



**Invitation to  
The Annual General Meeting of Shareholders  
for the year 2020**

**Stars Microelectronics (Thailand) Public Company Limited**

**SMT**

**Thursday, July 30, 2020 at 14.00 p.m.**

**At Magic 2 Room, 2<sup>nd</sup> floor , Miracle Grand Convention Hotel,  
Viphavadee rangsit Road, Laksi, Donmuang, Bangkok**

## Invitation to the Annual General Meeting of Shareholders for the year 2020

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### Guidelines for the Meeting Attendees of 2020 Annual General Meeting of Shareholders during the Outbreak of Coronavirus Disease (COVID-19)

With respect to the Coronavirus Disease (COVID-19) outbreak, to support the measures of the Department of Disease Control, Ministry of Public Health, Stars Microelectronics (Thailand) Public Company Limited (the “**Company**”) would like to inform guidelines for attending the Meeting as follows;

1. At-risk shareholder, e.g. any shareholder returning from an at-risk country according to the Notification of the Ministry of Public Health Re: Territories outside the Kingdom of Thailand defined as Disease Infected Zones less than 14 days or any shareholder with fever (has a body temperature of more than 37.5 degrees Celsius) or showing any respiratory symptoms such as cough, sneezing, runny nose, sore throat or breathing difficulties, are requested to follow the Department of Disease Control’s suggestion by **not attending the meeting**, if at-risk shareholder intends to exercise their rights, such shareholder will be able to exercise voting rights by assigning an independent director or other person to vote on his/her behalf.
2. The Company will have a screening point for interrogation and checking every attendee's temperature at the entrance to the meeting room. If there is any suspect case, **the Company reserves the rights to restrict the entry of such person into the meeting room**. The Company would like to ask for coordination from every at-risk shareholder to vote by proxy by assigning an independent director or other person to attend and vote in the Meeting on his/her behalf.
3. The Company requests that every shareholder who passed through the screening point and would like to attend the 2020 Annual General Meeting of Shareholders to follow these recommendations:
  - Wear a facemask for the duration of his/her time in the meeting room
  - Frequently wash your hands with soap or hand sanitizer
  - Avoid touching your face (eyes, nose and lips) whenever possible
  - Avoid touching or sharing personal items with others
  - Please leave the Meeting if you develop a fever, cough, runny nose, sore throat or breathing difficulties
4. The Company will arrange the seats with distance. Therefore, there may be limited seats. If the seats are full, we advise that you appoint other people or the company’s independent director to attend the meeting and vote on your behalf.

Your cooperation in strictly adhering to the above guidelines would be highly appreciated. Nevertheless, the concealment or violation of the Company’s guideline may cause punishment under the Law to such person.

## Invitation to the Annual General Meeting of Shareholders for the year 2020

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

[ir@starsmicro.com](mailto:ir@starsmicro.com) or facsimile 035-258 914 or Investor Relation Tel: 035-258 555 ext. 313

Under Coronavirus disease 2019 (COVID-19) spreading, the company would like to encourage shareholders to give a proxy to independent director instead of attending the Shareholder's meeting by themselves. However, for this Annual General Meeting, the Company shall follow the recommendations of the Department of Disease Control, Ministry of Public Health on Prevention and Control of Coronavirus Infection Disease 2019 for arranging conferences, seminars or other similar activities.

July 1, 2020

**Subject :** Invitation to the Annual General Meeting of Shareholders (“AGM”) for the year 2020

**To :** Shareholders

**Enclosure :**

1. Copy of Minutes of the AGM 2019.
2. The Company's Annual Report for the year 2019 (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 2020.
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 2020 (“**the Meeting**”) on **Thursday, July 30, 2020 at 14.00 p.m. at Magic 2 Room, 2nd 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 2019.**

**Preamble:** The Minutes of the Annual General Meeting of Shareholders for the year 2019 held on April 29, 2019 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 2019 held on April 29, 2019 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 2019.**

**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 2019 (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 2019.

**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, 2019 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, 2019 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 2019 is as follows:

	<u>Consolidated</u>	<u>Separate</u>	
Total Assets	2,796	2,787	Million Baht
Total Liabilities	1,551	1,544	Million Baht
Total Revenues	1,819	1,783	Million Baht
Net Profit (Loss)	(41.89)	(35.64)	Million Baht
Earnings per Share	(0.047)	(0.043)	Baht/Share

Details of the above are shown in the financial statements of the Company's Annual Report for the year 2019 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 2019.**

**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, 2019, the Company had net loss of (36) Million Baht, and the Company has accumulated losses (51) Million Baht then the Company shall not allocate legal reserves in year 2019. 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 2019.

Dividend Policy: The rate of 40% of the net profit after tax and legal reserves. The Board of Directors has the authority to refrain from following the policy (with additional conditions)

**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 2019.

**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.

Now there are 7 company directors. This year, 2 Directors will vacate after completing their terms, comprising the following persons.

