



**Invitation to
The Annual General Meeting of Shareholders
for the year 2019
Stars Microelectronics (Thailand) Public Company Limited**

SMT

**Monday, April 29, 2019 at 14.00 p.m.
At Venus Room, 3rd floor , Miracle Grand Convention Hotel,
Viphavadee rangsit Road, Laksi, Donmuang, Bangkok**

Invitation to the Annual General Meeting of Shareholders for the year 2019

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Note: For any queries, please forward your questions through the e-mail address:

ir@starsmicro.com or facsimile 035-258 914 or Investor Relation Tel: 035-258 555 ext. 313

April 2, 2019

Subject : Invitation to the Annual General Meeting of Shareholders (“AGM”) for the year 2019

To : Shareholders

Enclosure :

1. Copy of Minutes of the AGM 2018.
2. The Company's Annual Report for the year 2018 (CD-ROM).
3. Profile of the nominated persons to be Directors in replacement of those who will retire by rotation, definition of Independent Directors and information for considering appointing Independent Directors.
4. Company’s Articles of Association relating to the AGM 2019.
- 5 Documents required prior to attending the meeting, proxy, registration and voting.
6. Profile of Independent Director proposed by the company to represent shareholders.
7. Proxy Form A. Form B. and Form C.
8. A map of the conference hall.

The Board of Directors of Stars Microelectronics (Thailand) Public Company Limited (“**the Company**”) has passed a resolution to convene the Annual General Meeting of Shareholders for the year 2019 (“**the Meeting**”) on Monday, April 29, 2019 at 14.00 p.m. at Venus Room, 3rd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok to consider the following agendas:

Agenda 1 **Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2018.**

Preamble: The Minutes of the Annual General Meeting of Shareholders for the year 2018 held on April 30, 2018 were made within 14 days from the meeting date and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law. The minutes were also posted online on the Company’s website. A detail of the said minutes is attached in Enclosure 1.

Board of Directors’Opinion: recommends proposing the Meeting to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2018 held on April 30, 2018 which has correctly been stated.

Note: This agenda requires an approval vote from the shareholder meeting by the majority vote of the shareholders who attend the meeting and casting their vote according to Article 28 of the Articles of Association.

Agenda 2 **Be informed of the Company's performance of the year 2018.**

Preamble: The Company has summarized its operating results and major developments happening during the past year to the Meeting as per the Company's Annual Report for the year 2018 (CD-ROM) which was enclosed herewith in Enclosure 2.

Board of Directors' Opinion: recommends proposing the Meeting to acknowledge the Company's performance and major changes during the year 2018.

Note: This agenda shall not be determined by vote since it is only to be informed shareholders to acknowledge.

Agenda 3 **Consider and approve the statement of financial position and income statement for the year ended on December 31, 2018 and the report of the auditor.**

Preamble: To comply with the Public Limited Companies Act, B.E.2535, the Company shall prepare the statement of financial position and income statement at the end of the fiscal year of the Company and arrange for it to be audited and certified by the Company's auditor before passing to the shareholders for approval.

Board of Directors' Opinion: recommends proposing the Meeting to consider and approve the statement of financial position and income statement of the year ended on December 31, 2018 as duly audited and certified by the auditor from EY Office Limited, and reviewed by the Audit Committee. The summary of the Company's financial status and performance during the year 2018 is as follows:

	<u>Consolidated</u>	<u>Separate</u>	
Total Assets	2,920	2,906	Million Baht
Total Liabilities	1,618	1,613	Million Baht
Total Revenues	1,811	1,764	Million Baht
Net Profit (Loss)	71.94	68.24	Million Baht
Earnings per Share	0.084	0.082	Baht/Share

Details of the above are shown in the financial statements of the Company's Annual Report for the year 2018 which was enclosed herewith in Enclosure 2.

Note: This agenda requires an approval vote from the shareholder meeting by the majority vote of the shareholders who attend the meeting and casting their vote according to Article 28 of the Articles of Association.

Agenda 4 **Consider and approve omitting the allocation of net profit as legal reserves and approve omitting the dividend payment from the operating result of the year 2018.**

Preamble: According to the Public Limited Companies Act, B.E.2535, the company must allocate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction from the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital, according to the financial statement of the Company as of December 31, 2018, the Company had net profit of 68 Million Baht, and the Company has accumulated losses (594) Million Baht then the Company shall not allocate legal reserves in year 2018. According to article 36 of the Company's Articles of Association, the Company shall not pay dividends if the Company has accumulated losses which the Company had the accumulated deficit, then the Company shall not pay dividend from operating result of the year 2018.

Board of Directors' Opinion: recommends proposing the Meeting to consider and approve omitting the allocation of net profit as legal reserves and approve omitting the dividend payment from the operating result of the year 2018.

Note: This agenda requires an approval vote from the shareholder meeting by the majority vote of the shareholders who attend the meeting and eligible to vote according to Article 28 of the Articles of Association.

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

Preamble: The Public Limited Companies Act, B.E.2535 and Article 13 of the Articles of Association of the Company require the General Meeting of Shareholders to consider and approve the appointment of new directors to replace the ones who will vacate after completing their terms. Each year, one-thirds of the total number of the directors will vacate the office. The Company's Articles of Association requires that the director who has held office the longest should retire. This year, 2 Directors will vacate after completing their terms, comprising the following persons.

- | | |
|-------------------------|----------|
| 1. Mr.Prompong Chaikul | Director |
| 2. Mrs. Poonpun Chaikul | Director |

Board of Directors' Opinion: The Board of Directors recommends proposing the Meeting should reappoint the 2 Directors to be Directors for another term.

- | | |
|-------------------------|----------|
| 1. Mr.Prompong Chaikul | Director |
| 2. Mrs. Poonpun Chaikul | Director |

The Board of Directors, without the directors with interest in the agenda, considered the 2 Directors and had an opinion that they are qualified, knowledgeable, capable and experienced in management and have a clean working record. In addition, they have been active in their duties as Directors and sub-committee. Therefore, they are qualified and beneficial to the business of the Company.

The curricula vitae of the nominated persons are attached as Enclosure 3.

Note: This agenda requires an approval vote from the shareholder meeting by the majority vote of the shareholders who attend the meeting and casting their vote according to Article 12 of the Articles of Association.

Agenda 6 Consider and approve the remuneration of Directors for the year 2019.

Preamble: The Remuneration Committee considers the competitiveness of remuneration in listed companies in the same industry, performance, business size, directors' accountability and current economic situation and deems appropriate to fix the remuneration of Directors for the year 2019 at the same amount as the year 2018.

Detail of the remuneration of the directors is shown as follows:

	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 the one who comes from Independent Director)	Chairman	0	5,000
	Member	0	5,000

* Other benefit -none-

Board of Directors' Opinion: The Board of Directors considers carefully and agrees to the proposal of the Remuneration Committee to fix the remuneration of Directors for the year 2019 at the same amount as the year 2018 until the shareholders' meeting has other resolution and recommends proposing the Meeting to consider and approve the remuneration of Directors for the year 2019 as detailed as presented above.

Note: This agenda requires an approval vote from the shareholder meeting by consent of at least two-thirds of the eligible shareholders who are present at the meeting.

Agenda 7 Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2019.

Preamble: The Audit Committee considered and proposed that the Board of Directors approve and forward the Auditor from EY Office Limited to the AGM 2019 for considering and appointing as the external auditor of the Company for the year 2019 because EY Office Limited has experience and a worldwide network and is recognized in many countries. Consequently, the auditing standard of the Company should be raised to the international level. EY Office Limited has a high professional standard with expertise in auditing, good performance as well as no relationship or conflict of interest with the Company, the management of the Company, major shareholders or persons related to the said persons. The auditor fee for the year 2019 proposed totally Baht 2,045,000 increasing of Baht 100,000 from the year 2018, The Certified Public Accountants consisting Mr. Termphong Opanaphan (Certified Public Accountant License No. 4501); and/or Miss Vissuta Jariyathanakorn (Certified Public Accountant License No. 3853); and/or Miss Manee Rattanabunnakit (Certified Public Accountant License No. 5313) (Note: Mr. Termphong Opanaphan and Miss Vissuta Jariyathanakorn are original CPA since the year 2014-2018. Miss Manee Rattanabunnakit is an original CPA since the year 2015-2018.)

(unit: Baht)		
Descriptions	2019	2018
- Examination of the financial statements of the Company (SMT)	2,045,000	1,945,000
Increase from the year 2018 Amount of Baht 100,000		
- 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)	100,000	150,000
Totals	255,000	305,000

Board of Directors' Opinion: The Board of Directors agrees with the Audit Committee to select EY Office Limited to be the auditing firm and recommends proposing the Meeting to consider and approve the appointment of the auditors from EY Office Limited as the Company's external auditor with the above auditor fee.

Note: This agenda requires an approval vote from the shareholder meeting by the majority vote of the shareholders who attend the meeting and casting their vote according to Article 28 of the Articles of Association.

Agenda 8 **Consider and approve the transfer of reserve fund amount of Baht 79,300,000 and share premium amount of Baht 514,608,864 to compensate the deficit of the company as of 31st December 2018 for the amount of Baht 593,908,864.**

Preamble: According to the Public Limited Companies Act B.E.2535 and its amendment section 119 specifies that, upon the approval by a meeting of Shareholders, a company may transfer the reserve fund under section 51, the share premium under section 116 or any other reserve funds to compensate the deficit of the company. In making aforementioned compensation, deduction shall be made from other reserve prior to the deduction from reserve fund under section 116 and the reserve fund under section 51 respectively.

In order to enable the company to pay dividend when the company record net profit, The company then shall transfer the reserve fund for the amount of Baht **79,300,000** and the share premium for the amount of Baht **514,608,864** to compensate all the company's deficit as of 31st December 2018 for the amount of Baht **593,908,864** resulting the company has no deficit record.

Board of Directors' Opinion: The Board of Directors, therefore, deemed it appropriate to propose the Shareholder's meeting to consider and approve the transfer the reserve fund for the amount of Baht **79,300,000** and the share premium for the amount of Baht **514,608,864** to compensate all the company's deficit as of 31st December 2018 for the amount of Baht **593,908,864** according to section 119 of the Public Limited Companies Act B.E.2535 and its amendment.

