstien
2. Mr. Tattee Khayim
3. Mr. Prompong Chaikul

The detailed of 3 persons, number of warrant that have been allocated, the opinion of the Remuneration Committee (Enclosure 7) and appeared in the letter of invitation and slide.

No.	Name	Position	No. of SMT-WB that have been allocated	% Of total SMT- WB
1.	Mr. Peerapol Wilaiwongstien	Executive Director and Chief Executive Officer	3,000,000	17.65
2.	Mr. Tattee Khayim	Executive Director and Chief Business Development Officer	1,800,000	10.59
3.	Mr. Prompong Chaikul	Director, Executive Director and Chief Procurement Officer	1,100,000	6.47

The Remuneration Committee’s Opinion:

1. Mr. Peerapol Wilaiwongstien

The Remuneration Committee considered and had opinion that Mr. Peerapol Wilaiwongstien presently occupies the positions of Executive Director and Chief

Executive Officer. He is an experienced with expertise in business and a leadership which is acceptable to all personnel in the Company and outsiders. He has a far-sighted vision and establishing policies and strategies for the Company and is able to apply his management and administration knowledge in practice in the organization. He can regain the performance of the Company such a policy to reduce operating costs, a policy to seeks new markets by focusing on markets with high margin (Gross Profit Margin) to replace its existing markets with low Gross Profit Margin and a policy to support the development of innovative products with advanced technologies that will enhance the competitiveness of the Company to sustainable growth, etc. The proposed allocation of warrants is considered remuneration and an incentive to perform even more efficiently and maintain a valuable resource for the Company in long-term and will have positive repercussions for the Company.

2. *Mr. Tattee Khayim*

The Remuneration Committee considered and had opinion that Mr. Tattee Khayim presently occupies the positions of Executive Director and Chief Business Development Officer. He is an experienced with expertise in the marketing of electronic components and works well with management teams of the Company as well as responds to the Company's policies to be placed to put into practice successfully both in contact with former partners and seeking new markets. Mr. Tattee is a key part in helping to drive revenues from new customers to the Company in 2015. As these reasons, the operating results of the Company improved. He has dedicated strength and stamina to work at full ability. The proposed allocation of warrants to Mr. Tattee is considered remuneration and an incentive to perform even more efficiently and maintain a valuable resource for the Company in long-term and to generate revenues and profits of the Company to grow stronger in the future.

3. *Mr. Prompong Chaikul*

The Remuneration Committee considered and had opinion that Mr. Prompong Chaikul presently occupies the positions of Director, Executive Director and Chief Procurement Officer. He is a person with experience, expertise and a responsibility on the part of the Board of Directors and senior executives of the Company. In addition, Mr. Prompong is also a person who has contributed significantly to reducing product costs resulting from the raw materials management and is majority person to create and develop the new products to the Company. He has dedicated strength and stamina to work at full ability. The proposed allocation of warrants to Mr. Prompong is considered remuneration and an incentive to perform even more efficiently and

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maintain a valuable resource for the Company in long-term and to generate revenues and profits of the Company to grow stronger in the future.

The meeting facilitator asked, Who have any questions or not?

There were no questions, The meeting facilitator then move the meeting approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 2 (“SMT-WB”) to directors and/or employees who are allotted exceeding 5% of this issued and offered SMT-WB for individual person.

In this agenda, Mr. Peerapol, Mr. Tattee and Mr. Prompong and related people who are the company’s shareholders are regarded as the special stakeholders. Therefore, they could not vote.

Resolution: The meeting unanimously resolved to approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 2 (“SMT-WB”) to directors and/or employees who are allotted exceeding 5% of this issued and offered SMT-WB for individual person as follows:

(1) Mr. Peerapol Wilaiwongstien, have been allotted SMT-WB 3,000,000 units 17.65% of this issued and offered SMT-WB. with the following votes.

Approval	243,800,328	votes	=	99.9986%
Disapproval	3,375	votes	=	0.0014%
Abstention	0	votes		

(2) Mr. Tattee Khayim, have been allotted SMT-WB 1,800,000 units 10.59% of this issued and offered SMT-WB. with the following votes.

Approval	243,800,328	votes	=	99.9986%
Disapproval	3,375	votes	=	0.0014%
Abstention	0	votes		

(3) Mr. Prompong Chaikul, have been allotted SMT-WB 1,100,000 units 6.47 % of this issued and offered SMT-WB. with the following votes.

Approval	237,749,444	votes	=	99.9986%
Disapproval	3,375	votes	=	0.0014%

Abstention 0 votes

Agenda 16 Consider any other businesses (if any).

After the meeting, all agendas in the letter of invitation to the AGM of the shareholders, the meeting facilitator said that Mr. Somnuk Chaikul, Mr. Prompong Chaikul and other shareholders whose names were shown on the slide and who held 191,861,866 shares from the total company shares of 418,237,983 equaled to 45.78%. Not less than one-third of the shares sold exercised their rights according to Public Limited Companies Act item 105, paragraph 2 and asked the meeting to consider other agendas as follows.-

Consider changing the company's regulation item 4.