1. Assoc. Prof. Dr. Aekkachai Nittayagasetwat	Independent Director & Audit Committee Member
2. Professor Dr. Kampol Panyagometh	Independent Director & Audit Committee Member

The Nomination and Remuneration Committee had an opinion that the two directors should return to office for one more term because they are qualified according to The Public Limited Companies Act, B.E.2535 and other related regulations. They are knowledgeable and have experiences in the company's business which will be useful for the company.

**Board of Directors' Opinion:** The Board of Directors recommends proposing the Meeting should reappoint the 2 Directors who were considered by the Nomination and Remuneration Committee to be Directors for another term.

1. Assoc. Prof. Dr. Aekkachai Nittayagasetwat	Independent Director & Audit Committee Member
2. Professor Dr. Kampol Panyagometh	Independent Director & Audit Committee Member

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. Besides, the Board of Directors considers that the ones nominated to be Independent Directors will be able to express their opinion freely and in line with the related rules and regulations.

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 2020.**

**Preamble:** The Nomination and 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 2020 at the same amount as the year 2019.

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

	<b>Position</b>	<b>Remuneration (Baht/person/month)</b>	<b>Meeting allowance (Baht/person/meeting)</b>
Board of Directors	Chairman	36,000	5,000

	Position	Remuneration (Baht/person/month)	Meeting allowance (Baht/person/meeting)
	Member	24,000	5,000
Audit Committee	Chairman	36,000	5,000
	Member	30,000	5,000
Nomination and 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 Nomination and Remuneration Committee to fix the remuneration of Directors for the year 2020 at the same amount as the year 2019 until the shareholders' meeting has other resolution and recommends proposing the Meeting to consider and approve the remuneration of Directors for the year 2020 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 2020.

**Preamble:** The Audit Committee considered and proposed that the Board of Directors approve and forward the Auditor from EY Office Limited to the AGM 2020 for considering and appointing as the external auditor of the Company for the year 2020 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 2020 proposed totally Baht 2,145,000 increasing of Baht 100,000 from the year 2019, 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). In the event those



auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

(Note: Mr. Termphong Opanaphan and Miss Vissuta Jariyathanakorn are original CPA since the year 2014-2019. Miss Manee Rattanabunnakit is an original CPA since the year 2015-2019.)

(unit: Baht)		
Descriptions	2020	2019
- Examination of the financial statements of the Company (SMT)	2,145,000	2,045,000
<b>Increase from the year 2019 Amount of Baht 100,000</b>		
- 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)	50,000	100,000
<b>Totals</b>	205,000	255,000

**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 amendment article No.21 of articles of association.**

**Preamble:** As the Royal decree of the conferences through Electronic Media B.E. 2020 ("Royal Decree") has promulgated on 18 April 2020, resulting in the attendees to attend the meeting through the electronic media in accordance with the Royal Decree, can join the meeting from anywhere and no need to be in the same place. Meeting via the electronic media according to this Royal decree can be arranged by connecting via electronic media that can be discussed and commented.

**Board of Directors' Opinion:** recommends proposing the Meeting to consider and approve the amendment article no. 21 to be in accordance with The Royal decree of the conferences through electronic media B.E. 2020 as follows.

Current Articles	Propose the amendment of Article
<p>Article 21 The board of directors shall hold a meeting at least once every three (3) months.</p> <p>In convening a meeting of the Board of Directors, the Chairman or the authorized person shall send the notice of the meeting to the director no less than seven (7) days prior to the date of the meeting. Except in urgent cases. To maintain the rights and benefits of the company. The meeting will be informed by other means. And the meeting is faster than that.</p> <p>The Board of Director meeting shall be arranged in the locality in which the head office of the company situated or appropriate place.</p> <p>At least two directors shall be requested for a summons of a meeting of the board of directors, the chairman of the board or the authorized person shall fix the date of the meeting within fourteen days as from the date of the request.</p>	<p>Article 21 The board of directors shall hold a meeting at least once every three (3) months.</p> <p>In convening a meeting of the Board of Directors, the Chairman or the authorized person shall send the notice of the meeting to the director no less than seven (7) days prior to the date of the meeting. Except in urgent cases. To maintain the rights and benefits of the company. The meeting will be informed by other means. And the meeting is faster than that.</p> <p>The Board of Director meeting shall be arranged in the locality in which the head office of the company situated or appropriate place.</p> <p>At least two directors shall be requested for a summons of a meeting of the board of directors, the chairman of the board or the authorized person shall fix the date of the meeting within fourteen days as from the date of the request.</p> <p><u>The meeting of the Board of Directors and Subcommittees can be held via teleconference through electronic devices in accordance with the criteria, methods, and the information security standards, announcement and in accordance with information security standards set forth in the law and including any relevant legal announcements that are currently available or will be amended in the future.</u></p> <p><u>In delivering a notice and related documents, may send such notice and documents by an electronic mail as specified by law. In this</u></p>

	<u>regard, the copy of such notice and related documents must be kept as evidence, which may be kept in electronic data Format.</u>
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**Note:** This agenda requires an approval vote from the shareholder meeting by not less than three-fourths 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 2020 on **Thursday, July 30, 2020 at 14.00 p.m. at Magic 2 Room, 2nd 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](http://www.starsmicro.com)