Note: This agenda requires an approval vote from the shareholder meeting by the majority vote of the shareholders who attend the meeting and eligible to vote according to Article 28 of the Articles of Association.

Agenda 9 **Consider any other businesses (if any).**

All shareholders are hereby invited to participate in the AGM 2019 on **Monday, April 29, 2019 at 14.00 p.m. at Venus Room, 3rd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok**. The commencement for registration to attend the Meeting will be from 13.00 p.m. The shareholders, who cannot attend the meeting on their own and wish to appoint the Independent Director to participate in and vote as proxy, may appoint the Independent Director whose name and profile is shown in Enclosure 6.

The shareholders who wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only one of the Proxy Form A. or Form B. attached in Enclosure 7. The

Proxy form C. using only for the non-Thai shareholder appointing the Custodian in Thailand, shareholders may download from www.starsmicro.com

Please kindly submit the completed Proxy Form to the Company by Friday, April 26, 2019. For your convenience, the Company will prepare duty stamps for affixing to the proxy forms during the registration to attend the Meeting. To facilitate the registration process for taking part in the general meeting of shareholders, the shareholders and proxies shall bring and show the registration form (documents containing bar-code distributed with this notice) and proxy forms proving your rights to attend the meeting on the aforementioned meeting day.

Besides, to comply with the principles of good corporate governance, the company has published the invitation to the Annual General Meeting of Shareholders for the year 2019 and document for meeting in the Company's website (www.starsmicro.com) in advance to allow shareholders to review the information sufficiently in advance, before you get the information in a document from the Company.

Yours faithfully,

-Signature-

Mr. Yunyong Sawasdi

Company's Secretary

By Order of the Board of Directors

Enclosure 1

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR 2018
OF
STARS MICROELECTRONICS (THAILAND)
PUBLIC COMPANY LIMITED**

Time and Place

Held on Monday, April 30, 2018 at 14.00 hrs. in Magic 2 Room, 2nd floor, the Miracle Grand Convention Hotel, Viphavadee Road, Laksi , Donmuang , Bangkok.

Preliminary proceedings

Ms. Pornpilai Kosolprapa, the Company's independent legal advisor and the meeting facilitator, started the 2018 general annual meeting of shareholders by welcoming the shareholders attending, and announced that 110 shareholders and proxies possessing a total of 440,224,182 shares or representing 52.6284 per cent of the total 836,475,966 paid up shares were at the meeting, forming a meeting quorum as specified by the Company's regulations. After the meeting was declared open more participants joined, bringing the number to 142 shareholders and proxies at the meeting, representing a total of 445,755,325 shares or 53.2897 per cent of the total paid up shares.

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

Seven Board Directors

- | | | |
|----|---------------------------------------|--|
| 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 & Chairman of Corporate Social Responsibilities Committee (CSR) |
| 5. | Assoc. Prof. Dr. Preecha Jarungidanan | Independent Director, Audit Committee Member & Chairman of the Remuneration Committee |

- | | |
|---|--|
| 6. Assoc. Prof. Dr. Aekkachai Nittayagasetwat | Independent Director, Audit Committee
Member & Remuneration Committee Member |
| 7. Professor Dr. Kamphol Panyagometh | Independent Director, Audit Committee
Member & Chairman of the Risk
Management Committee |

Six executives to present information

- | | |
|--------------------------------|--|
| 1. Mr. Peerapol Wilaiwongstien | Chief Executive Officer |
| 2. Mr. Yunyong Sawasdi | Chief Financial Officer |
| 3. Dr. Tattee Khayim | Chief Business Development Officer |
| 4. Mr. Chainarong Nimmantevin | Chief Operations Officer |
| 5. Mr. Wijaya Klinkesorn | Senior Director (Accounting & Finance) |
| 6. Mr. Koratak Weeradaecha | Director (Finance) |

Two auditors from EY Office Limited

1. Mr. Termphong Opanaphan
2. Ms. Patcharee Tantipitakkul.

Three independent legal advisors from Siam Premier International Law Office Limited

1. Mrs. Kulkanist Khamsirivatchara
2. Ms. Pornpilai Kosolprapa
3. Mr. Sukavit Duangploy

Two Financial consultant from DS Prudential Management Co., Ltd.

1. Mr. Kanath Srisupa-at
2. Ms. Poontarika Chayaputi

Two official from OJ International Co., Ltd.

1. Mr. Thanakorn Chaipitaksombut
2. Ms. Nongrak Suratugsa

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 2018, delivered an opening speech and assigned Ms. Pornpilai Kosolprapa, to be the meeting facilitator.

Mr. Sukavit Duangploy 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, 10 and 11 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 and 9 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 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 2017.

The meeting facilitator stated that the Company held the 2017 annual general meeting of the shareholders on 27 April 2017. 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 2017 held on 27 April 2017 with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	444,903,008	votes	=	99.9999%
Disapproval	224	votes	=	0.0001%
Abstention	0	votes		

Agenda 2 Be informed of the Company's performance of the year 2017.

The meeting facilitator asked Mr. Somnuk Chaikul, Chairman, to inform the meeting about the progress of setting up the plan against corruption. To comply with the policy of the SEC, which supports the company to implement the plan against corruption, the Chairman informed the attendees of the meeting about the progress the company has made in preventing corruption. Although the company hasn't signed on to join the prevention of corruption formally, the company has set the policy and the direction of implementation to prevent the corruption for management and employees to follow and practice. The policy can be seen on page 38 of the company's annual report. The company hasn't been informed about any mal-practice or unethical acts.

After that the meeting facilitator asked the meeting participants to consider and acknowledge the Board of Directors' report as presented in the 2017 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 3 major issues in the report as follows:

- (1) Financial Performance
- (2) Cost reduction
- (3) Business Updated



1. Financial Performance

CEO assigned Mr. Wijaya Klinkesorn, Senior Director (Finance & Accounting) to report the details of the allowance for doubtful as follows -



STARS

MICROELECTRONICS

Performance of year 2017

	Million Baht
Revenue	1,901
Net Loss	(547)
Extra Loss	(509)
Operating Loss	(38)
Cash flow from operating	406

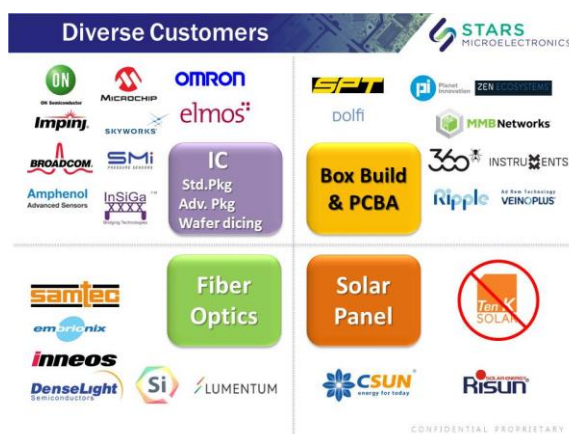
Extra loss : Allowance for	
AR	310
Inventory	182
Investment	17

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After that, Mr. Peerapol Wilaiwongstien, CEO, reported the company's business portfolio.

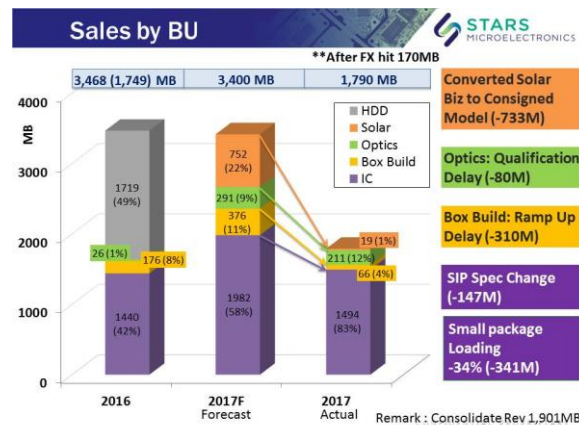


He said the company's business portfolio can be classified into 4 groups: IC (Wafer Dicing & Advance Packaging), Box Build (PCBA), Fiber Optics and Solar Panel, and gave examples of the customers in each group as follows -

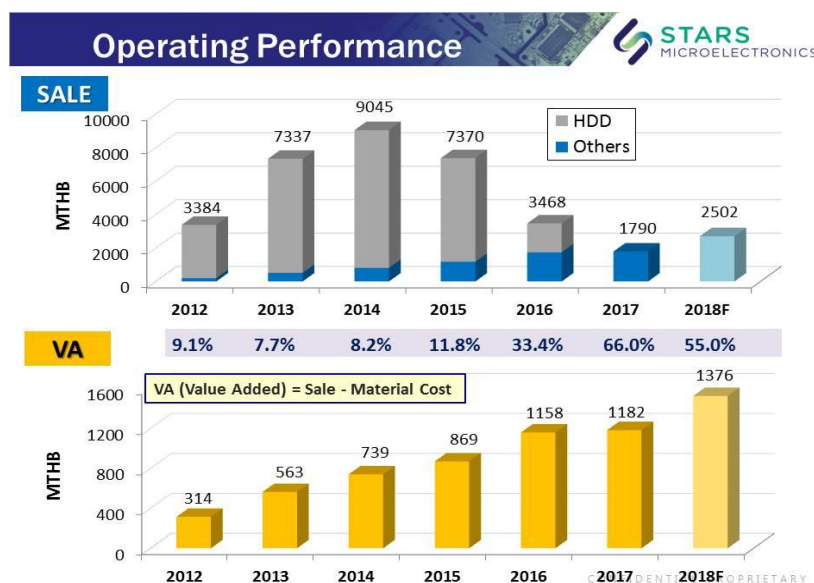


The company set the sales target for 2017 at 3,400 Million Baht but the actual sales were only 1,790 Million Baht which was lower because-

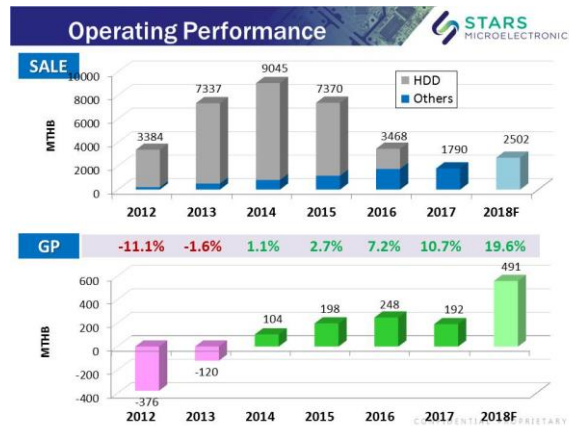
- The sales of IC Packaging and Advance Packaging was lower because the market's inventory was still high.
- Solar Panel sales did not go according to plan because the customers stopped their business.
- The customers of Optics and Box Build delayed the qualifications of the new products.



