



บริษัท สตาร์ส ไมโครอิเล็กทรอนิกส์ (ประเทศไทย) จำกัด (มหาชน) ทะเบียนเลขที่ 0107545000098

STARS MICROELECTRONICS. (THAILAND) PUBLIC COMPANY LIMITED

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(Translation)

**MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR YEAR 2010
OF
STARS MICROELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED**

Time and Place

Held on 29 April 2010 at 14.30 p.m., at Jupiter Room, 3rd Floor, Miracle Grand Convention Hotel, Vibhavadi-Rangsit Road, Bangkok Metropolis.

Preliminary Proceeding

Mrs. Suchada Jaruvijit, the Company's Independent Legal Advisor as the moderator to conduct the meeting, welcomed the shareholders who attended the Annual General Meeting of Shareholders for year 2010 and informed the meeting that there were 151 shareholders and proxies present at the meeting, representing 260,329,312 shares. This is equal to 70.7417 % of all the shares offered by the Company. A quorum was therefore constituted in accordance with the Company's Articles of Association.

Mr. Yunyong Sawadi, the Company Secretary, introduced the following Directors, Executive Officers, Auditors, Financial Advisors and Legal Advisors of the Company who participated in the meeting:

Directors, totaling 7 persons

- | | | |
|---|---------------------------|---|
| 1 | Mr. Somnuk Chaikul | Chairman |
| 2 | Mr. Pitak Sirivanasandha | Vice Chairman / Remuneration Committee |
| 3 | Mr. Polsak Lertputipinyo | Director / Chief Executive Officer |
| 4 | Mr. Preecha Jarunggidanan | Independent Director / Audit Committee / Chairman of Remuneration Committee |
| 5 | Mr. Prasart Yunibhand | Independent Director / Audit Committee / Remuneration Committee |
| 6 | Mr. Chong Kwem Sam | Director |
| 7 | Miss Suthiluck Chaikul | Director |

Executive Officers, totaling 2 persons, who delivered the presentations

- | | | |
|---|-----------------------------|--|
| 1 | Dr. Kavee Techapichetvanich | Chief Operations Officer |
| 2 | Mr. Withaya Yotraphun | Senior Finance and Accounting Director |

Financial Advisors of Kim Eng Securities (Thailand) PLC.

- 1 Mr. Thaveesith Santatikul
- 2 Mr. Anon Chonmaitree
- 3 Ms. Rapeepan Kulkanchanachewin

One Advisor of DS Prudential Management Company Limited attending the meeting

- 1 Mr. Chaiyaporn Yocavajon

Two Auditors of Ernst & Young Office Limited attending the meeting

- 1 Mr. Termpong Opanaphunt
- 2 Mrs. Arada Phantawong

Two Legal Advisors of Siam Premier International Law Office Limited attending the meeting

- 1 Mrs. Suchada Jaruvijit (conducting the meeting)
- 2 Ms. Araya Intang

The Company invited Thailand Securities Depository Company Limited (TSD) as Co-Inspector with Ms. Araya Intang, to observe the process of registration and counting of votes in the meeting.

Two members of the Company to answer questions regarding the Annual Report

- 1) Mr. Chaiyot Limpanatham Senior Finance Manager / IR Manager
- 2) Ms. Sunan Wongmutthavanich Internal Audit Manager

The Company Secretary invited Mr. Somnuk Chaikul, the Chairman of the Meeting, to declare the meeting open. The Chairman thanked the shareholders for attending the Annual General Meeting of Shareholders for Year 2010 and assigned Mrs. Suchada Jaruvijit, Independent Legal Advisor, to conduct the meeting.

The moderator informed the AGM about the following voting method:

1. The shareholders shall be entitled to one vote per one share. Each shareholder or proxy holder has a number of votes equal to the number of shares which the shareholder or proxy grantor holds.
2. Any shareholder who has a conflict of interest related to any agenda has no right to cast his/her vote on that particular agenda.
3. The moderator would ask the shareholders whether any shareholder wished to object to or abstain from voting on each agenda item. The person who objected to or abstained from the vote, should put a mark in the block on the ballots distributed and raise the hand until the Company's officers collected such ballots for vote counting. For those who neither objected to nor abstained from the vote, it would be deemed that they approved the matter. The votes of disapproval or abstention would then be deducted from the total number of the votes cast by the shareholders present at the meeting. The rest of the votes would be treated as the votes of approval for that agenda.

For those who failed to return the ballots, the company would regard the shareholders as approving and endorsing that particular agenda item.

In the proxy case where the grantor specified the voting either for or against or abstention in the proxy, the Company would count the votes according to such proxy. In case the shareholders did not specify the

voting, the proxy would be authorized to consider and vote on such matters as if the actual shareholders themselves attended the meeting.

In keeping with Good Corporate Governance of SET, under agenda 5 “consider appointing the directors to replace the ones who will complete their terms of office,” the approval, disapproval or abstention ballots would also be collected.

4. The moderator would inform the meeting about the voting result on each agenda by tallying up the votes cast by the shareholders attending the meeting or the proxies. For each agenda, the latest number of the shares of the attendees would be used.