Please kindly submit the completed Proxy Form to the Company by Wednesday, July 29, 2020. 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 2020 and document for meeting in the Company's website ([www.starsmicro.com](http://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 Secretary

By Order of the Board of Directors

Enclosure 1

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR 2019  
OF  
STARS MICROELECTRONICS (THAILAND)  
PUBLIC COMPANY LIMITED**

**Time and Place**

Held on Monday, April 29, 2019 at 14.00 hrs. in Venus Room, 3<sup>rd</sup> 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 2019 annual general meeting of shareholders by welcoming the shareholders attending, and informed the meeting that Mr. Somnuk Chaikul, Chairman of the Board of Directors, was ill. By law and company regulation, if the company has no vice chairman, the meeting has to appoint any shareholder to be the chairman of the meeting. Shareholder Mr. Yunyong Sawasdi proposed that the company appoint Executive Director and Chief Supply Chain Officer Mr. Prompong Chaikul the Chairman of the meeting. Mr. Yunyong Sawasdi asked and there was no objection appointing Mr. Prompong Chaikul the chairman of the meeting, resolving the issue and announced that 108 shareholders and proxies possessing a total of 438,675,534 shares or representing 52.4431 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 139 shareholders and proxies at the meeting, representing a total of 467,375,156 shares or 55.8741 per cent of the total paid up shares.

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

**Six Board of Directors**

- |    |                       |  |
|----|-----------------------|--|
| 1. | Mr. Prompong Chaikul  | Director, Executive Director, Risk<br>Management Committee Member & Chief<br>Procurement Officer |
| 2. | Mr. Prasart Yunibhand | Director & Remuneration Committee<br>Member  |
| 3. | Mrs. Poonpun Chaikul  | Director & Chairman of Corporate Social  |

- |    |  |  |
|----|--|--|
| 4. | Assoc. Prof. Dr. Preecha Jarungidanan      | Responsibilities Committee (CSR)<br>Independent Director, Audit Committee<br>Member & Chairman of the Remuneration Committee |
| 5. | Assoc. Prof. Dr. Aekkachai Nittayagasetwat | Independent Director, Audit Committee<br>Member & Remuneration Committee Member  |
| 6. | Professor Dr. Kamphol Panyagometh          | Independent Director, Audit Committee<br>Member & Chairman of the Risk Management Committee                                  |

**Seven 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)                     |
| 7. Ms. Sunan Wongmutthavanich  | Director (Internal Audit)              |

**Two auditors from EY Office Limited**

1. Ms. Patcharee Tantipitakkul.
2. Ms. Phanchita Phuwatchantearawong

**Three independent legal advisors from Siam Premier International Law Office Limited**

1. Ms. Pornpilai Kosolprapa
2. Ms. Monnira Danwivat

**Financial & Compliance Consultant**

1. Mr. Kanath Srisupa-at

**Financial Consultant**

1. Mrs. Vipada Nontapowraya

**Two official from OJ International Co., Ltd.**

1. Ms. Phlengphritta Khamphrom
2. Ms. Nutdharuja Sripoomkhai

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 Secretary invited Mr. Prompong Chaikul, who chaired the meeting to declare the meeting open. The Chairman welcomed shareholders to the Annual General Meeting of Shareholders for 2019, delivered an opening speech and assigned Ms. Pornpilai Kosolprapa, to be the meeting facilitator.

Ms. Monnira Danwiwat, 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, 7-9 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 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 2018.**

The meeting facilitator stated that the Company held the 2018 annual general meeting of the shareholders on 30 April 2018. 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 2018 held on 30 April 2018 with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	449,932,034	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	votes		

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

The meeting facilitator asked Mr. Prompong Chaikul, Chairman, to inform the meeting about the progress of setting up the plan against corruption. To comply with the policy of the SEC and Thai Investors Association, which supports the company to implement the plan against corruption, follow up and evaluate regularly. 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 34 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 2018 annual report and invited Mr. Peerapol Wilaiwongstien, Chief Executive Officer, to present the Company's performance.

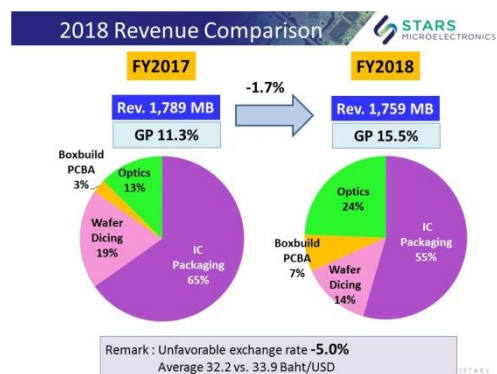
Mr. Peerapol Wilaiwongstien, Chief Executive Officer, first stated that there were 2 major issues in the report as follows:

- (1) 2018 Performance
- (2) 2019 Business Plan & Strategy



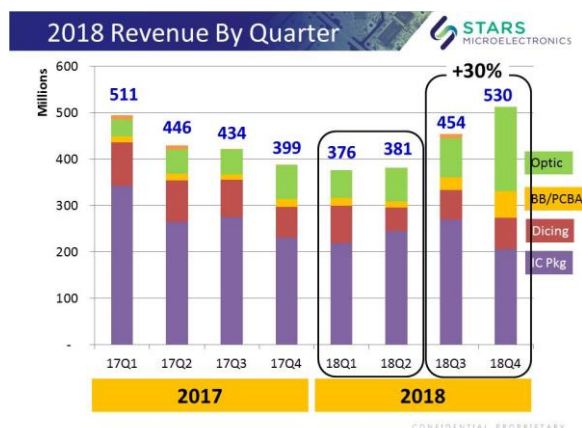
#### 1) 2018 performance

Sales for 2018 were a little lower than 2017 due to the impact of the foreign exchange rate. The sales of 2018 were around 1,700 Million Baht. The sales of IC Packaging decreased, yet the company increased the sales of other products, especially optics and Box Build/PCBA. As a result, the gross profit of the company increased.



In quarter 1 and quarter 2 of 2018, the company's sales were not high because of the decrease of the IC Packaging group but in quarter 3 and quarter 4 the company's sales increased by approximately 30% from quarter 1 and 2 sales. Moreover, the Company was profitable in every quarter in 2018, especially in quarter 4 when the sales were the highest in the last two years. The performance of the company was good due to the growth of Optics and Box Build/PCBA.





In 2018, the company had new customers in Box Build/PCBA, Optics and IC. They could become the main products in 2019. Therefore, the production capacity would increase.



The company received a reward from a customer for better performance in quality, delivery and technology than other competitors. In addition, the company tried to reduce cost and expenses, especially energy expenses. The company's factory produces electronic components which uses high electricity because of production in clean rooms. Therefore, the company has implemented various projects to reduce the cost and received awards from Ministry of Energy and Ministry of Industry in 2018.



The company has developed its employees in various ways, especially in technical skills, improving the skill of technicians, engineers and the management team. The company

implemented the Six Sigma project. The leading companies in the world have brought this tool to develop and solve various problems to improve efficiency, reduce costs and satisfy customers. The company started the Six Sigma trainings in April 2017 and has implemented continuously for 2 years. All management members have attended the training.



## 2) 2019 Business Plan & Strategy

In 2019, the company conducted the business plan and strategies which was considered and approved by the Board of Directors. There are 3 objectives.

- 1) Long-term consistency growth.
- 2) Reasonable profitability.
- 3) Reduce revenue fluctuation.



The company set 3 strategies as follows:

Strategy 1 - Customer base expansion. The Company has looked for new customers to expand the customer base in various industries to balance the risks. In 2019, the company focused on customers in the automotive market which is changeable, the data center market which is used a lot in mobile phone, communication device and advance consumer market which will grow fast, and medical device market which will grow a lot in Thailand.

2019 Strategy 

**Strategy 1** ขยายฐานลูกค้า

Expand customer base in various industries...

- Automotive
- Data Center
- Communication
- Advance Consumer
- Medical Devices

*Find New Customers*

CONFIDENTIAL PROPRIETARY

Strategy 2 - Employee Development. The Company will use Six Sigma as the tool for employee development continuously.

2019 Strategy 

**Strategy 2** พัฒนาบุคลากร

Continue to Develop technical staff skill by integrating SIX SIGMA methodology into business process

**SIX SIGMA EXCELLENCE**  
@  
Stars Microelectronics

CONFIDENTIAL PROPRIETARY

Strategy 3 - Accelerate “Time to volume” of new products and new customers. It takes a long time to start production of new products. Some products, such as in the automotive market, take as long as 2 years to begin production. The company will accelerate the process from quotation and sample products. Negotiation with customers must be faster to start mass production more quickly resulting in quicker revenue.

2019 Strategy 

**Strategy 3** เร่งผลิตภัณฑ์ใหม่

Accelerate “Time to Volume” of new products /new customers...

- Quote to WIN
- Best samples build
- Close communication with customers

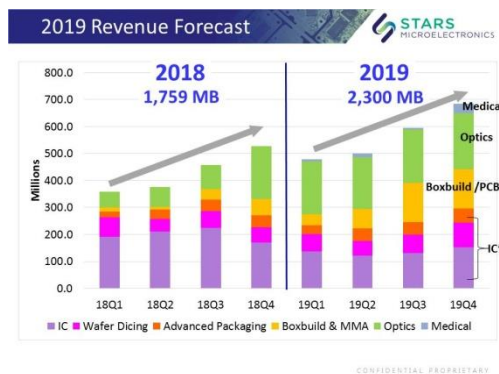
*New Products*

CONFIDENTIAL PROPRIETARY

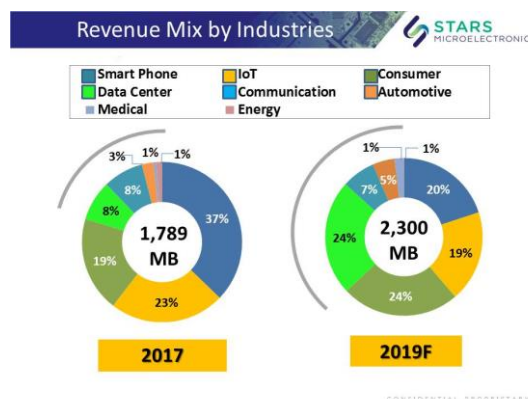
New products for 2019 are products in IOT (Internet of things), such as the Flex Battery, which is expected to start mass production in mid 2019; sensor products, which are used in the auto business; advance consumer products (smart white board), which is expected to start mass production in quarter 2. The materials have been ordered. In quarter 2 and 4, there will be Optics products such as LiDAR, which will be used with automotive cars and is expected to start mass production in quarter 3. Besides this, there are many customers that are in product development.