The 2017 sales plan compared with 2016: the sales of IC Packaging grew approximately 10% but there are many packages under qualifications. The 2017 sales plan of Box Build and optics grew significantly. The company plans to do consign models for Solar Panel which doesn't need many materials, there is only value added (VA). The 2017 sales plan of Solar Panel increased by around 40%.



In 2012 the company's sales were 3,384 Million Baht, mostly from Hard Disk Drives (HDD). The company had more new customers, but stopped producing HDD in 2016. The sales consists of materials and VA. By deducting the materials, the rest is VA. Since 2016 the company's VA has increased on average 20% per year consecutively. In 2016 the company's sales increased to 9,000 Million Baht and the VA was 739 Million Baht. Now the company's sales is 1,700 Million Baht and the VA is approximately 1,000 Million Baht. The VA has increased due to the change of product mix. The Hard Disk Drive (HDD) has low VA. Now the company has VA around 50-60% of the sales.

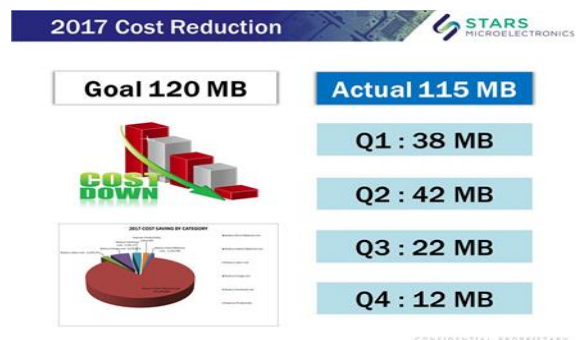


When comparing Gross Profit with sales, it is seen that the sales have increased while the Gross Profit has just increased because VA was less in the past. If in 2018, the company reaches the sales target, the Gross Profit will be almost 20%.

Mr. Peerapol Wilaiwongstien reported the sales and Gross Profit growth for 2018 at 40% and 20% respectively.



2. Cost Reduction



For Cost Reduction, in 2017 the company could reduce the cost by about 115 Million Baht which was a little less than the target of 120 Million Baht because productions in quarter 3 and 4 were lower. The Cost Reduction Projects are related to production quantity. As a result, the Cost Reduction was lower than the target set.

2018 Cost Reduction Plan 	
Goal 120 MB	
1. Material & Supply Chain	30 MB
2. Facility (Electric/Water/Gas)	22 MB
3. Productivity	17 MB
4. Tooling/Maintenance	10 MB
5. Others (restructuring)	42 MB

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In 2018, the company set the Cost Reduction approximately 120 Million Baht. The company will look for more Cost Reduction Projects. The company plans to reduce the material & supply chain cost around 30 Million Baht, facility cost around 22 Million Baht and productivity cost around 42 Million Baht which includes staff restructuring.



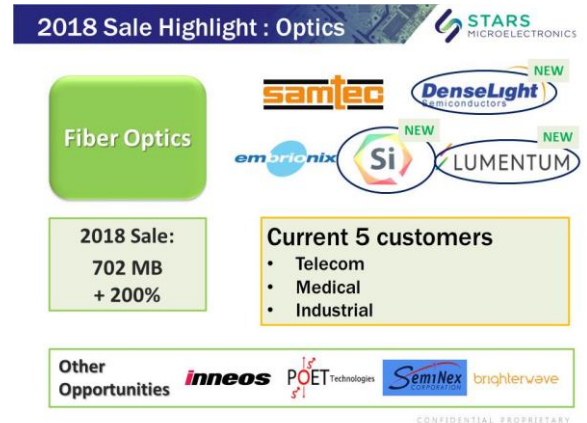
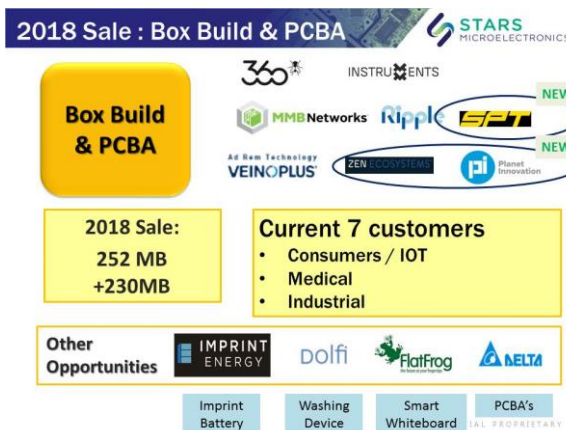
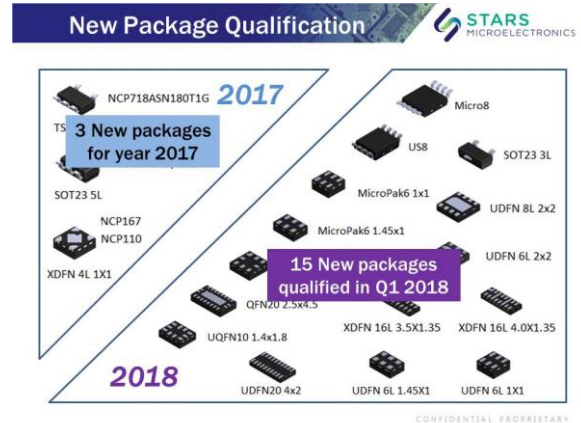
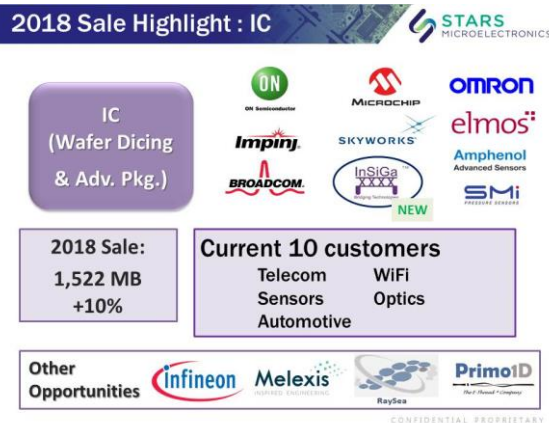
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3) Business Updated

Outlook by Business Unit

Mr. Peerapol Wilaiwongstien reported the sales in each product group and new package qualifications for 2018 as follows-



After the presentation, the facilitator asked if there were any questions or not?

Questions and Suggestions of the Shareholders

Mr. Deerek Khunnawutwanich, a shareholder, asked the followings -

- 1.1 Does the company set the net profit target and the sales target of each product? In total picture, the company doesn't get profit, the company can focus on the products that make profit.

Mr. Peerapol Wilaiwongstien said that the company could not set the target in each product because the company produces according to the PO (Purchase Order) of the

customers. If the company produces more than customers' PO, the cost of the products will be higher. The company works with the customers to increase the sales.

- 1.2 Does the company review the sales target? What does the company do if the company cannot reach the target?

Mr. Peerapol Wilaiwongstien said the company follows up every week. The company's Chairman also follows up closely. The electronics business changes very fast. The company needs to expand the customer base to reduce the fluctuation.

- 1.3 Will the company reach the target in the first quarter of 2018?

Mr. Peerapol Wilaiwongstien said that it is expected that the company will reach the target in quarter 1, 2018 but the electronics industry changes rapidly. The company needs to be careful about the risk.

- 1.4 Is the factory's capacity reached? If not, can the company change to produce other products?

Mr. Peerapol Wilaiwongstien said that the capacity for IC Packaging in quarter one and two is expected to be 70% and 90% respectively. The capacity for Fiber Optics will be 70%. The capacity for SMT will be 60% in quarter one but will be fully used up in quarter two due to the loading of PCBA of new customers.

- 1.5 How long does it take to test the efficiency of the new products? Is there any technology to support and make the test time shorter in order to launch the products in the market quicker?

Mr. Peerapol Wilaiwongstien said that electronics business speeds up the production process. Every business needs time. Moreover, the company's customers also want to speed up the production process more quickly.

2. Miss Bussakorn Ngarmpasuthadon, a shareholder, asked the following question.

- 2.1 In 2017, the company missed the target considerably. How can the shareholders be confident that the company will reach the target set for 2018?

Mr. Peerapol Wilaiwongstien said that the company missed the target of Solar Panel considerably, but in 2018 the company will have various customers in different product groups which will balance the risks.

- 2.2 Are there enough customers for 2018?

Mr. Peerapol Wilaiwongstien said that the company set the target from the forecast of the customers.

- 2.3 Are the company's production quality at the top of the world to make the customers confident in every product line?

Mr. Peerapol Wilaiwongstien said that before selecting the manufacturer, the customers consider 4 factors as follows

1. Cost
2. Quality
3. Delivery
4. Technology

2.4 Big companies rarely change the production base due to high cost. Do the company's customers move from others or begin the production at the company.

Mr. Peerapol Wilaiwongstien said that they are both moving the production base from other places due to production problems and starting product development with the company.

2.5 According to the slides of business units which products make profit for the company respectively?

Mr. Peerapol Wilaiwongstien said that it can be classified according to production process as follows:

1. IC Packaging has high profit margin.
2. Fiber Optics
3. Box Build and PCBA

It can't be classified according to profit.

2.6 Can the company get the money back from the 2 customers who defaulted on their payment?

Mr. Peerapol Wilaiwongstien said that it is difficult to expect because the case is in the legal process which takes time. However, the company is trying its best.