5. The resolutions of this meeting of the shareholders comprised the following votes:

- Agenda 1, 3, 5, 7 and 12 would be approved by the majority vote of the shareholders who attended the meeting and had the right to vote.
- Agenda 6 would be approved by a vote of not less than two-thirds of the total number of the shareholders present at the meeting
- Agenda 8, 10 and 11 would be approved by a vote of not less than three-fourths of the total number of the shareholders present at the meeting and entitled to vote
- Agenda 9 would be approved by a vote of not less than three-fourths of the total number of the shareholders present at the meeting and entitled to vote and the maximum objection vote on the matter would not exceed 10 percent of all the votes of the eligible shareholders present at the meeting
- Agenda 2 was for information, requiring no vote.

Furthermore, shareholders who wished to pose questions were requested to state their name and surname before asking questions or giving opinions for information of the Company.

Agenda 1 Adoption of Minutes of 2009 Annual General Meeting of Shareholders

The moderator stated that the Company held the Annual General Meeting of Shareholders for year 2009 on 18 March 2009. The minutes were sent to the shareholders together with the invitation letter.

However, the said minutes contained typing errors in the table on page 13 comparing sales and net profits from 2005 – 2009.

unit: million baht

Year	Sales Revenue	Net Profit
2005	4,461.81	44.79
2006	7,976.50 7,967.27	403.25 102.69
2007	11,685.43 11,652.96	197.67
2008	12,127.27	200.94
2009	11,106.50 (Projected)	250.64(Projected)

When there were no more enquiries, the moderator proposed that the meeting adopt the Minutes of the Annual General Meeting of Shareholders for Year 2009.

Resolution: The meeting unanimously resolved to **adopt** the Annual General Meeting of Shareholders for Year 2009 with the following votes:

Total Shareholders	152	persons	possessing a total of	262,179,315	shares
Approval	152	persons	representing	262,179,315	votes (100%)
Disapproval	-	persons	representing	-	votes (0%)
Abstention	-	persons	representing	-	votes (0%)

Agenda 2 **Be informed of the BD's report on the Company's performance in year 2009.**

The moderator requested the meeting to consider and be informed of the BD's report on the Company's performance in year 2009 as shown on page 52 of the Annual Report and invited Mr. Polsak Lertputipinyo (Chief Executive Officer or CEO) to present the Company's performance in year 2009 to the meeting.

Mr. Polsak Lertputipinyo presented to the meeting the Business Direction in 2010 and Business Overview. He stated that the Company provides turnkey Electronics Manufacturing Services (EMS) from research and development to mass production. The SMT world-wide network includes Stars Microelectronics USA, Inc. in the USA, Smart Electronics GMBH in Germany in Europe, ITOCHU Corporation and SIIX Corporation in Japan, which are SMT's strategic partners.

The Company is a world-class manufacturer with the clean rooms Class 1K, 10K and 100K. At present, the Company has production capacity of around 1,280 million units per annum.

The Company develops joint innovations with customers. It focuses on the following 3-High strategy:

1	High Technology	<ul style="list-style-type: none"> - World Class Facilities - State-of-the-Art Technology - Strong R&D
2	High Growth	<ul style="list-style-type: none"> - World-wide Marketing Network - Strong Market Expansion
3	High Margin	<ul style="list-style-type: none"> - High-end Market - Efficient-Cost Management - Strong Supply Chain Management

SMT's products and services can be classified into two groups.

Product Category	Product Samples
1. Microelectronics Module Assembly (MMA) <ul style="list-style-type: none"> - PCBA assembly using PTH, SMT, COB, etc. - Advanced technology using FCOF, FCOG, etc. 	<ul style="list-style-type: none"> - Hard Disk Control Board - Click Wheel Interface for MP3/MP4 for iPod - Clear Pad for 3G, 3.5G or 4G

	SmartPhone and Google Phone - Intelligent Card for Security, etc.
2. Integrated Circuit (IC) Packaging & Testing - Standard to advanced green packaging - Leader in innovative System in Package (SiP) and Micro-Electro-Mechanical Systems (MEMS) technology	Standard Package, MEMS products for automobile industry such as Side Airbag Pressure Sensor, new MEMS-based products in SIP Package, etc.

At present, the Company continues production capacity expansion: MMA by 60% to 100 million pieces per year and IC by 70% to 1,200 million pieces per year.

Mr. Polsak Lertputipinyo presented the achievements of year 2009. The Company worked with customers to develop products which had high margins. The Company had 5 more customers.