When compared with 2019's sales, in 2018, the company had more growth of Optics and Box Build. In 2019, the growth will be the same as 2018. The sales of 2019 is expected to grow 30%. IC Packaging will be relatively low and is expected to be better in the second half of 2019. In quarter 1, 2019 sales are expected to grow 30% and will be better than quarter 1 of 2018.



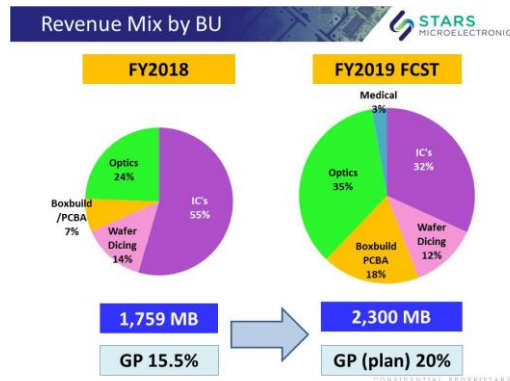
When compared with the products of 2018, the automotive and data center products of 2019 are expected to grow with smart phones being the main product while the smart phone market has been fluctuating. The company has tried to look for new products with less fluctuation. For example, LiDAR products, which the customers have long production plans with because of its high price and the automotive market, which has less fluctuation.



In 2018, the company had a 15% gross profit. In 2019, the gross profit is expected to be around 20%. The Optics and Box Build product is expected to grow more with less investment. The company will develop the machines to increase productivity and machine utilization, which the company invested in advance. The company has the plan to invest around 100 million baht

which is equal to 4% of sales. The Company has submitted the plan to the Board of Directors and the plan have been approved. The investment plan is composed of:

- 1) Investing 30 million baht in Optics products.
- 2) Technology development in each business unit, especially in IC Packaging.
- 3) Invest in maintenance and utility.



The progress of lawsuits of the company are as follows:

- 1) Set Top Box:

For the civil case, the court ruled that the company won the case. The court ordered the defendant to pay compensation including interest from the beginning of the project. The defendant has appealed, which is expected to take some time. For the criminal case, the Court of First Instance dismissed our complaint because it is a civil case. The company will file an appeal with the appellate court.

- 2) 360 FLY

The court had examined all the witnesses of the plaintiff and defendant and the company had already submitted all documents and evidence to the court for consideration, which is awaiting a court decision and expected to be known in the next two months.

#### Questions and suggestions of shareholders

1. Mr. Deerek Khunnawutwanich, a shareholder, gave a compliment to the Board of Directors and the management members of the company about the profits the company made and asked the following questions.

- 1.1 How does the company plan to cope with 5G technology?

CEO Mr. Peerapol Wilaiwongstien said that the Company has followed up with 5G technology, especially the one that could be used with Data Center. The company cannot be involved with 5G technology directly because the software has big leaders. The company will be involved with hardware and products using 5G technology.

- 1.2 Dose the company have the products related to health technology and products for aging people?

Mr. Peerapol Wilaiwongstien said the company has medical products and the company works with hospitals and physician teams on around 20 projects. Some products have been launched into the market but the sales are still low and the company has the team to take charge of this product line.

- 1.3 Does the company have a plan for products related to air temperature?

Mr. Peerapol Wilaiwongstien said the Company doesn't have those kinds of products.

1.4 Does the company have products which are near the end of life (EOL)? Does the company exclude these products from the business plan?

Mr. Peerapol Wilaiwongstien said the company considers these products every month including their inventories to charge material cost from the customers or to use the mentioned materials for other products.

1.5 How does the company handle the stock of materials?

Mr. Peerapol Wilaiwongstien said the company tries to minimize inventory. The materials used are around 50% of sales. Some materials have long lead time to buy. For example, the company receives materials around 3-4 months after issuing the purchase orders (PO). The company has to keep the inventory for production around 3-4 months. Moreover, the company charges interest from the customers for keeping inventory when the company quoted the price.

1.6 Does the company consider and compare the training cost and the turnover rate of the employees? Is it worth?

Mr. Peerapol Wilaiwongstien said it is hard to solve the problem of training and turnover rate but the company has to control the turnover rate at a manageable level. The company has to develop the employees regularly.