3. Mr. Mongkonchon Sriamorn, the representative from Thai Investors Association asked the following question-

3.1 In each business unit, which business unit has the longest cycle time?

Mr. Tattee Khayim said that Fiber Optics has the longest cycle time. IC Packaging's cycle time is shorter than Fiber Optics but can calculate the time more precisely. PCBA and Box Build has short cycle time but Solar Panel has rather long cycle time.

3.2 Before accepting new customers, does the company ask for deposit? Does the company consider the risk of the customers?

Mr. Peerapol Wilaiwongstien said that the company protects the risk by buying credit insurance for every customer. If the customer doesn't pay the debt within 6 months, the company can claim the insurance. Customers have to pay in cash and the company will consider credit term later. The Chairman set the policy for credit insurance to protect the risk of delayed payment strictly.

3.3 What are the market share and rank of market share of the company?

Mr. Peerapol Wilaiwongstien said that it is difficult to rank because we compare different products.

3.4 What is the restructuring in the proposed cost reduction?

Mr. Peerapol Wilaiwongstien said that it was the reduction of employees' number.

4. Mr. Amporn Janyangarm, a shareholder, asked the following questions.

4.1 In 2017, what was the company's loss of 547 million baht and the extra loss of 509 million baht? What did the company learn from this loss?

Mr. Wijaya Klinkesorn said that it was the loss from doubtful debt around 500 million baht and the operating loss of around 30 million baht because the customers postponed their orders from 2017 to 2018.

Mr. Peerapol Wilaiwongstien said that the company is being more careful about the customers' payments.

4.2 What are the risks of the company?

Does the company have a Risk Management Committee?

Mr. Peerapol Wilaiwongstien said the risks of the company are that the customers don't pay debt on time, the customers move their production base to competitors, the rate of exchange fluctuates. Moreover, the company has investment risk. The electronics business is sensitive, so the company has to be more careful. The machines the company invests in must be used for many products. The customers have to invest in specific machines.

The company's risks are both controllable and uncontrollable. The Risk Management Committee of the company sets the risk factors and protects risks with the management team.

Professor Dr. Kamphol Panyagometh, Chairman of the Risk Management Committee, said the company has learned from past experiences. The electronics business changes very fast. The company looks for more customers to fill capacity. When the company selects new customers, the company considers the customers of customers to analyze the customers' business. The company won't let history repeat itself.

5. Ms. Rachaya Chosawai, a shareholder, asked the following question.

5.1 What is the cost of credit insurance?

Mr. Koratak Weeradecha, the financial director, said the cost of the credit insurance was approximately 1 million baht. The company will insure continuously. The cost was approximately 0.1%.

5.2 A foreign company director has never attended the AGM, what will the company do?

Mr. Yunyong Sawasdi, the company secretary, said the company would inform the foreign company director to resign.

5.3 Why did the company pay the bonus when it lost?

Mr. Peerapol Wilaiwongstien said the company paid the bonus to boost the morale of the employees and to keep talents. Without bonus the company will face a staff shortage. Furthermore, the companies in electronics business always pay a fixed bonus, depending on the company's performance.

5.4 How long does it take to proceed with the legal action against the customers with outstanding debt?

Mr. Somnuk Chaikul, Chairman, said it is difficult to know the time frame because there are 3 courts, Trial court, Court of appeal and Supreme court. The foreign customer which is in the legal process is under consideration.

6. Mr. Deerek Khunnawutwanich, a shareholder, said that he appreciated the company and the management team who have compassion for employees who have no participation in selecting customers. The company should consider the factors that made the company miss the profit target. The credit insurance is just a part of risk protection. The company should consider the prospective customer strictly before accepting them to be the company's customers despite the company having credit insurance.

There were no questions, the meeting facilitator concluded that the meeting acknowledged the report of the Board of Directors in 2017 according to the presentation of the CEO.

Resolution: The meeting was informed of the Board of Directors' report on the Company's performance of the year 2017.

Agenda 3 Consider and approve the statement of financial position and income statement for the year ended on December 31, 2017 and the report of the auditor.

Mr. Wijaya Klinkesorn, Senior Director (Accounting & Finance), presented details of the balance sheets and the profit and loss statement as well as the auditors' report as it appeared on pages 91-135 of the 2017 annual report delivered along with the letter of invitation to the annual general meeting of the shareholders. Performance in 2017 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	2,881	2,868
Total liabilities	1,657	1,648
Total revenues	1,901	1,838
Profit (net) loss	(547)	(573)
Profit (loss) per share (baht per share)	(0.653)	(0.685)

After the presentation, the meeting facilitator asked if there were any questions.

Questions and suggestions of shareholders

1. Mr. Preecha Chaiwan, a shareholder, said that on page 113 of the company's Annual Report, there is allowance for impairment loss of investment of a subsidiary. Did the company consider very thoroughly when the company set up the subsidiary?

Mr. Peerapol Wilaiwongstien said that the subsidiary was SS RFID Company Ltd which stopped the operation. At the time of setting up, RFID business grew very fast. The RFID business changes rapidly. The company could not catch up with these rapid changes. As a result the later performance was not good.

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 2017 and the auditors' report.

Resolution: The meeting unanimously resolved to approve the statement of financial position and income statement for the year ended on December 31, 2017 and the report of the auditor with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	445,755,101	votes	=	99.9999%
Disapproval	224	votes	=	0.0001%
Abstention	0	votes		

Agenda 4 Consider and approve omitting the allocation of net profit as legal reserves and approve omitting the dividend payment from the operating result of the year 2017.

The meeting facilitator said that as of 31 December 2017, the company had net loss of (547) million baht, the Company shall not allocate legal reserves in year 2017.

The company still had the accumulated loss. By law, the company cannot pay the dividend from the performance of the year 2017, according to the invitation letter to the AGM sent to the shareholders in advance. Therefore, the Board of Directors recommends not paying the dividend from the 2017 performance.

The meeting facilitator asked if there were any questions.

Questions and suggestions of shareholders

1. Mr. Sakchai Sakulsrimontri, a proxy, asked how much tax loss left and has the company used this amount?

Ms. Passara Opatnipat, Assistant Accounting Director, said the company has accumulated loss which is longer than 5 years. Moreover, the company gets the support from the BOI (Board of Investment).

There were no questions, The meeting facilitator moved that the meeting approve omission the allocation of net profit as legal reserves and approve the omission of dividend payment for the performance of the year 2017 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 allocation of net profit as legal reserves and omitting the dividend payment from the operating result of the year 2016 with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	445,745,101	votes	=	99.9999%
Disapproval	224	votes	=	0.0001%
Abstention	10,000	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 2018, three Directors shall vacate after completing their terms, comprising the following persons:

- | | |
|---|---|
| 1. Mr.Somnuk Chaikul | Director |
| 2. Mr. Prasart Yunibhand | Director |
| 3. Associate Professor Dr. Preecha Jarungidanan | Independent Director &
Chairman of Audit Committee |

The 3 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 directors proposing to be independent directors are qualified according to the regulation of the SET and SEC. They are independent to give the opinions which are useful for the company's business. The Board of Directors recommends that the Meeting should reappoint the 3 Directors to be Directors for another term.

- | | |
|---|---|
| 1. Mr.Somnuk Chaikul | Director |
| 2. Mr. Prasart Yunibhand | Director |
| 3. Associate Professor Dr. Preecha Jarungidanan | Independent Director &
Chairman of Audit Committee |

The curricula vitae of the nominated persons are attached as Attachment 3.

The meeting facilitator asked if there were any questions.

Questions and suggestions of shareholders

1. Mr. Mongkonchai Sriamorn, the representative from the Thai Investors Association said that the association is concerned about the term of independent directors who have been in office for 5-10 years which can affect the independence of independent directors.

Associate Professor Dr. Preecha Jarungidanan, Chairman of the Audit Committee, confirmed that there is no effect on the independence of independent directors.

There were no questions, 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.Somnuk Chaikul was reappointed to be Director with the following votes.

Approval	445,295,101	votes	=	99.8990%
Disapproval	450,224	votes	=	0.1010%
Abstention	10,000	votes		

(2) Mr. Prasart Yunibhand was reappointed to be Director with the following votes.

Approval	445,295,101	votes	=	99.8990%
Disapproval	450,224	votes	=	0.1010%
Abstention	10,000	votes		

(3) Associate Professor Dr. Preecha Jarungidanan was reappointed to be Independent Director & Chairman of Audit Committee with the following votes.

Approval	445,294,901	votes	=	99.8990%
Disapproval	450,224	votes	=	0.1010%
Abstention	10,000	votes		

Agenda 6 Consider and approve the remuneration of Directors for the year 2018.

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 2017.

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

* Other benefit -none-

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 2018 as proposed.

Resolution: The meeting unanimously resolved to approve the remuneration of Directors for 2018 with the vote more than two-thirds of the total number of votes of the shareholders attending the meeting.

Approval	445,305,101	votes	=	99.8990%
Disapproval	224	votes	=	0.0001%
Abstention	450,000	votes		0.1010

Agenda 7 **Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2018.**

The meeting facilitator said that, to comply with the law, the Company's Board of Directors' resolution asked the general shareholders' meeting to consider and appoint the auditors for the accounting year 2018 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 2018 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 2014-2017. Miss Manee Rattanabunnakit is an original accountant since the year 2015-2017.)

The auditor fee for the year 2018 proposed totally 1,945,000 baht increasing of 120,000 baht from the year 2017.

(unit: Baht)

Descriptions	2018	2017
- Examination of the financial statements for year ending and Review interim (SMT)	1,945,000	1,825,000

Increasing from the year 2017

Amount of Baht 120,000

- 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	300,000
Totals	305,000	455,000

The meeting facilitator asked if there were any questions.

There were no questions, The meeting facilitator then moved that the meeting approve the appointment of the auditors and the remuneration for 2018 as proposed.

Resolution: The meeting unanimously resolved to approve the appointment of the auditors and the Auditor Fee for the year 2018 as proposed, with the majority vote of the shareholders who attend the meeting and casting their votes as follows;

Approval	445,755,101	votes	=	99.9999
Disapproval	224	votes	=	0.0001%
Abstention	0	votes		

Agenda 8 To consider and approve the amendment of Articles 24. and Articles 38. of the Company's Articles of Association.