New Products Take-off in 2009 such as:

PRODUCT	MMA
<ul style="list-style-type: none"> • ‘Touch Screen’ Modules for SmartPhone Industry 	<ul style="list-style-type: none"> - Strong Worldwide Growth for SmartPhone - Estimated SmartPhone Sales of 500 million units in 2012 (by Gartner Group)
<ul style="list-style-type: none"> • Tire Pressure Monitoring System (TPMS) 	<ul style="list-style-type: none"> - New US Law requires 5 TPMS in all new cars - SMT as one of world’s largest sources for TPMS sensors - Total of 10,420,553 new cars sold in USA in 2009 - High-Margin Product
<ul style="list-style-type: none"> • Hard Disk Drive 	<ul style="list-style-type: none"> - SMT as one of the largest EMS suppliers for ‘Hard Disk Drive’ Industry - Thailand is one of world’s largest ‘Hard Disk Drive’ exporters - SMT orders increased by 25-30% for 2009-2010
<ul style="list-style-type: none"> • MEMS Sensors in New ‘IC’ Products for ‘Side Airbag’ 	<ul style="list-style-type: none"> - SMT as world’s prime source for ‘MEMS’ sensors - Already started ‘Mass Production’ in Q4-2009
<ul style="list-style-type: none"> • MEMS Sensors in New ‘IC’ Products for Car Engine Management 	<ul style="list-style-type: none"> - Mass production already started in Q4-2009

Financial Highlights in 2009 summarized as follows:

Revenue :	11,051 million baht (steady growth in every quarter)
Net Profit :	267.19 million baht
Profitability:	
ROE	19.5%
ROA	6.4%
EPS:	0.73 baht/share (straight un-weighted method)
Debt/Equity:	1.58

SMT challenges in 2010

- Has the Electronics Industry Bottomed out?
- High Competition in the Industry
- Rapid Change of Technology
- Currency Exchange Rate Fluctuation
- Global Economic Recession
- Local Political Situation Impact

Business Direction in 2010

- Member of the Stock Exchange of Thailand (IPO on 24th September 2009.)
- Business Expansion Program Ready to Take off
- European and US Market Penetration to Boost Income in 2010
- Benefit from Thailand as 'Global Hub' for Electronics Industry.

There were no further questions from the shareholders, the moderator requested the AGM to vote on this agenda.

Resolution: The AGM was informed of the BD's report on the Company's performance in year 2009.

Agenda 3**Consider and approve the balance sheet and income statement for the year ended on 31 December 2009 and the report of the external auditor.**

The moderator invited Mr. Withaya Yotraphun, Senior Finance and Accounting Director, to present the details of the balance sheet and the financial statements per the enclosed financial report.

Mr. Withaya Yotraphun stated that the report and financial statements for the accounting period ended on 31 December 2009 as audited by the auditor from Ernst & Young Office Limited, were unconditional. The report dated 26 February 2010 was shown on pages 58 – 96 of the Annual Report and on page 53 concerning Management Discussion and Analysis.

Mr. Withaya Yotraphun presented to the meeting, the financial statements by comparing the income statements for 2008 and 2009.

	(million baht)	
	2008	2009
Total revenues	12,127.27	11,051.46
Gross profits	440.49	402.98
Net profits	200.94	267.19
Current assets	1,716.23	2,114.68
Non-current assets	2,288.95	2,263.65
Total assets	4,005.18	4,378.33
Current liabilities	2,885.22	2,090.50
Non-current liabilities	77.67	588.60
Total liabilities	2,962.88	2,679.10
Shareholders' equity	1,042.29	1,699.23
Total liabilities and shareholders' equity	4,005.18	4,378.33

Furthermore, Mr. Withaya Yotraphun presented to the meeting, the following Management Discussion and Analysis:

	2008	2009
Profitability Ratios		
Gross profits margin	3.63%	3.65%
Net profits margin	1.65%	2.41%
Return on assets	5.38%	6.40%
Return on equity	21.34%	19.50%
Liquidity Ratios		
Debt to equity	2.84	1.58
Gearing	1.51	0.58
Debt service coverage	1.20	1.18

When there were no more enquiries, the moderator proposed that the AGM approve the balance sheet and income statement for the year ended on 31 December 2009 and the report of the external auditor.

Resolution: The meeting unanimously resolved to approve the balance sheet and income statement for the year ended on 31 December 2009 and the report of the external auditor with the following votes:

Total Shareholders	159	persons	possessing a total	263,251,515	shares
Approval	159	persons	representing	263,251,515	votes (100%)
Disapproval	-	persons	representing	-	votes (0%)
Abstention	-	persons	representing	-	votes (0%)

Agenda 4 Consider and approve setting aside the profit as legal reserves and dividend payments for fiscal year 2009.

The AGM was informed that according to the operating results for 2009 the Company was profitable. The BD resolved that the AGM consider and approve setting aside 13,392,601 baht (thirteen million three hundred ninety two thousand six hundred and one baht) of the net profits from the operating results for 2009 as the legal reserves in accordance with the Articles of Association and the second dividend to be paid at the rate of 0.15 baht per share, worth a total of 55.2 million baht (fifty five million and two hundred thousand baht). The AGM was also informed once again that the interim dividend was paid from the operating results of the first half of 2009 from January 2009 to June 2009 on 4 December 2009 at the rate of 0.14 baht per share. Therefore, the total dividends for 2009 were paid at the rate of 0.29 baht, worth a total of 106.72 million baht (one hundred and six million seven hundred and twenty thousand baht).

12 May 2010 was fixed as the record date to gather the name list of the shareholders entitled to receive the dividends per Section 225 of the Securities and Stock Exchange Act B.E. 2535 (amended in B.E. 2551), 13 May 2010 as the closing date, and 25 May 2010 as the date to pay the dividends.

When there were no more enquiries, the moderator proposed that the AGM approve setting aside the profit as legal reserves, dividend payments for the year 2009 and acknowledge the interim dividend payments for year 2009 as presented.

Resolution: The meeting unanimously resolved to approve setting aside the profits as legal reserves, dividend payments for year 2009 and acknowledge the interim dividend payments for year 2009 with the following votes:

Total Shareholders	160	persons	possessing a total	263,351,515	shares
Approval	160	persons	representing	263,351,515	votes (100%)
Disapproval	-	persons	representing	-	votes (0%)
Abstention	-	persons	representing	-	votes (0%)

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

The Company Secretary stated that the Public Limited Companies Act B.E. 2535 (Amended in B.E. 2551) 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-third of the total number of the directors will vacate the office. The Company's Articles of Association requires that the director who has held office the longest should retire. This year, 3 directors will vacate after completing their terms, comprising the following persons.

1. Associate Professor Dr. Preecha Jarungidanan Independent Director and
Audit Committee Member
2. Mr. Pitak Sirivanasandha Director
3. Ms. Suthiluk Chaikul Director

The BD opined that the three directors are qualified, knowledgeable, capable, understand the company's business very well, have transparent and unblemished work experience. They have performed their duty in their capacity as directors and members of subcommittees properly. However, Ms. Suthiluck Chaikul had other engagements that prevented her from continuing to be the company's director. The BD resolved that the AGM consider and approve the appointment of a new director to occupy the place of Ms. Suthiluck Chaikul.

The BD resolved to propose that the AGM appoint Mrs. Poonpun Chaikul as a new director in place of Ms. Suthiluck Chaikul because Mrs. Poonpun is knowledgeable, capable, and possesses outstanding managerial experience and that the AGM appoint Associate Professor Dr. Preecha Jarungidanan and Mr. Pitak Sirivanasandha, the other two directors who completed their terms of service, to resume the directorship for another term. Item 3 of the document sent together with the invitation letter to the shareholders contained the profiles of the three directors.

To be in keeping with good corporate governance, for this agenda, the shareholders should vote for each director by showing their opinion in the ballot paper whether they agreed, disagreed or abstained from voting and return the ballots to the company's officers to count the votes.

When there were no more enquiries, the moderator proposed that the meeting appoint the directors to replace the ones who completed their terms of office.

Resolution: The meeting resolved to appoint the directors to replace the ones who would complete their terms of office with the following votes:

1. Associate Professor Dr. Preecha Jarungidanan (Re-appointed to be Independent Director and Audit Committee Member)						
Total Shareholders	160	persons	possessing a total	263,351,515	shares	
Approval	160	persons	representing	263,351,515	votes	(100%)
Disapproval	-	persons	representing	-	votes	(0%)
Abstention	-	persons	representing	-	votes	(0%)
2. Mr. Pitak Sirivanasandha (Re-appointed to be Director)						
Total Shareholders	160	persons	possessing a total	263,351,515	shares	
Approval	160	persons	representing	263,351,515	votes	(100%)
Disapproval	-	persons	representing	-	votes	(0%)
Abstention	-	persons	representing	-	votes	(0%)
3. Ms. Suthiluk Chaikul (Appointed to be Director)						
Total Shareholders	160	persons	possessing a total	263,351,515	shares	
Approval	160	persons	representing	263,351,515	votes	(100%)
Disapproval	-	persons	representing	-	votes	(0%)
Abstention	-	persons	representing	-	votes	(0%)

Agenda 6 Consider and approve the remuneration for the directors.

The moderator stated that the Board of Directors considered the approval of the Remuneration Committee, the comparison of the remuneration among the listed companies in the same industry, the business expansion and the growth of the net profits of the Company. The Board of Directors would like to propose the following increase in the remuneration of the directors:

1. Chairman	36,000 baht per month
2. Board Director	24,000 baht per month
3. Chairman of Audit Committee	36,000 baht per month
4. Audit Committee Member	30,000 baht per month
5. Attendance Fee for Board of Directors' members and all Sub-Committee members	5,000 baht per session

In 2009 the Company paid to each director and Audit Committee member, a salary of 12,000 baht/month, directors' meeting allowance of 4,000 baht per session and Audit Committee members' meeting allowance of 4,000 baht per session.

When there were no more enquiries, the moderator proposed that the meeting approve the remuneration for the directors.

Resolution: The meeting unanimously resolved to approve the remuneration for the directors with the following votes:

Total Shareholders	160	persons	possessing a total	263,351,515	shares	
Approval	160	persons	representing	263,351,515	votes	(100%)
Disapproval	-	persons	representing	-	votes	(0%)
Abstention	-	persons	representing	-	votes	(0%)

Agenda 7

Consider and approve appointing and determine the remuneration for the external auditor.