There were no questions, the meeting facilitator concluded that the meeting acknowledged the report of the Board of Directors in 2018 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 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.**

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 83-130 of the 2018 annual report delivered along with the letter of invitation to the annual general meeting of the shareholders. Performance in 2018 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	2,920	2,906
Total liabilities	1,618	1,613



Total revenues	1,811	1,764
Net Profit	71.94	68.24
Earnings per share (baht per share)	0.084	0.082

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

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 2018 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	467,357,958	votes	=	100.0000%
Disapproval	0	votes		
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 2018.**

The meeting facilitator said that as of 31 December 2018, the company had net profit about 68 Million Baht and the Company has accumulated losses (594) Million Baht then the Company shall not allocate legal reserves in year 2018.

The company still had the accumulated loss. By law, the company cannot pay the dividend from the performance of the year 2018, 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 2018 performance.

The meeting facilitator asked if there were any questions.

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 2018 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 2018 with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	467,290,058	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	votes		

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

The meeting facilitator said that the Public Limited Company Act and the Company's regulations stipulate that one third of the Directors have to vacate after completing their terms at the general meeting of shareholders. For 2019, three Directors shall vacate after completing their terms, comprising the following persons:

- |                         |          |
|-------------------------|----------|
| 3. Mr.Prompong Chaikul  | Director |
| 4. Mrs. Poonpun Chaikul | Director |

The two directors have high credentials. They are knowledgeable and capable and they understand the company's business very well. Their working backgrounds are transparent. They have worked as directors and in sub-committees very well. Therefore, they are qualified for the Company's business.

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

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

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

The meeting facilitator asked if there were any questions.

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.Prompong Chaikul was reappointed to be Director with the following votes.

Approval	464,190,858	votes	=	99.3216%
Disapproval	3,170,700	votes	=	0.6784%
Abstention	0	votes		

(2) Mrs.Poonpun Chaikul was reappointed to be Director with the following votes.

Approval	464,190,858	votes	=	99.3216%
Disapproval	3,170,700	votes	=	0.6784%
Abstention	0	votes		

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

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, directors' accountability, maintaining the same rates as those approved by the shareholders' meeting in 2018.

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-

The meeting facilitator asked if there were any questions.

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 2019 as proposed.

**Resolution:** The meeting unanimously resolved to approve the remuneration of Directors for 2019 with the vote more than two-thirds of the total number of votes of the shareholders attending the meeting.

Approval	467,361,558	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	votes		

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

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 2019 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 2019 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 2014-2018. Miss Manee Rattanabunnakit is an original accountant since the year 2015-2018.)

The auditor fee for the year 2019 proposed totally 2,045,000 baht increasing of 100,000 baht from the year 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
<b>Totals</b>	<b>255,000</b>	<b>305,000</b>

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 2019 as proposed.

**Resolution:** The meeting unanimously resolved to approve the appointment of the auditors and the Auditor Fee for the year 2019 as proposed, with the majority vote of the shareholders who attend the meeting and casting their votes as follows;

Approval	467,363,700	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	votes		

**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.

The facilitator invited Mr. Wijaya Klinkesorn, Senior Director (Accounting & Finance) presented details:

Mr. Wijaya Klinkesorn said that 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, the detailed present in the slide.

The meeting facilitator asked if there were any questions.

Question and suggestion of shareholders.

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

1.1 After the company cut the accumulated loss, will the company pay the dividend next year?

Mr. Peerapol Wilaiwongstien said if the Company performs as planned, it is possible that the Company will pay the dividend. However, it must be endorsed by the Board of Directors and approved by the shareholders.

1.2 As the company compensated all the company's statutory deficit by using the statutory reserve and the share premium respectively, if the company pays the dividend next year, will the amount of the dividend be lower? Why didn't the company use the share premium to compensate all the company's deficit and maintain the statutory reserve?

Mr. Wijaya Klinkesorn, Senior Finance Director, said that the Public Limited Companies Act B.E. 2535 sets priority to compensate all the company's deficit as follows.

- First, compensate all the company's deficit by the statutory reserve of 79,300,000 Baht.
- Second, if the first is not enough, use the share premium to compensate. If the company gets the net profit in the following year, the Company needs to set the statutory reserve 5% of the net profit. If there is the net profit left, the company can consider paying the dividend.

Ms. Pornpilai Kosolprapa said the public law is different from the company limited. The law does not stipulate that the company has to set the legal reserve before paying the dividend.

There were no questions, The meeting facilitator then moved that the meeting 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 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 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 as proposed, with the majority vote of the shareholders who attend the meeting and casting their votes as follows;

Approval	467,368,906	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	Votes		

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

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

**Question and suggestion of shareholders:**

- 1) Mr. Somkiat Tangwongpimuk, the representative from the Thai Investors Association asked if the Company has the policy to join CAC project (Thailand's Private Sector Collective Action Coalition Against Corruption)? If yes, when?

Mr. Prompong Chaikul said this will be submitted to the Board of Directors' meeting to consider and will be reported to the AGM.

As nobody raised any other matters for consideration, the meeting facilitator invited the Chairman of the Meeting to close the meeting. The Chairman of the Meeting thanked shareholders for attending the meeting and providing valuable support for the Company's operations and declared the meeting closed at 15.30 p.m.

-Signature-

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(Mr. Prompong Chaikul)

Director and Chairman of the Meeting

-Signature-

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(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 Associate professor Dr. Aekkachai Nittayagasetwat  
Age 56 years



Positions	:	-None-
Propose shareholders to appoint	:	Independent Director and Audit Committee Member
Education	:	Ph.D. (Finance), University of Mississippi, U.S.A.
Training	:	Director Accreditation Program (DAP)
Number of shares and % of shareholding (as of 31 Dec 2019)	:	-None-
The year tenure as directors	:	8 years (the first year 2011)
Position in other listed companies	:	-Audit Committee Member of Panjawattana Plastic Public Company Limited -Chairman of Audit Committee of Universal Absorbance and Chemicals Public Company Limited -Chairman of Audit Committee of Getabec Public Company Limited
Position in other companies	:	-Chairman of Audit Committee of GT Wealth Management Company Limited -Associate Professor of Finance, National Institute of Development Administration (NIDA)
Position in competing and / or in connection with the Company's business, which may cause conflicts of interest.	:	None-
Details of Meetings year 2019	:	Board Meeting 4/4 times AGM Meeting 1/1 times Audit Committee Meeting 4/4 times Nomination & Remuneration Committee 1/1 times
Relationships among family members with other director.	:	-None-

Illegal Record in past 10 : -None-  
years

Criteria and Select Method : **Associate professor Dr. Aekkachai Nittayagasetwat**  
passed the screening process of the Nomination and Remuneration  
Committee, the Board of Directors has considered that the  
qualifications are suitable for the Company as required by Law

2 **Professor Dr. Kamphol Panyagometh**  
Age 47 years



Positions	:	-None-
Propose shareholders to appoint	:	Independent Director and Audit Committee Member
Education	:	Ph.D. (Finance), Schulich School of Business, York University, Canada
Training	:	Director Accreditation Program (DAP)
Number of shares and % of shareholding (as of 31 Dec 2019)	:	-None-
The year tenure as directors	:	8 years (the first year 2011)
Position in other listed companies	:	- Independent Director and Audit Committee Member of Hydrotek Public Company Limited -Independent Director, Audit Committee Member of Prime Road Power Public Company Limited
Position in other companies	:	-President, National Institute of Development Administration (NIDA) -Associate Professor in Finance, National Institute of Development Administration
Position in competing and / or in connection with the Company's business, which may cause conflicts of interest.	:	-None-
Details of Meetings year 2019	:	Board Meeting 4/4 times AGM Meeting 1/1 times Audit Committee Meeting 4/4 times Risk Management Committee 4/4 times
Relationships among family members with other director.	:	-None-
Illegal Record in past 10 years	:	-None-
Criteria and Select Method	:	<b>Professor Dr. Kamphol Panyagometh</b> passed the screening process of the Nomination and Remuneration Committee, the Board of Directors has considered that the qualifications are suitable for the Company as required by Law



**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.	-No-
<ul style="list-style-type: none"> <li>• 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</li> <li>• Be a person who provides any professional services, such as auditor including legal counseling or financial consulting services</li> </ul>	-No-
<ul style="list-style-type: none"> <li>• 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).</li> </ul>	-No-

Enclosure 4**Company's Articles of Association relating to the AGM 2020****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.

Enclosure 5

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

<b>Documents Required Prior to Attending the Meeting</b>
--

### **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.

<b>Proxy</b>
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**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](http://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 Jarungidanan) 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 Wednesday, July 29, 2020 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.*

<b>Meeting Registration</b>
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The Company will open the registration counter for meeting attendance **from 13.00 pm. on Thursday, July 30, 2020 at Magic 2 Room, 2nd 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 finished.

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 Nomination & Remuneration Committee

**Age:** 73 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 2020

Enclosure 7

Duty Stamp  
Amount  
20 Baht

**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 to .....votes as follows:

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

(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 73 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 2020 to be held on **Thursday, July 30, 2020 at 14.00 p.m. at Magic 2 Room, 2nd 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

(Assoc.Prof.Dr.Preecha Jarungidanan)

**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 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 to .....votes as follows:

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

(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 73 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 2020 to be held on **Thursday, July 30, 2020 at 14.00 p.m. at Magic 2 Room, 2nd 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 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 2: Be informed of the Company's performance of the year 2019.**

☐ **Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2019 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 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 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) Assoc.Prof.Dr.Aekkachai Nittayagasetwat**

☐ Approve                      ☐ Disapprove                      ☐ Abstain

**2) Professor Dr.Kampol Panyagometh**

☐ Approve                      ☐ Disapprove                      ☐ Abstain

☐ **Agenda 6: Consider and approve the remuneration of Directors for the year 2020.**

- ☐ (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 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 2020.**

- ☐ (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 amendment article No.21 of articles of association.**

- ☐ (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)

**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 2020 to be held on **Thursday, July 30, 2020 at Magic 2 Room, 2nd 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 to .....votes as follows:

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

(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 73 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 2020 to be held on **Thursday, July 30, 2020 at Magic 2 Room, 2nd 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 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 2: Be informed of the Company's performance of the year 2019.**