The facilitator said that, in order to comply with the revised Business Security Act B.E. 2535, the Board of Directors proposed that the 2018 General Shareholders' meeting approve the change of item 24 of the company's Article of Association about calling the shareholders' meeting by the shareholders.

Besides, the company has changed the logo to reflect the development and potential of the company, the Board of Directors proposed that the 2018 shareholders' meeting approved the change of

item 38 of the Article of Association which stipulates the company's stamp. The details of item 24 and item 38 of the company's Article of Association was in the invitation letter sent to the shareholders in advance and shown in the slide.

Article 24. (former) The Board of Directors shall call a shareholders' meeting which is an annual general meeting of shareholders within 4 months of the last day of the fiscal year of the Company.

The general meetings of shareholders other than the one mentioned above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting whenever it deems appropriate, or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit a written requisition to the Board of Directors to call an extraordinary general meeting of shareholders at any time, but the reasons for calling such meeting shall be clearly stated in such written request. In such case, the Board of Directors shall proceed to call a shareholders' meeting to be held within 1 month from the date of receipt of the written request from the shareholders.

(new) The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting of shareholders within 4 months of the last day of the fiscal year of the Company.

The General Meetings of Shareholders other than the one mentioned above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting whenever it deems appropriate, or one or more shareholders holding shares amounting to not less than 10% of the total number of shares sold may submit a written requisition to the Board of Directors to call an extraordinary general meeting of shareholders at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such written request. In such case, the Board of Directors shall proceed to call a shareholders' meeting to be held within 45 days from the date of receipt of the written request from the shareholders.

If the Board of Directors does not arrange the meeting as requested by the shareholders within the period prescribed in the second paragraph, shareholders who subscribed their names in the requisition or other shareholders holding shares in the aggregate number of shares as required may call such meeting within 45 days after the expiration of the period under the second paragraph. In such case, the meeting shall be deemed to be a shareholders' meeting called by the Board of Directors and the Company

shall be responsible for necessary expenses incurred for the convening of the meeting and to provide convenience as appropriate.

If at any shareholders' meeting called by the shareholders according to the third paragraph, the number of shareholders in attendance does not constitute a quorum as stipulated in Article 27., the shareholders under the third paragraph shall be jointly responsible to reimburse the Company for expenses incurred for the convening of such meeting.

Article 38. (former) Seal



Article 38. (new) Seal



The meeting facilitator asked if there were any questions.

There were no questions, The meeting facilitator then moved that the meeting approve the amendment of Articles 24. and Articles 38. of the Company's Articles of Association. .

Resolution: The meeting unanimously resolved to approve the amendment of Articles 24. and Articles 38. of the Company's Articles of Association as proposed with the vote of more than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote as follows;

Approval	445,755,101	votes	=	99.9999%
Disapproval	224	votes	=	0.0001%
Abstention	0	votes		

Agenda 9 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, it is necessary for the Company to raise funds for working capital in operation and/or reserve for the repayment of the Company's loans in the future. Therefore, the Company intends to increase the Company's registered capital from Baht 1,020,771,159 to Baht 1,229,890,150 by issuing 209,118,991 new ordinary shares with par value of Baht 1.00 per share to reserve for the exercise of the warrants to purchase newly issued ordinary shares of the Company No. 2 (SMT-W2) that to be issued and offered to existing shareholders. Details are shown in Capital increase report Form (Enclosure 4) and the amendment of Clause 4. of the Memorandum of Association of the

Company to be accordance with the increase of the registered capital as by cancel the existent contents and use the new contents as mentioned below:

“Clause 4. Registered Capital	1,229,890,150	Baht	(One Thousand Two Hundred Twenty Nine Million Eight Hundred Ninety Thousand and One Hundred Fifty Baht)
Divided into	1,229,890,150	Shares	(One Thousand Two Hundred Twenty Nine Million Eight Hundred Ninety Thousand and One Hundred Fifty shares)
Par value of	1.00	Baht	(One Baht)
<i>Divided as follows;</i>			
Ordinary shares	1,229,890,150	Shares	(One Thousand Two Hundred Twenty Nine Million Eight Hundred Ninety Thousand and One Hundred Fifty shares)
Preferred shares	-	Shares	(-)”

The meeting facilitator asked if there were any questions.

There were no questions, The meeting facilitator then moved that 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.

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 with the vote of more than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote as follows;

Approval	440,680,101	votes	=	98.8614%
Disapproval	4,625,224	votes	=	1.0376%
Abstention	450,000	votes	=	0.1010%

Agenda 10 Consider and approve the allotment of newly issued ordinary shares.

The meeting facilitator said that, from the Company's proposal to increase the registered capital of the Company according to Agenda 9. The Company recommends proposing the Meeting to approve the allotment of newly issued ordinary shares in the amount of not exceeding 209,118,991 new ordinary shares with par value of Baht 1.00 per share to reserve for the exercise of the warrants to purchase newly issued ordinary shares of the Company No. 2 (SMT-W2) that to be offered to existing shareholders. Details are shown in Summary details.

In the amount of not exceeding 209,118,991 (or equal to 25.00% of total paid-up capital at the present) to reserve for the exercise of the warrants to purchase newly issued ordinary shares of the Company No. 2 (SMT-W2) that to be offered to existing shareholders.

The details of the allotment of newly issued ordinary shares and the authorization was in the invitation letter which was sent to the shareholders and shown in slides.

To be flexible in the allotment of newly issued ordinary shares mentioned above, the Board of Directors proposed that the Shareholders' meeting authorize the Board of Directors and/or the Chairman of the Executive Committee or the authorized person by the Board of Directors and/or the Chairman of the Executive Committee to take any action related to the increase in the company's capital and to correct the wording in the documents, the minutes of the shareholders' meeting, the company's Memorandum of Association and/or any requests and actions to be in line with the order of the registrar to register the increase of the company's capital at the Department of Business Development, Ministry of Commerce.

The meeting facilitator asked if there were any questions.

There were no questions, The meeting facilitator then moved that the meeting approve the allotment of newly issued ordinary shares. and authorized as proposed and asked if any shareholders wanted to object, abstain. There were none. Therefore, the facilitator announced the vote.

Resolution: The meeting unanimously resolved to approve the allotment of newly issued ordinary shares with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval 445,297,101 votes = 99.9982%

Disapproval	8,224	votes	=	0.0018%
Abstention	450,000			

Agenda 11 Consider and approve the issuance and offering of the warrants to purchase newly issued ordinary shares of the Company No. 2 (SMT-W2) to existing shareholders of the Company in proportion of shareholdings (Right Offering).

The meeting facilitator said that, According to Agenda 9 the increasing of the Company's registered capital and Agenda 10 the allotment of newly issued ordinary shares as detailed as presented above, the Company recommends proposing the Meeting to approve the issuance and offering of the warrants to purchase newly issued ordinary shares of the Company No. 2 (SMT-W2) in the amount of not exceeding 209,118,991 units to existing shareholders in proportion of shareholdings (Right Offering) without charge (the following is called "SMT-W2"), at the ratio of 4 existing shares to 1 unit of SMT-W2 (fractions will be discarded). The exercise ratio is 1 unit of SMT-W2 has a right to purchase 1 ordinary share of the Company, the exercise price is Baht 2.10 per share and term of warrants is 2 years from the issuance and offering of SMT-W2. Details are shown in Summary details of the warrants to purchase ordinary shares of the Company No.2 (SMT-W2) to be issued and offered to existing shareholders (Enclosure 5).

The date to record the names of the shareholders who are entitled to be allocated SMT-W2 (Record Date) on May 9, 2018.

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-W2 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-W2, and shall also be empowered to take any actions necessary as appropriate regarding to the issuance and offering of SMT-W2 and listing SMT-W2 on the Stock Exchange of Thailand as well as to proceed for necessary approval from relevant authorities.

The meeting facilitator asked if there were any questions.

The meeting facilitator then moved that the meeting approve the issuance and offering of the warrants to purchase newly issued ordinary shares of the Company No. 2 (SMT-W2)

to existing shareholders of the Company in proportion of shareholdings (Right Offering). and authorized as proposed and asked if any shareholders wanted to object, abstain. There were none. Therefore, the facilitator announced the vote.

Questions and suggestions of shareholders

1. Mr. Deerek Khunnawutwanich, a shareholder, asked the following questions.

1.1. Are the previous warrant (SMT-W1) still in the SET? What is the number and price?

Mr. Kanath Srisupa-at said the number of the warrant left is 167,295,007 units and the exercise price is 8 baht per unit.

1.2. What is the objective of issuing the warrant SMT-W2? Is it for the shareholders because the company doesn't pay the dividend? The price of the first day of selling is the best.

Mr. Peerapol Wilaiwongstien said that it is up to the shareholders to keep or sell them.

1.3. How many times a year to exercise the warrants?

Mr. Peerapol Wilaiwongstien said 4 times a year.

2. Mr. Pavaris Suwanpaetai, a proxy, asked the following questions.

2.1. Why doesn't the company adjust the exercise price instead of issuing the warrant SMT-W2?

Mr. Kanath Srisupa-at said that the company cannot do so under the regulations of the warrant.

There were no questions, The meeting facilitator then moved that the meeting approve the issuance and offering of the warrants to purchase newly issued ordinary shares of the Company No. 2 (SMT-W2) to existing shareholders of the Company in proportion of shareholdings (Right Offering). and authorized as proposed and asked if any shareholders wanted to object, abstain. There were none. Therefore, the facilitator announced the vote.

Resolution: The meeting unanimously resolved to approve the issuance and offering of the warrants to purchase newly issued ordinary shares of the Company No. 2 (SMT-W2) to existing shareholders of the Company in proportion of shareholdings (Right Offering). with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	445,297,101	votes	=	99.9982%
Disapproval	8,224	votes	=	0.0018%

Abstention 450,000

Agenda 12 Consider any other businesses (if any).

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

Questions and suggestions of shareholders

1. Mr. Amporn Janya-ngarm, a shareholder asked the company to arrange a company visit for the shareholders.

Mr. Peerapol Wilaiwongstien said that the company is very pleased to arrange a company visit and ask the shareholders to give their telephone numbers to the company's staff in order to invite the shareholders to visit the company.

