

Duty Stamp
Amount
20 Baht

PROXY FORM C

(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

Written at

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

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

As the custodian of.....

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

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

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

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

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

☐ (2) Assoc.Prof.Dr.Aekkachai Nittayagasetwat Age 57 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

☐ (3) Prof.Dr. Kamphol Panyagometh Age 48 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 2021 to be held on **Tuesday, April 27, 2021 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 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 2: Be informed of the Company's performance of the year 2020.**

☐ **Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2020 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 allocation of net profit as legal reserves and approve omitting the dividend payment from the operating result of 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 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 director individually**

1) Assoc.Prof.Dr.Preecha Jarungidanan

- ☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

2) Mr.Yunyong Sawasdi

- ☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

3) Asst. Prof.Dr. Jitkasame Ngarmnil

- ☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

☐ **Agenda 6: Consider and approve the remuneration of Directors for the year 2021.**

- ☐ (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. Aekkachai Nittayagasetwat and Prof.Dr. Kamphol Panyagometh as directors appointed the proxy have interest in this agenda.

☐ Agenda 7: Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2021.

- ☐ (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 Capital Reduction by cancelling the ordinary shares left over from the allocation to accommodate the exercise warrants and amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital.

- ☐ (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 and approve the increasing of the Company's registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital.

- ☐ (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 10: Consider and approve the issuance and offering of the warrants to purchase newly issued ordinary shares of the Company No.3 (SMT-W3) to existing shareholders of the Company in proportion of shareholdings.

- ☐ (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 11: Consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 3 ("SMT-WC") to directors and/or employees of the Company.

- ☐ (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. Aekkachai Nittayagasetwat and Prof.Dr. Kamphol Panyagometh as directors appointed the proxy have interest in this agenda.

☐ Agenda 12: Consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 3 ("SMT-WC") to directors and/or employees who are allotted exceeding 5% of this issued and offered SMT-WC for individual person.

- ☐ (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 vote individually

- 1) Mr. Prompong Chaikul** has been allotted warrants 1,600,000 units, 9.41% of all warrants that issued and offered in this time

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

- 2) **Mr. Virat Phugthai** has been allotted warrants 2,500,000 units, 14.71% of all warrants that issued and offered in this time

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

- 3) **Mr. Ruangpoj Phakdurong** has been allotted warrants 1,100,000 units, 6.47% of all warrants that issued and offered in this time

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

- 4) **Mr. Naris Chandang** has been allotted warrants 1,100,000 units, 6.47% of all warrants that issued and offered in this time

Remark: Mr. Prompong Chaikul , Mr. Virat Phugthai , Mr.Ruangpoj Phakdurong and Mr. Naris Chandang have interest in this agenda.

☐ **Agenda 13: Consider and approve the allotment of newly issued ordinary shares.**

- ☐ (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 14: Consider and approve the addition of the company's objective (item 39. and 40.) And amendment of the Company's Memorandum of association Clause No.3 Company's objective.**

- ☐ (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 15: 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

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Signed Proxy

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Signed Proxy

(Assoc.Prof.Dr.Aekkachai Nittayagasetwat)

Signed Proxy

(Prof.Dr. Kamphol Panyagometh)

Remarks:

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

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholder of Stars Microelectronics (Thailand) Public Company Limited, for the Annual General Meeting of Shareholders for the year 2021 to be held on **Tuesday, April 27, 2021 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:

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

☐ **Agenda _____:**_____.

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

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

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

☐ **Agenda _____:**_____.

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

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

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

☐ **Agenda____: Election of Directors (continued).**

Name of Director _____.

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

Name of Director _____.

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

Name of Director _____.

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

Name of Director _____.

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote