



**PROXY FORM C**

**(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)**

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
with address at \_\_\_\_\_

(2) acting as the custodian for \_\_\_\_\_  
being a shareholder of Stars Microelectronics (Thailand) Public Company Limited  
holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

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

(1) \_\_\_\_\_ Age \_\_\_\_\_ Years  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) Assoc. Prof. Dr. Aekkachai Nittayagasetwat Age 48 years with address at 605-606  
Moo 2, Klongjig, Bang Pa-In, Ayuthaya or

(3) Assoc. Prof. Dr. Kamphol Panyagometh Age 40 years with address at 605-606  
Moo 2, Klongjig, Bang Pa-In, Ayuthaya

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 2012 to be held on **Thursday, April 19, 2012 at 14.00 p.m. at Rajmontien Grand Ballroom, the Montien Hotel, Surawongse Rd, Bangkok Metropolis** or at any adjournment thereof.

(4) 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



(5) 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 2011**

(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 2011**

**Agenda 3: Consider and approve the balance sheet and income statement for the year ended on December 31, 2011 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: Be informed of the interim dividend payments from first half year operating result of the year 2011 and approve omitting the dividend payment from the second half year operating result of the year 2011**

(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:

1) **Mr. Somnuk Chaikul**

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

2) **Mr. Polsak Lertputipinyo**

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

3) **Assoc. Prof. Dr. Preecha Jarungidanan**

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

4) **Mr. Toru Uchino**

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

**Agenda 6: Consider and approve the remuneration of Directors for the year 2012**

(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 7: Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2012**

(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 any other businesses (if any)**

(6) 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.

(7) 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. Aekkachai Nittayagasetwat)

Signed \_\_\_\_\_ Proxy  
(Assoc. 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.



## The Annual General Meeting of Shareholders for the year 2012

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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 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 2012 to be held on **Thursday, April 19, 2012 at 14.00 p.m. at Rajmontien Grand Ballroom, the Montien Hotel, Surawongse Rd, Bangkok Metropolis**, 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