2. Ms. Rachaya Chosawai, a shareholder, asked the company to consider not paying the bonus to management staff if the company doesn't get profit in 2018.

Mr. Peerapol Wilaiwongstien said that the Company accepted useful suggestions for further consideration.

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 p.m.

-Signature-

(Mr. Somnuk Chaikul)

Chairman of the Board and Chairman of the Meeting

-Signature-

(Mr. Yunyong Sawasdi)

Company Secretary

Enclosure 3

Profile of the nominated persons to be Directors in replacement of those who will retire by rotation

1. Mr. Prompong Chaikul Age 32 years



Positions	:	Director , Executive Director , Risk Management Committee Member and Chief Procurement Officer
Propose shareholders to appoint	:	Director
Education	:	<ul style="list-style-type: none"> • Master of Business Administration (Executive M.B.A.), Sasin Graduate Institute of Business Administration of Chulalongkorn University • Master of Engineering, Major in Electrical and Electronics Engineering (with Management), Imperial College London, United Kingdom (First class honors)
Training	:	Director Accreditation Program (DAP), Class of 116/2015, Thai Institute of Directors
Number of shares and % of shareholding (as of 31 Dec 2018)	:	1.63
The year tenure as directors	:	5 years (the first year 2014)
Position in other listed companies	:	-None-
Position in other companies	:	<ul style="list-style-type: none"> - Director of SS RFID Company Limited - Director of SMT Green Energy Company Limited
Position in competing and / or in connection with the Company's business, which may cause conflicts of interest.	:	-None-
Details of Meetings year 2018	:	Board Meeting 5/5 AGM Meeting 1/1
Relationships among family members with other director.	:	-None-
Illegal Record in past 10 years	:	-None-

2 Mrs. Poonpun Chaikul
Age 59 years

Positions	:	Director and Chairman of Corporate Social Responsibilities Committee (CSR)
Propose shareholders to appoint	:	Director
Education	:	Bachelor Degree, Faculty of Business Administration, Bangkok University
Training	:	Director Certification Program (DCP), Class of 131/2010, Thai Institute of Directors
Number of shares and % of shareholding (as of 31 Dec 2018)	:	0.78
The year tenure as directors	:	9 years (the first year 2010)
Position in other listed companies	:	-None-
Position in other companies	:	<ul style="list-style-type: none">• Director and Chairman of Corporate Social Responsibilities Committee (CSR) of Stars Microelectronics (Thailand) Public Company Limited• Chairman of Key Stars Property Company Limited• Chairman of Kullapassorn Company Limited• Vice Chairman of Cheeva Rice Company Limited• Vice Chairman of SMT Biomass Co.,Ltd• Co-founder of Zonta Club of Bangkok 9 .• Club President of Zonta Club of Bangkok 9, year 2018-2020.• A member of Alumni of Aroonpradit school , Petchaburi province .• Outstanding Mother Awards year 2018 from The Association of Outstanding of Mother under the Royal Patronage of His Majesty the King.
Position in competing and / or in connection with the Company's business, which may cause conflicts of interest.	:	None-
Details of Meetings year 2018	:	Board Meeting 3/5 AGM Meeting 1/1
Relationships among family members with other director.	:	Related to Mr. Somnuk Chaikul
Illegal Record in past 10 years	:	-None-

Definition of Independent Directors

Independent directors carry out duties assigned by the Board of Directors independently from major shareholders and the company's management and meet all the qualification requirements stipulated by the Office of the Securities and Exchange Commission (SEC). Independent directors shall form at least one-third of the total number of the directors but must be no less than three. Each director must have the following qualifications:

1. Must not hold shares in excess of 1% of the total voting shares of the Company, its parent company, subsidiaries, associate companies or corporate bodies that may have conflicts of interest. This also covers shareholding of persons associated with independent directors.
2. Must not be a board member, employee, staff, consultant earning regular salary or person with controlling interest, or a person with the authority to make decisions within the company, its subsidiaries, associate companies or corporate bodies that may have conflicts of interest, unless having been relieved of such conditions for no less than two years prior to the appointment.
3. Must not be a person who is related through kinship or legitimate registration as a father, mother, spouse, sibling, child or spouse of a child of a management executive or major shareholder, a person with controlling interest or person to be nominated as an executive or person with controlling interest of the Company or its subsidiaries.
4. Must not have a business relationship with a company, parent company, subsidiaries, associate companies or corporate bodies with possible conflicts that might impair independent judgment. Independent directors must not be major shareholders or persons with controlling interests under those with a business relationship with the company, its parent company, subsidiaries, associate companies or corporate bodies with possible conflicts unless having been relieved of such conditions for no less than two years prior to the appointment. Business relationship in the above paragraph includes any trading transactions in the ordinary course of business, granting and taking a lease of real property, any transaction relating to assets or services, the grant or acceptance of financial assistance worth from three percent of the net tangible assets or from 20 million baht over above, whichever is lower. Debts incurred during the year before the business relationship with the same person are also counted.
5. Must not be auditor of a company, its parent company, subsidiaries, associate companies or corporate bodies with possible conflicts and must not be a major shareholder with the authority to control nor a partner of an audit firm that audits a company, its subsidiaries, associate companies or corporate bodies that might have conflicts unless having been relieved of such conditions for no less than two years prior to the appointment.
6. Must not be a person who provides any professional services, including legal counseling or financial consulting services, receives annual service fees over two million baht from the company, subsidiaries, associate companies or corporate bodies with possible conflicts and must not be a major shareholder with the authority to make decisions or a partner of an entity providing such professional services unless having been relieved of such conditions for no less than two years prior to the appointment.
7. Must not be a board member who is appointed to be a representative board member of the company, major shareholder, or shareholder who is associated with a major shareholder.
8. Must not have any other attributes that may prevent him/her from freely expressing opinions about the Company's operations.

Information for considering appointing Independent Directors

Relationship with the Administration, major shareholders or its subsidiaries	-No-
Relationship with the company, its parent company, subsidiaries, associate companies or corporate bodies that may have conflicts of interest in past 2 years. <ul style="list-style-type: none">• Be a board member, employee, staff, consultant earning regular salary or person with controlling interest, or a person with the authority to make decisions within the company• Be a person who provides any professional services, such as auditor including legal counseling or financial consulting services• Business relationship which may result in the inability to act freely. (such as purchase/sales material/ finish goods /service or debt) and fill the size of the transactions (if any).	<div>-No-</div> <div>-No-</div> <div>-No-</div>

Company's Articles of Association relating to the AGM 2019

Shareholder

Clause 24 The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting of shareholders within 4 months of the last day of the fiscal year of the Company.

The General Meetings of Shareholders other than the one mentioned above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting whenever it deems appropriate, or one or more shareholders holding shares amounting to not less than 10% of the total number of shares sold may submit a written requisition to the Board of Directors to call an extraordinary general meeting of shareholders at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such written request. In such case, the Board of Directors shall proceed to call a shareholders' meeting to be held within 45 days from the date of receipt of the written request from the shareholders.

If the Board of Directors does not arrange the meeting as requested by the shareholders within the period prescribed in the second paragraph, shareholders who subscribed their names in the requisition or other shareholders holding shares in the aggregate number of shares as required may call such meeting within 45 days after the expiration of the period under the second paragraph. In such case, the meeting shall be deemed to be a shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses incurred for the convening of the meeting and to provide convenience as appropriate.

If at any shareholders' meeting called by the shareholders according to the third paragraph, the number of shareholders in attendance does not constitute a quorum as stipulated in Article 27., the shareholders under the third paragraph shall be jointly responsible to reimburse the Company for expenses incurred for the convening of such meeting.

Clause 25 In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

The place of the shareholder meeting shall be on the province in which the head office of the company is located or other province in the Kingdom.

Clause 29 The matters which should be conducted by the annual general meeting of shareholders are as follows:

- (1) to consider the report of the board of directors concerning the Company's business in the past year period
- (2) to consider and approve the balance sheet, the statement of profit and loss for the past year period.
- (3) to consider and approve of allocation of profit and a reserve fund.
- (4) to consider and elect new directors in place of those who retire by rotation and fix the remuneration of directors.
- (5) to consider and appoint auditor and fix the auditor fee.
- (6) other business.

Proxy and Voting

Clause 26 At a meeting of shareholders, the shareholder may appoint any other person who is sui juris as proxy present and voting on his behalf. The proxy form must be dated and signed by the principal and according to the form as prescribed by the Registrar.

The proxy form must be submitted to the board chairman or other person designated by the board chairman at the meeting place before the proxy attending the meeting.

Clause 27 The meeting of shareholders must be attended by not less than 25 shareholders or proxies (if any) and holding an aggregate number of shares not less than one-third of all shares sold or not less than a half of total number of shareholders holding an aggregate number of shares not less than one-third of all shares sold in number to constitute a quorum.

In the event at any meeting of shareholders, after one hour from the time fixed for the meeting commencement, the number of shareholders present is still not enough to form a quorum as required, if such meeting of shareholders was requested for by the shareholders, such meeting shall be revoked. If such meeting of shareholders was not called for by the shareholders, the meeting shall be called for again and in the latter case notice of the meeting shall be delivered to shareholders not less than 7 days before the meeting. In the subsequent meeting no quorum is required.

In the shareholders meeting, the chairman of the board shall be the chairman of shareholders' meetings. If there is not the chairman of the board or the chairman of the board is not present at a meeting, and if there is a vice-chairman, the vice-chairman shall be chairman of the meeting. If there is no vice-chairman or there is a vice-chairman but he cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Clause 28 A resolution of a shareholders' meeting, the shareholders shall be entitled to one (1) vote per one (1) share. A resolution of the Shareholders' Meeting shall require:

- (1) in a normal case, by the majority vote of the shareholders who attend the meeting and casting their vote. In case of an equality of 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 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 businesses of other companies or private companies to the Company's own.
 - 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 businesses of the Company or the amalgamation of the businesses 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 or liquidation of the Company.

Directors' Qualifications, Election and Rotation of Directors

Clause 11 The Company shall have a board of directors comprising at least five directors but not more than fifteen, and not less than half of the Directors shall be residents of the Kingdom. The Directors must have qualifications as per stipulated by law.

