



**Invitation to
The Annual General Meeting of Shareholders
for the year 2013**

SMT

Stars Microelectronics (Thailand) Public Company Limited

**Monday, April 22, 2013
at 14.00 p.m.**

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



Invitation to the Annual General Meeting of Shareholders for the year 2013

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Note: For any queries, please forward your questions through the e-mail address:
ir@starsmicroelectronics.com or facsimile 035-221 778 or
Investor Relation Tel: 035-221 777 ext. 313



April 1, 2013

Subject : Invitation to the Annual General Meeting of Shareholders (“AGM”) for the year 2013

To : Shareholders

- Attachment :
1. Copy of Minutes of the AGM 2012
 2. The Company's Annual Report for the year 2012
 3. Profile of the nominated persons to be Directors in replacement of those who will retire by rotation
 4. Company's Articles of Association relating to the AGM 2013
 5. Documents required prior to attending the meeting, proxy, registration and voting
 6. Profile of Independent Directors proposed by the company to represent shareholders
 7. Proxy Form A. and Form B.
 8. A map of the conference hall

The Board of Directors of Stars Microelectronics (Thailand) Public Company Limited has passed a resolution to convene the Annual General Meeting of Shareholders for the year 2013 on Monday, April 22, 2013 at 14.00 p.m . at Magic 2 Room, 2nd floor ,Miracle Grand Convention Hotel, Viphavadee Road, Laksi, Donmuang, Bangkok to consider the following agendas:

Agenda 1 Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2012

Preamble: The Minutes of the Annual General Meeting of Shareholders for the year 2012 held on April 19, 2012 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 Attachment 1.

Board of Directors' Opinion: recommends proposing the Meeting to approve the Minutes of the Annual General Meeting of Shareholders for the year 2012 held on April 19, 2012 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 2012



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 2012 which was enclosed herewith in Attachment 2.

Board of Directors' Opinion: recommends proposing the Meeting to acknowledge the Company's performance and major changes during the year 2012.

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, 2012 and the report of the auditor**

Preamble: To comply with the Public Limited Companies Act B.E. 2535 (Amended B.E. 2551), 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: The Board of Directors requests the Meeting to consider and approve the statement of financial position and income statement of the year ended on December 31, 2012 as duly audited and certified by the auditor from Ernst & Young Office Limited, and reviewed by the Audit Committee. The summary of the Company's financial status and performance during the year 2012 is as follows:

Total Assets	3,902	Million Baht
Total Liabilities	2,142	Million Baht
Total Revenues	4,868	Million Baht
Net Profit	731	Million Baht
Earnings per Share	1.767	Baht/Share

Details of the above are shown in the Company's Annual Report for the year 2012 in Attachment 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 dividend payment from the operating result of the year 2012**

Preamble: The company has the policy to pay the dividend approximately 40% of net profit (with conditions). According to the financial statement of the company as of 31 December 2012, the company had net profit of 731 million baht mainly from other income which the company received from the insurance companies. It is not from operating profit. Thus, the Board of Directors considered omitting the dividend payment for the operating result of the year 2012.

Board of Directors' Opinion: The Board of Directors proposes that the Annual General Meeting of Shareholders approve omitting the dividend payment from operating result of the year 2012.

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 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 (Amended 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-thirds of the total number of the directors will vacate the office. The Company's Articles of Association requires that the director who has held office the longest should retire. This year, 4 directors will vacate after completing their terms, comprising the following persons.

- | | |
|-----------------------------|---|
| 1. Mr. Pitak Sirivanasandha | Vice Chairman |
| 2. Mr. Dheerasak Suwannayos | Independent Director and Chairman of
The Audit Committee |
| 3. Mr. Chong Kwen Sam | Director |
| 4. Mrs. Poonpun Chaikul | Director |

Board of Directors' Opinion: The Board of Directors states that the retiring directors are qualified, knowledgeable, capable, experienced in management and have a clean working record. The Board of Directors recommends that the Meeting should reappoint the 4 Directors to be Directors for another term.



The curricula vitae of the nominated persons, their positions at managerial levels in the listed company and other businesses including the relationship of the nominated persons are attached as Attachment 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 28 of the Articles of Association.

Agenda 6 Consider and approve the remuneration of Directors for the year 2013

Preamble: The Remuneration Committee considers the competitiveness of remuneration in listed companies in the same industry, performance, business size, directors' accountability and current economic situation and deems appropriate to fix the remuneration of Directors for the year 2013 at the same amount as the year 2012.

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

	Position	Remuneration (baht/person/month)	Meeting allowance (baht/person/meeting)
Board of Directors	Chairman	36,000	5,000
	Member	24,000	5,000
Audit Committee	Chairman	36,000	5,000
	Member	30,000	5,000
Remuneration Committee	Chairman	0	5,000
	Member	0	5,000
Risk Management Committee <i>(Only Risk Management Committee member who came from Independent Director)</i>	Chairman	0	5,000
	Member	0	5,000

Board of Directors' Opinion: The Board of Directors considers carefully and agrees to the proposal of the Remuneration Committee to fix the remuneration of Directors for the year 2013 at the same amount as the year 2012 until the shareholders' meeting has other resolution.

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 according to Section 90 of the Public Limited Company Act. B.E. 2535 (Revised B.E. 2551)

Agenda 7 Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2013

Preamble: The Audit Committee considered and proposed that the Board of Directors approve and forward the Auditor from Ernst & Young Office Limited (“**Ernst & Young**”) to the AGM 2013 for considering and appointing as the external auditor of the Company for the year 2013 because Ernst & Young 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. Ernst & Young 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 2013 proposed totally 1,875,000 baht increasing of 250,000 baht from the year 2012, because in 2013 the company’s new subsidiary company (SS RFID Co., Ltd.) has started the business operations. There are more accounting transactions than 2012. The Certified Public Accountants consisting Mr. Supachai Phanyawattano (Certified Public Accountant License No. 3930); Ms. Siraporn Ouaanunkul (Certified Public Accountant License No. 3844); Ms. Thippawan Nananuwat (Certified Public Accountant License No. 3459).

Descriptions	(unit: Baht)	
	2013	2012
- Examination of the financial statements for year ending and Review interim (SMT)	1,420,000	1,420,000
- 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)	300,000	50,000
Totals	1,875,000	1,625,000

Board of Directors’ Opinion: The Board of Directors agrees with the Audit Committee to select Ernst & Young Office Limited to be the auditing firm and recommends the AGM 2013 to consider and approve the appointment of the auditors from Ernst & Young 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 any other businesses (if any)

All shareholders are hereby invited to participate in the AGM 2013 on Monday, April 22, 2013 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee Road, Laksi, Donmuang, Bangkok. The commencement for registration to attend the Meeting will be from 13.00 p.m. The shareholders, who can not 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 Attachment 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 Attachment 7. The Proxy form C. using only for the non-Thai shareholder appointing the Custodian in Thailand, shareholders may download from www.starsmicroelectronics.com

Please kindly submit the completed Proxy Form to the Company by Friday, April 19, 2013. 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.

Yours faithfully,

-Signature-

Mr. Yunyong Sawasdi

Company's Secretary

By Order of the Board of Directors

(Translation)

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR 2012
OF
STARS MICROELECTRONICS (THAILAND)
PUBLIC COMPANY LIMITED**

Time and Place

Held on Thursday, 19 April 2012 at 14.00 hrs. at the Rajamontien Grand Ballroom, Montien Hotel, Surawongse Road, Bangkok

Preliminary proceedings

Mrs. Araya Sunlakawit, the Company's independent legal advisor, started the 2012 general annual meeting of shareholders by welcoming the shareholders attending, and announced that 321 shareholders and proxies possessing a total of 144,237,153 shares or representing 34.5729 per cent of the total 417,196,985 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 405 shareholders and proxies at the meeting, representing a total of 210,044,737 shares or 50.3467 per cent of the total paid up shares.