The moderator stated that to follow the provision of the law, the Board of Directors' meeting adopted a resolution to propose that the 2010 Annual General Meeting of Shareholders consider and approve the appointment of the auditors from Ernst & Young Office Limited as the Company's external auditor consisting of the following Certified Public Accountants: (1) Mr. Supachai Phanyawattano (Certified Public Accountant License No. 3930), (2) Ms. Siraporn Ouuanunkul (Certified Public Accountant License No. 3844) and (3) Ms. Thippawan Nananuwat (Certified Public Accountant License No. 3459), whereby anyone is authorized to conduct the audit and express an opinion on the financial statements of the Company (together with Consolidated Financial Statement). In the absence of the above-named auditors, Ernst & Young Office Limited is authorized to appoint other Certified Public Accountants of Ernst & Young Office Limited to carry out the work.

In this respect, such the auditors have neither relationships nor conflict of interest with the Company, the management of the Company, major shareholders or persons related to the said persons. The auditor fee was 1,475,000 baht. In 2009, the auditor fee totaled 1,370,000 baht.

When there were no more enquiries, the moderator proposed that the meeting appoint and determine the remuneration for the external auditor.

Resolution:

The meeting unanimously resolved to appoint and determine the remuneration for the external auditor with the following votes:

Total Shareholders	160	persons	possessing a total	263,351,515	shares	
Approval	160	persons	representing	263,351,515	votes	(100%)
Disapproval	-	persons	representing	-	votes	(0%)
Abstention	-	persons	representing	-	votes	(0%)

Agenda 8

Consider and approve further amendments to Article 9 of the Articles of Association.

The moderator stated that the Board of Directors was of the opinion that the 2010 Annual General Meeting of Shareholders should approve the additional amendments to Article 9 by deleting the following original wording of Article 9 concerning buying back stocks:

“Article 9: The company is prohibited from possessing or pawning its own stocks except the case in which stocks are bought back in accordance with Public Limited Companies Act (edition 2) B.E. 2544.

The buying back of shares, sale of shares and elimination of registered shares which have not been sold, shall be in keeping with the relevant ministerial regulations.”

The following wording should substitute:

“Article 9: The company shall not own its shares or take them in pledge except the following cases:

(1) The company may buy shares back from the shareholders who vote against the resolution of the shareholder meeting to amend the articles of association of the company concerning the right to vote and the right to receive dividends whereby the shareholders consider it to be unfair to them.

(2) The company may buy shares back for financial management purposes after the company has retained earnings and surplus liquidity, and the buying back does not cause financial difficulties to the company.

The shares held by the company shall not be counted as part of a quorum of the shareholder meeting, and shall not give the right to vote and receive dividends.

The shares bought back under the first paragraph, shall be sold by the company within the period specified in the ministerial regulations. If such shares have not been sold in their entirety within the period specified, the company shall reduce its paid-up capital by eliminating the registered shares which have not been sold.

The buying back of shares, sale of shares and elimination of registered shares which have not been sold, shall be in accordance with the rules and procedure prescribed in SET’s requirements, notification, order, or regulations.

Buying back shares worth less than 10 percent of the paid-up capital shall be considered and approved by the Board of Directors. If the number of the shares bought back exceeds 10 percent of the paid-up capital, the company requires the approval from the shareholder meeting with the majority of the votes of the shareholders who attend the meeting and have the right to vote. The company shall buy back shares within 1 year starting from the day the resolution was adopted by the shareholder meeting or the Board of Directors, depending on the case.”

When there were no more enquiries, the moderator proposed that the meeting approve further amendments to Article 9 of the Articles of Association.

Resolution: The meeting unanimously resolved to approve further amendments to Article 9 of the Articles of Association with the following votes:

Total Shareholders	161	persons	possessing a total	267,671,648	shares	
Approval	161	persons	representing	267,671,648	votes	(100%)
Disapproval	-	persons	representing	-	votes	(0%)
Abstention	-	persons	representing	-	votes	(0%)

Agenda 9 **Consider and approve the issuance of warrants per the Employee Stock Option Plan which will be allocated to directors and employees of the Company.**

The moderator stated that the Company will offer warrants to buy its common shares to its directors and employees to reward and motivate its directors and employees to devote themselves to the Company. Generally, this will bring maximum benefit to the Company and its shareholders and encourage its directors and employees to continue to work for the Company for a long time, leading to a good impact on the Company’s operations and

business in the future. The Board of Directors considered and recommended that the shareholders should approve the issuance of the warrants, 7,500,000 in number, under the ESOP program, which will be allocated to directors and employees of the Company.

The BD and/or Chairman of the BD and/or any other persons entrusted by the BD shall be authorized to allocate the warrants and determine the details and procedure for the allocation of the said warrants to the company's directors and/or employees per the following details appearing in the invitation letter sent to the shareholders:

Details of the Employee Stock Option Plan for Directors and/or Employees of the Company

1. Objectives: To motivate and to retain knowledgeable and capable directors and employees of the Company, this will provide the Company with the benefits at most over the long-term, leading to the increase of the share value to shareholders.

2. Preliminary Details of the Warrants:

Type of Warrants: Warrants to purchase the Company's common shares, name-specified and non-transferable type unless by hereditary transfer.

Issue Size: 7,500,000 (2.04% of the paid-up registered capital as of December 31, 2009)

Allotment Method: To be completed within 1 year from the approval date of the Shareholders' Meeting

Allotment Criteria: The Board of Directors and/or the Chairman of the Board will determine the allotment as deemed appropriate and directly allot to the employees of the Company, and not offering through intermediary, taking into consideration the position of employees including job description, responsibilities to the Company, term of work, experiences and contributions toward the Company. The Board of Directors and/or the Chairman of the Board, or the person authorized by the Board, are empowered to consider and determine any other details regarding the issuance of the Warrants, including the process to obtain the approval from any authority, to undertake any action necessary in relation to such issuance of the Warrants. There are no employees who received the allotment more than 5.00% of total warrants of the Company.

Term: 4 years from the issue date

Offering price: Free (Zero per share)

Exercise price: Baht 4.50 per share
The exercise price is referred from the book value per share as of December 31, 2009 (Baht 4.62 per share) and deducts with a dividend which is announced on March 2, 2010 at Baht 0.15 per share. As a result, the book value is Baht 4.47 per share. The exercise price is discounted from the 7 days weighted average before the BOD's resolution that proposes to the shareholders for seeking an approval to sell warrants to directors and employees during March 4 – 12, 2010 at Baht 6.17 per share. It is equivalent to a discount of 27.07%. This will motivate and provide rewards to directors and employees of the company for their contributions in order to maximize the benefits to the company.

Exercise ratio: 1 ordinary share for 1 warrant

Number of shares reserved for exercise: 7,500,000 shares

Exercise Period: The Warrantholders are entitled to exercise the warrant to purchase ordinary shares of the Company every 3 months during 4 years from the issue date. The Company Board of Directors and/or the Chairman of the Board will determined the first exercise date, as deemed appropriate, with subsequent exercise dates being three months from the preceding exercise dates, and the last exercise date. In case the Exercise Date is the bank's holiday, the Exercise Date shall postpone to the next business day.

Exercisable Amount: The First and Second Exercise date:
The Warranholders can exercise not exceeding 15% of the total number of the Warrants allotted to each Warranholders.

The Third and Forth Exercise date:
The Warranholders can exercise not exceeding 30% of the total number of the Warrants allotted to each Warranholders (inclusive of the exercisable amount from the first and the second exercise date).

The Fifth and Sixth Exercise date:
The Warranholders can exercise not exceeding 45% of the total number of the Warrants allotted to each Warranholders (inclusive of the exercisable amount from the First to the Forth exercise date)

The Seventh and Eighth Exercise date:
The Warranholders can exercise not exceeding 60% of the total number of the Warrants allotted to each Warranholders (inclusive of the exercisable amount from the First to the Sixth exercise date).

The Ninth and Tenth Exercise date:
The Warranholders can exercise not exceeding 80% of the total number of the Warrants allotted to each Warranholders (inclusive of the exercisable amount from the First to the Eighth exercise date).

The Eleventh and the subsequent exercise date:
The Warranholders can exercise not exceeding 100% of the total number of the Warrants allotted to each Warranholders (inclusive of the exercisable amount from the First to the Tenth exercise date).

3. Allocation Terms and Conditions and Exercise Conditions of the Warrants:

Exercise Period of Warrants

The Warrant-holder who wished to exercise his/her right is required to submit an exercise notice with the Company between 9:00 a.m. and 4:00 p.m. within 5 days prior to each Exercise Date, except for the last exercise where exercise notice must be submitted during 15 days prior to the last Exercise Date. Common shares purchased in every exercise of warrants will be in whole number of a trading unit on the main board of the Stock Exchange of Thailand, except for the last exercise.

4. List of Directors Receiving Allotment

	Name	Position	Amount (Units)	% of Total Warrants Issued
1	Mr. Somnuk Chaikul	Chairman	200,000	2.67
2	Mr. Polsak Lertputipinyo	Director and Chief Executive Officer	200,000	2.67
3	Mr. Pitak Sirivanasandha	Vice Chairman	200,000	2.67
4	Mr. Chong Kwem Sam	Director	200,000	2.67
5	Mr. Dheerasak Suwannayos	Independent Director and Chairman of the Audit Committee	200,000	2.67
6	Mr. Prasart Yunibhand	Independent Director and Audit Committee	200,000	2.67
7	Mr. Preecha Jarunggidanan	Independent Director and Audit Committee	200,000	2.67

5. List of Directors and Employees Receiving More Than 5% of the Total Issue Size -None-

6. Effects of the Issue to Shareholders

6.1 Price Dilution Effect

In the event that all of 7,500,000 units of warrants are being exercised at the exercise price of Baht 4.50 each, given the weighted average market price of the share before the BOD resolution that propose to shareholders to sell warrants to directors and employees (at Baht 6.17 (price average from March 4 – 12, 2010) and the current paid-up shares of 368,000,000 shares (as of March 15, 2010), the market price of the share will be diluted by 0.54% of the original market price.

6.2 Control Dilution Effect

In the event that all of 7,500,000 units of warrants are being exercised, given the registered shares including underlying shares of the ESOP of 375,500,000 shares, existing shareholders will be diluted by 1.997% in terms of their voting right and their share of profit.

7. Rights of Shareholders in Opposing to the Issuance of the Warrant for Employee Stock Option Plan. According to the SEC's Notification Tor Jor, 32/2551 Dated December 15, 2008, the issuance and offering of warrant to employees must be approved in a Shareholders' Meeting with votes of not less than three quarter of all votes of shareholders attending the meeting and having the right to vote, and must not be opposed by shareholders with an aggregate number of shares exceeding 10% of all votes of shareholders attending the meeting.
8. Other Restrictions: In case of resignation and termination, the remaining warrants belonging to that person shall be cancelled.
9. Proceeds from exercise: Baht 33.75 million (in the event of full exercise at the exercise price of Baht 4.50 per share)
10. Other conditions:
The Company's Board of Directors and/or the Chairman of the Board shall have the power to amend, add or delete any related terms and conditions as deemed appropriate in order to make the plan conforms to related rules and regulations.

When there were no more enquiries, the moderator proposed that the meeting approve the issuance of warrants per the Employee Stock Option Plan which will be allocated to directors and employees of the Company.

Resolution: The meeting resolved to approve the issuance of warrants per the Employee Stock Option Plan which will be allocated to directors and employees of the Company with the following votes:

Total Shareholders	163	persons	possessing a total	274,676,871	shares	
Approval	161	persons	representing	256,481,071	votes	(93.3756%)
Disapproval	2	persons	representing	18,195,800	votes	(6.6244%)
Abstention	-	persons	representing	-	votes	(0%)

Agenda 10 **Consider and approve the increase in the registered capital of the Company from the existing registered capital of Baht 736,000,000 (seven hundred thirty six million Baht) to Baht 751,000,000 (seven hundred fifty one million Baht).**

The moderator said to support the fact that the directors and employees should exercise the warrants, 7,500,000 units in number, approved by the AGM under Agenda 9, at the ratio of 1 warrant convertible into 1 common share; the company had to raise its registered capital by 15,000,000 baht (fifteen million baht) through issuing new common shares totaling 7,500,000 (seven million five hundred thousand) at the par value of 2.00 baht (two baht) each, bringing the company's registered capital to 751,000,000 baht

(seven hundred fifty one million baht) consisting of 375,500,000 shares (three hundred seventy five million five hundred thousand) at the par value of 2 baht each.

When there were no more enquiries, the moderator proposed that the meeting approve the increase in the registered capital of the Company from the existing registered capital of Baht 736,000,000 (seven hundred thirty six million Baht) to Baht 751,000,000 (seven hundred fifty one million Baht).

Resolution: The meeting resolved to approve the increase in the registered capital of the Company from the existing registered capital of Baht 736,000,000 (seven hundred thirty six million Baht) to Baht 751,000,000 (seven hundred fifty one million Baht) with the following votes:

Total Shareholders	163	persons	possessing a total	274,676,871	shares	
Approval	161	persons	representing	256,481,071	votes	(93.3756%)
Disapproval	2	persons	representing	18,195,800	votes	(6.6244%)
Abstention	-	persons	representing	-	votes	(0%)

Agenda 11 **Consider and approve the amendment to item 4 of the Memorandum of Association of the Company in order to comply with the increase in the Company's registered capital.**

The moderator stated that the Company would amend item 4 of the Memorandum of Association of the Company in order to comply with the increase in the Company's registered capital.

From the following original wording:

Item 4	The Registered Capital	736,000,000	Baht	(seven hundred thirty six million Baht)
	Divided into	368,000,000	Shares	(three hundred sixty eight million Shares)
	at the par value of	2.00	Baht	(two Baht)
	Categorized into			
	Ordinary Shares	368,000,000	Shares	(three hundred sixty eight million Shares)
	Preferred Shares	-	Shares	(-)

To the following amended wording:

Item 4	The Registered Capital	751,000,000	Baht	(seven hundred fifty one million Baht)
	Divided into	375,500,000	Shares	(three hundred seventy five million and five hundred thousand Shares)
	at the par value of	2.00	Baht	(two Baht)
	Categorized into			
	Ordinary Shares	375,500,000	Shares	(three hundred seventy five million and five hundred thousand Shares)
	Preferred Shares	-	Shares	(-)

When there were no more enquiries, the moderator proposed that the meeting approve the amendment to item 4 of the Memorandum of Association of the Company in order to comply with the increase in the Company's registered capital.

Resolution: The meeting resolved to approve the amendment to item 4 of the Memorandum of Association of the Company in order to comply with the increase in the Company's registered capital with the following votes:

Total Shareholders	163	persons	possessing a total	274,676,871	shares	
Approval	161	persons	representing	256,481,071	votes	(93.3756%)
Disapproval	2	persons	representing	18,195,800	votes	(6.6244%)
Abstention	-	persons	representing	-	votes	(0%)

Agenda 12 **Consider and approve the allotment of 7,500,000 new ordinary shares at the par value of Baht 2.00 each for the conversion rights of the warrants to be allocated to directors and employees of the Company (ESOP).**

The moderator stated that the Company would allocate 7,500,000 new ordinary shares at the par value of Baht 2.00 each for the conversion rights of the warrants to be allocated to directors and employees of the Company (ESOP) as per the resolution of the meeting in agenda 9.

When there were no more enquiries, the moderator proposed that the meeting approve the allotment of 7,500,000 new ordinary shares at the par value of Baht 2.00 each for the conversion rights of the warrants to be allocated to directors and employees of the Company (ESOP).

Resolution: The meeting resolved to approve the allotment of 7,500,000 new ordinary shares at the par value of Baht 2.00 each for the conversion rights of the warrants to be allocated to directors and employees of the Company (ESOP) with the following votes:

Total Shareholders	163	persons	possessing a	274,676,871	shares	
			total			
Approval	161	persons	representing	256,481,071	votes	(93.3756%)
Disapproval	2	persons	representing	18,195,800	votes	(6.6244%)
Abstention	-	persons	representing	-	votes	(0%)

Agenda 13 **Consider any other businesses (if any).**

The moderator informed the AGM of the following:

1. The Company received the letter from Mr. Tetsuo Tsujimoto to resign from the Board of Directors, effective 29 April 2010. The BD will select a capable and knowledgeable person to take his place. After finding his replacement, the Company will inform the SET.
2. As Miss Suthiluck Chaikul retired as a BD member after completing her term of office and Mr. Tetsuo Tsujimoto resigned his directorship, the two persons were not entitled to receive warrants under the Employee Stock Option Program (ESOP).

Chairman asked if any shareholder wished to pose questions to be answered by Chairman, directors, and management members. The Q & A session was summarized as follows:

A shareholder asked about the Company's dividend payment policy for 2010.

Management answered that the dividend policy depends on the Company's operating results. If its performance is good, the BD may consider the interim dividend payment.

A shareholder recommended the Company to manage the foreign exchange risk.

Management answered that the Company treats the foreign exchange fluctuation with care and as important because the foreign exchange affects its financial statements considerably. The BD closely monitors this matter. Besides, the Company resorts to such financial tools as Forward, Natural Hedging, Options, etc. to control the said risk.

A shareholder asked about the revenue structure for year 2010 when compared with years 2009 and 2008 according to page 22 of the annual report.

Management answered that the Company classifies its products into 2 groups, namely, IC and MMA. The revenue in 2010 is expected to expand because the growth of the MEMS business should increase the IC group revenue by approximately 30%. Thailand as the global hub of the Hard Disk Drive industry should raise the MMA revenue by around 60%. Moreover, the demand for Touch Screen Modules for SmartPhone should rise significantly.

A shareholder asked about the business strategy for 1-2 years ahead as the life cycle of the electronics products seemed to be shorter.

Management answered that if the Company can adapt itself rapidly, it can turn crisis into opportunity. The company will continue to employ the joint-innovation strategy with customers. When customers have new products, the Company will become their prime sources. The customers in this group are the Company's major ones.

Furthermore, the Company benefits from its 3-Mix strategy comprising Product Mix, Technology Mix and Customer Mix. The Company has a well-balanced mix of business to diversify risk. This diversification helps reduce the impact of the crisis.

A shareholder asked about the competitors for Tire Pressure Monitoring Sensors (TPMS).

Management answered that SMT's aforementioned sensor products are of the important component level competitors do not produce. These products can be further assembled into finished TPMS goods. This is thus a different business.

A shareholder asked about the risk relevant to the joint-innovation.

Management answered that concerning the joint-innovation, product technology belongs to the customers while manufacturing technology belongs to the Company. If customers wish to move the production base, they cannot bring the company's manufacturing technology along and will have to develop new technology, taking about 1-2 years. As a result of the joint-innovation, the Company will become the prime source and receive regular and continual orders until the end of life of the products and meanwhile the company owns the technology and start mass production before competitors.

A shareholder asked whether the Company would make any especially high investment in 2010 and what type of cycle the electronics industry is in now.

Management answered that the growth of the electronics industry is like an ascending zigzag pattern.

100 million baht was invested in the first quarter to expand the production capacity by solving the production bottlenecks as investment in major production lines was made in preceding years. Around 300 million baht more is expected to be invested until the year end.

In this year, the company may not increase its registered capital but will use its revenue from the operating results for investment, balance risk, focus on manufacturing products that bring in high margins.

When the AGM had no more enquiries, the moderator invited Chairman to declare the meeting closed. He thanked the shareholders for taking their valuable time off to attend the meeting and having supported the company well throughout the years. The meeting came to an end at 16.30 hours.

-Signature-

(Mr. Somnuk Chaikul)
Chairman of the Meeting

-Signature-

(Mr. Yunyong Sawasdi)
The Company Secretary