No director shall operate, become a partner or a director in any juristic person which has the same nature as and is in competition with the business of the company, unless he or she notifies the shareholder meeting prior to the resolution for his or her appointment.

In conducting the business of the company, the directors shall comply with all laws, objects and the articles of association of the company, and the resolutions of the shareholder meetings in good faith and with care to preserve the interests of the company.

A director shall notify the company without delay when he or she has a direct or indirect interest in any contract which is made by the company during a fiscal year, or holds shares or debentures of the company or an affiliated company, and shall indicate the total number of shares increasing or decreasing during a fiscal year.

Clause 12 The directors shall be elected at the shareholder's meeting by a majority votes and in accordance with the criteria and procedures as follows:

- (1) Each shareholder shall have one share for one vote
- (2) Shareholder shall elect the Directors individually.
- (3) The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the

Company at that time, the chairman of the meeting shall be entitled to a second or casting vote.

Clause 13 At the annual general meeting of shareholders, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third, must retire from the office.

The director to retire during the first and the second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. A retiring director is eligible for re-election.

Clause 14 A director shall have a right to receive remuneration from the Company in the form of rewards, meeting allowance, gratuity, bonus or other benefits in accordance with the approval of the shareholders' meeting. It may be prescribed in fixed amount or establish the rules and prescribed for particular circumstance(s) or being perpetual rules until be changed by shareholder's meeting resolution. Moreover, a director shall have a right to receive the allowance and welfare according to the Company's rule.

The provisions in the first paragraph shall not affect the right of the director appointed from the officers or employees of the Company to receive remuneration and benefit in his/her capacity as an officer or employee of the Company.

Dividend Payment

Clause 36 Dividends shall not be paid other than out of profits. If the company still has an accumulated loss, no dividends shall be distributed.

Unless otherwise specified by the articles of association regarding preferred shares, dividend shall be distributed according to the number of shares, with each share receiving an equal amount.

Payment of dividends shall be approved by the shareholder meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time, if the Board believes that the profits of the Company justify such payment, and after the dividends have been paid, such dividend payment shall be reported to the shareholders at the following shareholder meeting.

Payment of dividends shall be made within one month from the date of the resolution of the shareholder meeting, or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper. No dividends shall bear interest if they are paid within the time specified by law.

Clause 37 The Company shall allocate not less than five percent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

Documents Required Prior to Attending the Meeting, Proxy, Registration and Voting

Documents Required Prior to Attending the Meeting
--

1. For Natural Person

1.1 Attendance in person:

A document issued by a government authority, which is not expired, e.g. the identification card, governmental identification card, or passport (for foreign Shareholder), including the evidence of name or last name's change (if any).

1.2 Attendance by proxy:

- (a) One of the Proxy Forms as attached hereto, completely filled up and signed by the Shareholder and the Proxy;
- (b) Certify true copy document of the shareholder issued by a government authority as specified in Item 1.1;
- (c) A document of the Proxy issued by a government authority as specified in Item 1.1

2. In the event that the shareholder is a juristic person:

2.1 Attendance in person by an authorized representative of the shareholder:

- (a) A document of such authorized representative issued by a government authority as referred to in clause 1.1 above;
- (b) A photocopy of the Affidavit of the shareholder, certified as true and correct by its authorized representative and containing details which shows that the representative who attended the meeting is authorized to act on the shareholder's behalf.

2.2 Attendance by proxy:

- (a) a proxy form, the form of which is attached to hereto, completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy;
- (b) a photocopy of the Affidavit of the shareholder, certified as true and correct by its authorized representative and containing details which shows that the

representative who signed the proxy form is authorized to act on the shareholder's behalf;

- (c) Certified true copy of valid evidence of the authorized director(s) signing the Proxy Form.
- (d) A document of the Proxy issued by a government authority as specified in Item 1.1

3. In the event that the shareholder is a non-Thai shareholder and appointing the Custodian in Thailand

- (a) All evidences similar to those of the Juristic Person as specified in Items 2.1 and 2.2
- (b) In case the non-Thai shareholder authorizes the Custodian to sign the Proxy Form on its behalf, the following documents are required :
 - 1) Power of Attorney by the non-Thai shareholder authorizing Custodian to sign the Proxy Form on its behalf.
 - 2) Letter certifying that the Custodian is permitted to engage in the Custodian business.

English translation is required to be attached for any original document which is not made in English and such translation must be certified as correct by the authorized representative(s) of such juristic person.

Proxy

Form of the Proxy

The Proxy Forms attached hereto are according to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550, there are 3 Proxy Forms as follows:

- Form A: General Proxy Form (Simple Form)
- Form B: Specific Proxy Form
- Form C: Proxy Form for the non-Thai shareholder appointing the Custodian in Thailand (shareholders may download Proxy Form C from www.starsmicro.com)

Appointment of Proxy

Shareholder who is unable to attend the Meeting may appoint a person as your Proxy as follows:

1. Complete only one of above Proxy Forms as follows:
 - 1.1 General Shareholder shall select only one of either Form A or Form B.
 - 1.2 Shareholders listed in the share register book as a non-Thai shareholder appointing the Custodian in Thailand can select only one of three Proxy Forms (Form A, Form B, or Form C).
2. Authorize a person or an Independent Director as specified by the Company (Assoc.Prof.Dr. Preecha Jarungidan and Prof.Dr. Kamphol Panyagometh) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy or mark ☒ the name of an Independent Director as specified by the Company in the Proxy form.
3. Affix the 20 Baht stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registering to attend the Meeting
4. Submit the completed Proxy Form together with the Register form (which has a Barcode) return it to the Company by Friday, April 26, 2019 or one hour before beginning of the Meeting for verification of documents.

* In case of the Custodian which granted Proxy from several shareholders, please submit the Proxy form to the Company to verify at least one day prior to the meeting date by facsimile: 035-258-914 (for information: contact Investor Relation Tel. 035-258-555 ext. 313)

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed *except for the Custodian appointed by the non-Thai shareholder in accordance with Proxy Form C.*

Meeting Registration

The Company will open the registration counter for meeting attendance **from 13.00 pm. on Monday, April 29, 2019 at Venus Room, 3rd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok** as per a map in Enclosure 8.

Voting

Voting Regulation**General Agenda:**

1. A voting by voting card, which one share will count as one vote, will be made in each Agenda where the shareholder or proxy shall make only one vote for **approval**, **disapproval** or **abstention**. The allocation of voting is not allowed except for the vote by the Custodian.
2. In Case of Proxy
 - 2.1 The Proxy shall solely vote in accordance with the authorization by the Shareholder as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is invalid and shall not be counted as the vote of the Shareholder.
 - 2.2 In case the Shareholder does not specify the authorization or the authorization is unclear, the Meeting considers any agenda other than which specified in the Proxy Form, or there is any change of fact, the Proxy shall be authorized to consider and vote such matter as it may deem appropriate.

Election of Director's Agenda:

In accordance with Clause 12 of the Company's Articles of Association, the Shareholder shall have one vote for one share and shall elect the candidate individually.

Voting Procedures of each Agenda

The Chairman of the meeting will inform the meeting as to the methods of voting as follows:

1. The Chairman will propose the Meeting to have the vote in each Agenda by asking time by time whether there is any shareholder approve, disapprove or abstain.
2. When the Chairman asks as above, shareholder or the Proxy can vote by mark ☒ in voting card either for approval, disapproval or abstention except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form.

Resolution of the Shareholders' Meeting

- General case: majority vote of the shareholders who attend the meeting and casting their vote.
- Other case which the laws or the Company's Articles of Association provided otherwise: the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each Agenda.

1. In case a tie of votes, the Chairman of the Meeting shall have a casting vote.
2. Any Shareholder or the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave from the Meeting, except for voting on election of the Directors.

Counting and Announcement of the Vote

Prior to the Meeting, the Chairman shall inform that the counting of votes for each agenda shall be made from the voting of Shareholder or Proxy and the vote result of all Agenda shall be informed to the Meeting before the Meeting is adjourned.

Enclosure 6**Profile of Independent Director Proposed by the Company to Represent Shareholders****1. Assoc. Prof. Dr. Preecha Jarungidanan**

Position: Independent Director, Chairman of Audit Committee
and Chairman of Remuneration Committee

Age: 72 years

Contact address: Stars Microelectronics (Thailand) Public Company Limited
605-606 Moo 2, Klongjig, Bang Pa-in, Ayuthaya 13160

Interest in the agenda:

Agenda 6 Consider and approve the remuneration of directors for the year 2019

**2. Professor Dr. Kamphol Panyagometh**

Position: Independent Director, Audit Committee Member
and Chairman of Risk Management Committee

Age: 46 years

Contact address: Stars Microelectronics (Thailand) Public Company Limited
605-606 Moo 2, Klongjig, Bang Pa-in, Ayuthaya 13160

Interest in the agenda:

Agenda 6 Consider and approve the remuneration of directors for the year 2019



Duty Stamp
Amount
20 Baht

Enclosure 7

PROXY FORM A (SIMPLE FORM)

Written at.....

Date..... Month..... Year.....

(1) I / We.....Nationality.....
with address at.....Road.....Tambol/Khwang.....
Amphur/Khet.....Province.....Postal Code.....

(2) being a shareholder of Stars Microelectronics (Thailand) Public Company Limited.

holding the total amount of..... shares and have the right to vote equal tovotes as follows:

Ordinary share..... shares and have the right to vote equal tovotes

(3) do hereby appoint either one of the following persons:

☐ (1)..... Age.....Years
with address at.....Road.....Tambol/Khwang.....
Amphur/Khet.....Province.....Postal Code..... or

☐ (2) Assoc.Prof.Dr.Preecha Jarungidanan Age 72 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

☐ (3) Prof.Dr. Kamphol Panyagometh Age 46 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

as only one of my / our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2019 to be held on **Monday, April 29, 2019 at 14.00 p.m. at Venus Room, 3rd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok** or at any adjournment thereof.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects.

Signed Shareholder
()

Signed Proxy
()

Signed Proxy Signed Proxy
(Assoc.Prof.Dr.Preecha Jarungidanan) (Prof.Dr. Kamphol Panyagometh)

Remarks: The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

Assoc.Prof.Dr.Preecha Jarungidanan and Prof.Dr. Kamphol Panyagometh have interest in agenda 6.