Mr. Yunyong Sawasdi, Executive Committee and the Company Secretary, informed the attendees that Mr. Somnuk Chaikul, Chairman of the Board of Directors, had urgent important engagements and could not attend and that Mr. Pitak Sirivanasandha, Vice Chairman, was thus invited to serve as the chairman of the meeting ("Chairman") following the Company's regulations. The following Board Directors, executives, auditors, independent legal advisors, and the Company's consultants attending the meeting were then introduced.

Eight Board Directors

- | | |
|--|--|
| 1. Mr. Pitak Sirivanasandha | Vice Chairman & Remuneration Committee Member |
| 2. Assoc. Prof. Dr. Preecha Jarungidanan | Independent Director, Audit Committee Member, & Chairman of the Remuneration Committee |
| 3. Mr. Prasart Yunibhand | Director |
| 4. Mr. Polsak Lertputipinyo | Director & Chief Executive Officer |
| 5. Mr. Toru Uchino | Director |



- | | |
|---|---|
| 6. Mr. Chong Kwen Sam | Director |
| 7. Assoc. Prof. Dr. Aekkachai Nittayagasetwat | Independent Director, Audit Committee Member, & Remuneration Committee Member |
| 8. Assoc. Prof. Dr. Kamphol Panyagometh | Independent Director, Audit Committee Member, & Chairman of the Risk Management Committee |

Three executives to present information

- | | |
|--------------------------------|--|
| 1. Dr. Kavee Techapichetvanich | Director & Chief Operations Officer |
| 2. Mr. Withaya Yotpraphun | Senior Finance and Accounting Director |
| 3. Mr. Chaiyot Thaveeratitham | Assistant Director of Finance and Investor Relations |

Two auditors from Ernst & Young Office Limited

1. Ms. Siraporn Ouaanunkul
2. Ms. Arada Phantawong

One consultant from DS Prudential Management Co Ltd.

1. Mr. Chaiyaporn Yocavajon

Two legal advisors from Siam Premier International Law Office Limited

1. Mrs. Kulkanist Khamsirivatchara
2. Mrs. Araya Sunlakawit (the meeting facilitator)

The Company invited Thailand Securities Depository 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. Pitak Sirivanasandha, Vice Chairman, who chaired the meeting to declare the meeting open. The Chairman welcomed shareholders to the Annual General Meeting of Shareholders for 2012, delivered an opening speech and assigned Mrs. Araya Sunlakawit, the Company's independent legal advisor, to be the meeting facilitator.

The meeting facilitator 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. Pertaining to this, no shareholder at this meeting had a conflict of interest regarding any particular agenda 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. 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) In accordance with the Securities Exchange of Thailand's corporate good governance policy, in considering agenda item # 5 regarding the election of directors to replace those who have completed their term, shareholders are required to vote on the ballot no matter whether they wish to vote for, against or abstain, and hand the ballots to the Company's staff for the counting of votes. For this agenda item, the ballots for those voting against and those abstaining shall be collected first. Those voting for shall be collected later.
- (7) 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.
- (8) Resolutions of this shareholders' meeting comprise the votes as follows:
 - Agenda items 1, 3, 4, 5, and 7 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.
- (9) Those shareholders who wish to make inquiries or request additional information are requested to identify themselves for the Company's reference.



Agenda 1 Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2011

The meeting facilitator stated that the Company held the 2011 annual general meeting of the shareholders on 29 April 2011 and announced the corrections to the minutes of the 2011 annual general meeting of the shareholders delivered along with the letter of invitation to the annual general meeting of the shareholders, page 25, and corrections to the table in Agenda item 12 detailing the audit fees for 2011 compared to 2010 as summarized below:

Description	2011	2010
- Financial statements audit for the year	910,000 880,000	860,000
- Financial statements interim review (three quarters)	510,000 540,000	510,000
Total	1,420,000	1,370,000
Difference		50,000
- Interim financial statements review (three quarters) of subsidiaries	105,000	105,000
- Subsidiaries' financial statements audit for the year (SMT GE)	50,000	0
Total	1,575,000	1,475,000

The participants were invited to ask any questions regarding the corrections made to the minutes.