☐ **Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2019 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 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 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) **Assoc.Prof.Dr.Aekkachai Nittayagasetwat**

☐ Approve \_\_\_\_\_ vote ☐ Disapprove \_\_\_\_\_ vote ☐ Abstain \_\_\_\_\_ vote

2) **Professor Dr.Kampol Panyagometh**

☐ Approve \_\_\_\_\_ vote ☐ Disapprove \_\_\_\_\_ vote ☐ Abstain \_\_\_\_\_ vote

☐ **Agenda 6: Consider and approve the remuneration of Directors for the year 2020.**

☐ (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 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 2020.**

☐ (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 amendment article No.21 of articles of association.**

- ☐ (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 )

**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 2020 to be held on **Thursday, July 30, 2020 at Magic 2 Room, 2nd 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:

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☐ **Agenda \_\_\_\_\_:**\_\_\_\_\_.

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☐ **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

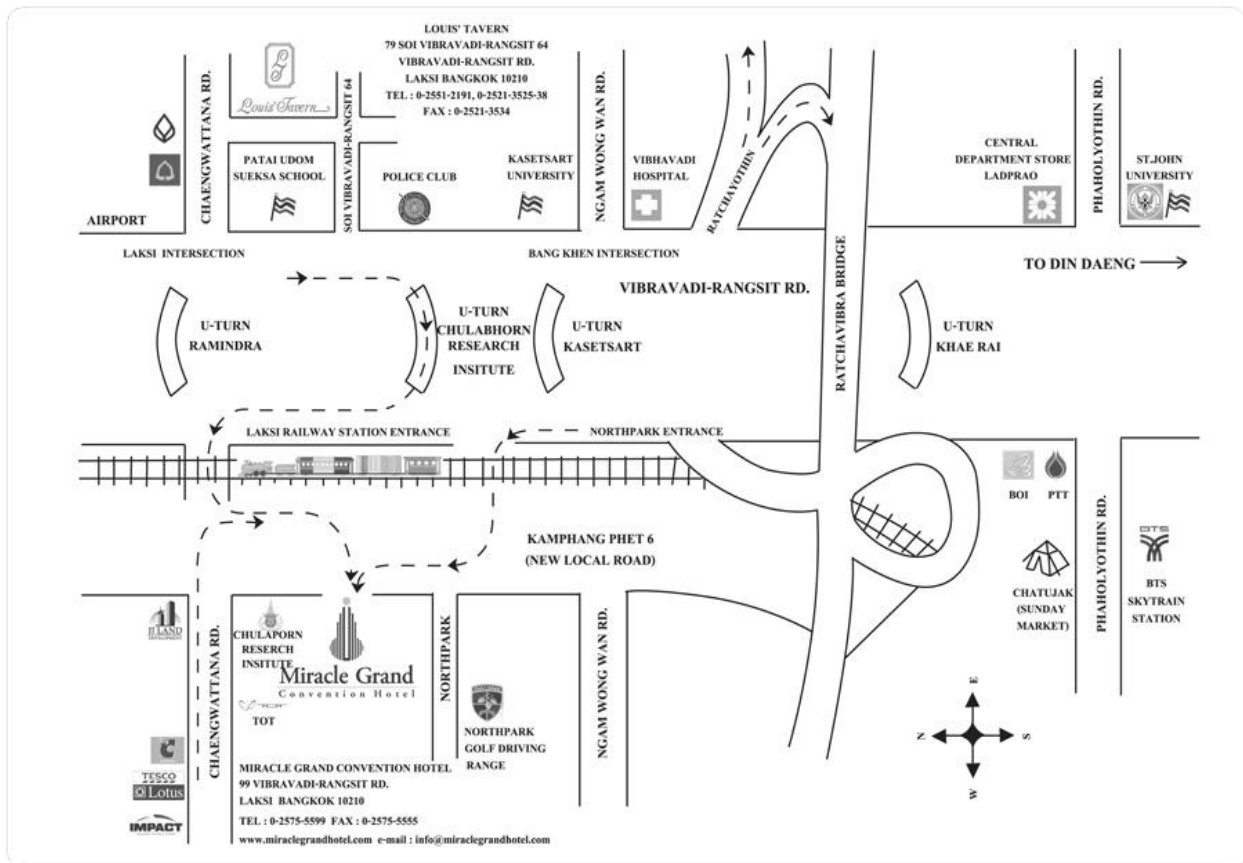
Name of Director \_\_\_\_\_.

☐ Approve\_\_\_\_\_vote ☐ Disapprove\_\_\_\_\_vote ☐ Abstain\_\_\_\_\_vote

Name of Director \_\_\_\_\_.

☐ Approve\_\_\_\_\_vote ☐ Disapprove\_\_\_\_\_vote ☐ Abstain\_\_\_\_\_vote

## A map of the conference hall



At Magic 2 Room, 2nd floor ,Miracle Grand Convention Hotel,  
Viphavadee rangsit Road, Laksi, Donmuang, Bangkok

# “SMT”

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