Duty Stamp
Amount
20 Baht

PROXY FORM B (SPECIFIC DETAILS FORM)

Written at

Date..... Month..... Year.....

(1) I / We.....Nationality.....
with address at.....Road.....Tambol/Khwang.....
Amphur/Khet.....Province.....Postal Code.....

(2) being a shareholder of Stars Microelectronics (Thailand) Public Company Limited.

holding the total amount of..... shares and have the right to vote equal tovotes as follows:

Ordinary share..... shares and have the right to vote equal tovotes

(3) do hereby appoint either one of the following persons:

☐ (1)..... Age.....Years
with address at.....Road.....Tambol/Khwang.....
Amphur/Khet.....Province.....Postal Code..... or

☐ (2) Assoc.Prof.Dr.Preecha Jarungidanan Age 72 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

☐ (3) Prof.Dr. Kamphol Panyagometh Age 46 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

as only one of my / our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2019 to be held on **Monday, April 29, 2019 at 14.00 p.m. at Venus Room, 3rd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok** or at any adjournment thereof.

(4) I/We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

☐ **Agenda 1: Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2018.**

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 2: Be informed of the Company's performance of the year 2018.**

☐ **Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2018 and the report of the auditor.**

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain



☐ **Agenda 4: Consider and approve omitting the allocation of net profit as legal reserves and approve omitting the dividend payment from the operating result of the year 2018.**

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

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

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ **To elect directors as a whole**

☐ Approve

☐ Disapprove

☐ Abstain

☐ **To elect each directors individually**

1) **Mr. Prompong Chaikul**

☐ Approve

☐ Disapprove

☐ Abstain

2) **Mrs. Poonpun Chaikul**

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 6: Consider and approve the remuneration of Directors for the year 2019.**

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

Remark: Assoc.Prof.Dr.Preecha Jarungidanan and Prof.Dr. Kamphol Panyagometh as directors appointed the proxy have interest in this agenda.

☐ **Agenda 7: Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2019.**

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 8: Consider and approve the transfer of reserve fund amount of Baht 79,300,000 and share premium amount of Baht 514,608,864 to compensate the deficit of the company as of 31st December 2018 for the amount of Baht 593,908,864.**

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 9: Consider any other businesses (if any).**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed Shareholder
()

Signed Proxy
()

Signed Proxy
(Assoc.Prof.Dr.Preecha Jarungidanan)

Signed Proxy
(Prof.Dr. Kamphol Panyagometh)

Remarks:

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.



ATTACHMENT TO PROXY FORM B

Authorization on behalf of the Shareholder of **Stars Microelectronics (Thailand) Public Company Limited**, for the Annual General Meeting of Shareholders for the year 2019 to be held on **Monday, April 29, 2019** at **Venus Room, 3rd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok**, or at any adjournment thereof.

☐ **Agenda No ____ :** _____

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No ____ :** _____

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No ____ :** _____

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No ____ :** _____

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No ____ : Subject: Election of Directors (continued).**

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Duty Stamp
Amount
20 Baht



PROXY FORM C

(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

Written at

Date..... Month..... Year.....

(1) I / We.....Nationality.....
with address at.....Road.....Tambol/Khwang.....
Amphur/Khet.....Province.....Postal Code.....

As the custodian of.....

being a shareholder of Stars Microelectronics (Thailand) Public Company Limited.

holding the total amount of..... shares and have the right to vote equal tovotes as follows:

Ordinary share..... shares and have the right to vote equal tovotes

(2) do hereby appoint either one of the following persons:

☐ (1)..... Age.....Years
with address at.....Road.....Tambol/Khwang.....
Amphur/Khet.....Province.....Postal Code..... or

☐ (2) Assoc.Prof.Dr.Preecha Jarungidanan Age 72 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

☐ (3) Prof.Dr. Kamphol Panyagometh Age 46 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

as only one of my / our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2019 to be held on **Monday, April 29, 2019 at Venus Room, 3rd floor ,Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok ,**or at any adjournment thereof.

(3) I / We authorize my / our Proxy to attend and cast the votes as follows:

☐ The Proxy is authorized for all shares held and entitled to vote.

☐ The Proxy is authorized for certain shares as follows:

☐ ordinary share_____shares, entitling to vote _____votes

Total entitled vote _____ votes

(4) I/We authorize my/our Proxy to cast the votes according to my/our intentions as follows:



☐ **Agenda 1: Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2018.**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

☐ **Agenda 2: Be informed of the Company's performance of the year 2018.**

☐ **Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2018 and the report of the auditor.**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

☐ **Agenda 4: Consider and approve omitting the allocation of net profit as legal reserves and approve omitting the dividend payment from the operating result of the year 2018.**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

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

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ **To elect directors as a whole**
- ☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote
- ☐ **To elect each directors individually**
- 1) **Mr. Prompong Chaikul**
- ☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote
- 2) **Mrs. Poonpun Chaikul**
- ☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

☐ **Agenda 6: Consider and approve the remuneration of Directors for the year 2019.**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

Remark: Assoc.Prof.Dr.Preecha Jarungidanan and Prof.Dr. Kamphol Panyagometh as directors appointed the proxy have interest in this agenda.

☐ **Agenda 7: Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2019.**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

☐ **Agenda 8: Consider and approve the transfer of reserve fund amount of Baht 79,300,000 and share premium amount of Baht 514,608,864 to compensate the deficit of the company as of 31st December 2018 for the amount of Baht 593,908,864**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

☐ **Agenda 9: Consider any other businesses (if any).**

- ☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:
- ☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed Shareholder
()

Signed Proxy
()

Signed Proxy
(Assoc.Prof.Dr.Preecha Jarungidanan)

Signed Proxy
(Prof.Dr. Kamphol Panyagometh)



Remarks:

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the non-Thai Shareholder appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholder of Stars Microelectronics (Thailand) Public Company Limited, for the Annual General Meeting of Shareholders for the year 2019 to be held on **Monday, April 29, 2019 at 14.00 p.m. at Venus Room, 3rd floor ,Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok** ,or at any adjournment thereof.

☐ **Agenda _____:**_____.

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

☐ **Agenda _____:**_____.

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

☐ **Agenda _____:**_____.

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

☐ **Agenda _____:**_____.

☐ (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

☐ **Agenda _____: Election of Directors (continued).**

Name of Director _____.

☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

Name of Director _____.

☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

Name of Director _____.

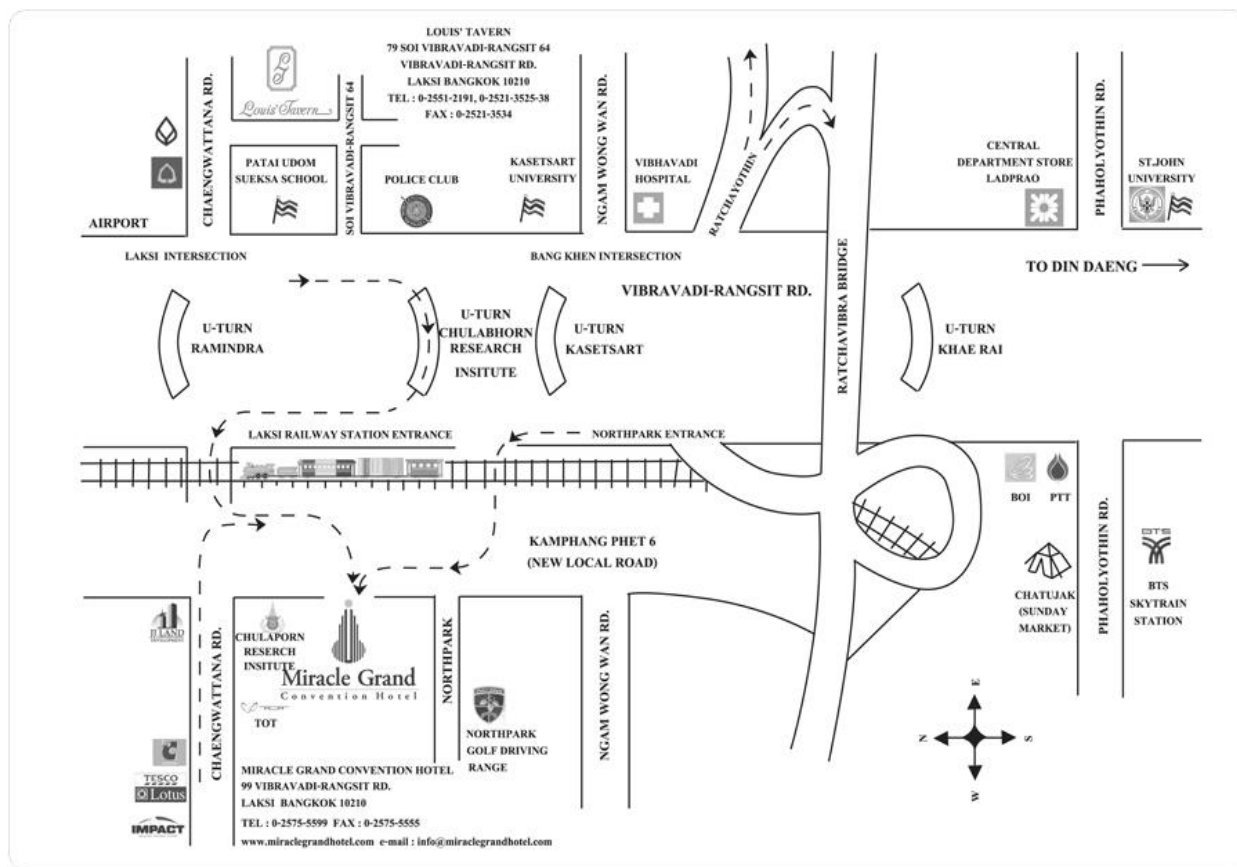
☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

Name of Director _____.

☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

- None -

Enclosure 8

A map of the conference hall

At Venus Room, 3rd floor ,Miracle Grand Convention Hotel,
Viphavadee rangsit Road, Laksi, Donmuang, Bangkok

“SMT”

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