As no participants raised any questions or wished to make any further corrections, the meeting facilitator moved that the meeting resolve to approve the minutes of the meeting.

Resolution: The Meeting unanimously resolved to Adoption the Minutes of the Annual General Meeting of Shareholders for the year 2011 held on 29 April 2011 with the following votes:

Approval	167,865,890	votes	=	99.9979%
Disapproval	3,375	votes	=	0.0020%
Abstention	12,625	votes		

Agenda 2 Be informed of the Company's performance of the year 2011

The meeting facilitator asked the meeting to consider and acknowledge the Board of Directors' report as presented in the 2011 annual report and invited Mr. Polsak Lertputipinyo, Chief Executive Officer, to present the Company's operating results to the meeting.

Mr. Polsak Lertputipinyo reported the operating results in 2011 as summarized below:

1. The impact from major flooding in October 2011

Mr. Polsak Lertputipinyo presented a collection of photographs depicting the flood, damage, preventive measures taken, as well as situation before and after the flood. The water levels and major events are summarized below.

- October 15th 2011: Huge water volume flowed into SMT
- October 23rd 2011: Highest water level at SMT
 - Approx. 130.0 cm in height on the Production Floor
 - Approx. 164.5 cm in height outside SMT Building
 - Approx. 205.0 cm in height outside SMT FactorySubmerged duration was 30 days
- November 16th 2011: Major cleaning day
- December 6th 2011: All personnel reported back to work and factory repair work started according to the rehabilitation plan.
- The recovery program for production floor to be completed by April 30th 2012

The damage from the 2011 major flooding

- BUILDING: Ground floor of Factory I and II
- Raw materials and finished goods on the ground floor
- Machines and assembly lines on the ground floor.
- Business interruption for 6-8 months

2. 2011 Financial results and financial data

2011 Financial results

Mr. Polsak Lertputipinyo reported that in 2011 the Company suffered a loss of about 1,505 million baht, resulting directly from the flood disaster. However, the Company has claimed compensation of about 2,000 million baht from insurance companies, about 500 million baht of which has been received.

STARS MICROELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED					
Projected Profit & Loss					
DESCRIPTION	Q1 2011	Q2 2011	Q3 2011	Q4 2011	Year 2011
Revenue					
Sale Revenue	2,103	2,250	2,669	466	7,487
Service Income	23	33	27	14	97
Total Revenue	2,126	2,283	2,696	479	7,584
Raw Material	1,671	1,899	2,362	366	6,318
Total Value Added	455	384	334	93	1,266
Labor & Overhead	169	191	169	91	640
Gross Margin (excluding depreciation)	266	193	165	2	626
Selling & Admin. Expenses	51	55	51	42	199
Earning before Interest Tax Depreciation	215	138	114	(40)	427
Depreciation	84	88	91	53	316
Earning before Interest and Tax	131	50	23	(93)	111
Interest Expenses	8	2	4	3	17
Net Operating Profit	123	48	19	(96)	94
Other Income	11	13	11	4	39
Loss from Flood	-	-	-	(1,572)	(1,572)
Gain/(Loss) from Exchange	3	3	(8)	(4)	(6)
Early retired expense	-	-	-	(80)	(80)
Net Profit	137	64	22	(1,728)	(1,505)

Financial Performance

	31 Dec 08	31 Dec 09	31 Dec 10	31 Dec 11
Capital Structure				
- DE Ratio	2.84	1.58	1.12	1.03
- Gearing Ratio	1.51	0.58	0.55	0.21
Profitability				
- Gross Margin (%)	3.63%	3.65%	4.87%	4.09%
- Operating Margin (%)	2.67%	2.40%	3.54%	1.48%
- Profit Margin (%) (/Sales)	1.66%	2.42%	4.02%	-19.84%
Return				
- Return on Asset (ROA)	5.38%	6.37%	12.00%	-46.16%
- Return on Equity (ROE)	21.34%	19.49%	27.86%	-96.36%

3. Year 2012 challenges and SMT strategies

- The 2011 major flooding had adversely affected the supply chain system for EMS business.
SMT: Aim for a quick recovery and a rebuild to be better than even before.
- Thailand is losing its competitive advantage due to the major flooding and political turmoil.
SMT: To find its new “Selling Point” and differentiate itself from the competitors.
- There is an impact from the government policy regarding the adjusted minimum wage to 300 baht.
SMT: Focus on highly efficient assembly lines and avoid labor intensive business.