Since the resolution of agenda 9 of this meeting approved the change of the par value from 2 Baht to 1 Baht, the item 4 of the regulation of the company set the par value of the company's share at 2 Baht. In order for the resolution of the meeting item 9 not to contrast to item 4 of the company's regulation. The company proposed that the meeting approved the change of item 4 of the company's regulation as follows-

Item 4

- The company's share is worth 1 Baht per share. The share must specify the name of the holder.
- Every share must be paid at one time
- The one who reserves or buys the share cannot deduct the debt with the company.
- The company's share cannot be divided. There must be only one person who can be the shareholder.
- The company can issue the bond or convertible bond or preferred share including other securities in line with the law of securities and securities exchange market to be sold to shareholders, other people or general public. Changing convertible bond or preferred share to common share must be done under the law.

The meeting facilitator asked the shareholders to vote. The shareholders who want to object or abstain must vote on the vote ballot. The facilitator then deducts the number of votes against and the abstained votes from the total number of votes to conclude the result.

The meeting facilitator proposed that the meeting consider and approve the change of item 4 of the company's regulation and asked the meeting if there was any objection. When there was no objection, the meeting facilitator announced the result of the vote –

Resolution: The meeting approved the change of item 4 of the company's regulation in order to be in line with the meeting's resolution of agenda 9 about changing the par value of the share according to the request of the shareholders to consider in line with item 105, paragraph 2 of Public Limited Companies Act with more than three-fourths of the votes of the shareholders who attended the meeting and had the voting right in line with item 28 of the company's

Approval	238,700,623	votes	=	97.8266
Disapproval	4,171,580	votes	=	1.7096
Abstention	1,131,500	votes		0.4637

Chairman gave opportunities to shareholders to put any questions as follows-

Questions and suggestions of shareholders

1. **Mr. Chanya Thannalarpcharoen, a shareholder,** asked as follows-

1.1 Number of company's directors:

Mr. Somnuk Chaikul said there were 9 directors and there would be 8 directors from this meeting onwards.

1.2 **Mr. Chanya Thanalarpcharoen,** suggested that the company director's number should be an "even" number.

Mr. Somnuk Chaikul would take this suggestion into consideration.

2. **Mr. Kittisak Thamparipattra, a shareholder,** said that

2.1 Per Chairman's speech in the annual report, the company started to have a net profit in quarter 4, 2015 and the CEO wondered if the company could erase the accumulated loss within 2016 and what would the expected net profit be.

Mr. Peerapol Wilaiwongstien said, if the company performed as presented, the company would erase the accumulated loss and return to profit in 2016. The principle is to increase gross profit and control or reduce sales and administrative cost.

3. **Mr. Somkiat Pratummintra, a shareholder,** asked as follows-

3.1 In 2016, the company should be able to erase the accumulated loss. Can the company return to profit?

Mr. Peerapol Wilaiwongstien said the company should perform well and return to profit.

3.2 The company plans to issue the bond around 1,500 Million Baht (Agenda 8). What is the expected D/E Ratio?

Mr. Somnuk Chaikul said the company had not estimated the size of the bond and the company hadn't calculated the D/E ratio. The company would issue the bond based on the company's necessity such as purchasing additional machines and capacity expansion.

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3.3 From a 1,500 Million Baht bond, Warrant and ESOP, can the company raise funds to around 3,000 Million Baht?

Mr. Somnuk Chaikul said that the warrant can be exercised quarterly over 3 years. The money doesn't come at the same time. The company will use the fund raised to repay the bond.

3.4 Chairman said that the warrant can be exercised quarterly but additional document item 5 said that it can be exercised every 6 month. Is the information correct?

Mr. Somnuk Chaikul said there were 2 warrants with the exercise periods 3 and 6 months respectively.

3.5 Is wafer dicing's margin high or low?

Mr. Peerapol Wilaiwongstien said the gross margin of wafer dicing is high.

4. **Mr. Pongsakorn Pisalsuppachai, a shareholder**, asked if there would be a delay in mass production from quarter 3.

Mr. Peerapol Wilaiwongstien said the mass production would be on schedule.

5. **Mr. Pongpat Chotisakulrat, a shareholder**, asked what the sales of solar panel in one year would be.

Mr. Peerapol Wilaiwongstien said in the beginning, the company would produce 40-60 megawatt and would produce more in line with the customer's order. The company has prepared 5 production lines for solar panel.

As nobody raised any other matters for consideration, the meeting facilitator invited the Chairman to close the meeting. The Chairman thanked shareholders for attending the meeting and providing valuable support for the Company's operations and declared the meeting closed at 16.00 hrs.

-Signature-

(Mr. Somnuk Chaikul)

Chairman of the Board and Chairman of the Meeting

-Signature-

(Mr. Yunyong Sawasdi)

Company Secretary