- Overhead expense is getting higher while EMS business is more competitive.
SMT: Lean management implementation.
- Manufacturing technology changes rapidly.
SMT: Build up a Good 3 mix of product, customer and technology.
- It is necessary to weather the worldwide crisis in Europe, USA and Japan.
SMT: Keep good relationship with current customers and extend our business into new markets, such as Taiwan and other parts in Asia.
- There is a problem with the fluctuations of USD/THB currency.
SMT: Apply financial derivatives & natural hedging to reduce risks.

4. SMT Outlook after major flooding in October 2011

Mr. Polsak Lertputipinyo presented the Company's outlook after the major flooding in October 2011, also to be presented to the public as summarized below:

1. Retaining World Class Customers:

1.1 MMA Business customers (7 big Customers) - "Turn Key Solution"

1.2 IC Packaging business (5 customers) - "One Stop Solution"

2. Fast Recovery:

Jan'12: Started back-end operations for MMA and IC test operations on the second floor.

Feb'12: Started full MEMS operations for key customers.

Mar'12: Started mass production for HDD business gradually using the brand new machines.

Apr'12: Production floor and its facility on the first floor are ready for production again.

May'12: Recovery program is ended and ready for ramping up.

3. Fast Insurance Claim:

3.1 Insurance coverage for two factories at total 3,850 million baht

3.2 Total damage due to flooding are at total of around 2,xxx million baht

3.3 Received the interim payment from insurers, at 500 million baht

4. Our new "Selling point":

New facility, new machines, new assembly lines

5. Differentiation from other EMS:

First in manufacturing technology, focusing on breakthrough automation assembly lines

6. Business Diversification:

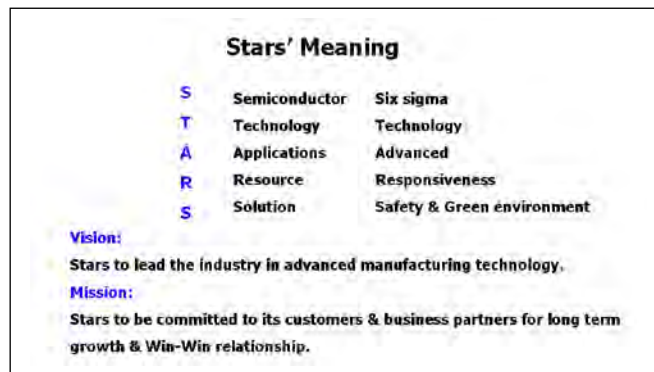
- SS RFID Co., Ltd. (for launching RFID Tag module into the world market)

Established Date: 20 February 2012

Registered Capital: 10 million baht (paid up 2.5 million baht)

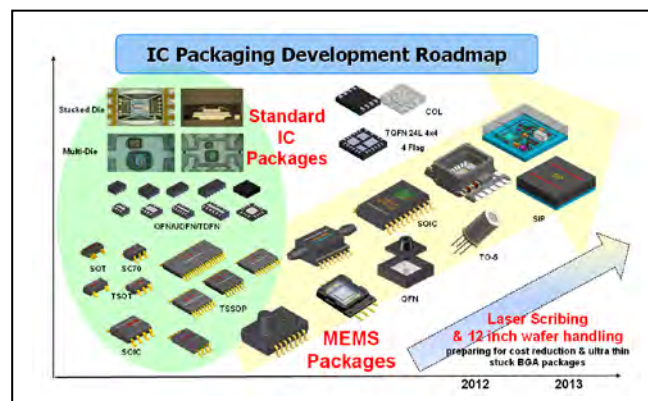
- SMT Green Energy Co., Ltd. (for green energy generation)
The solar project has been deferred due to the major flooding in October 2011

Definition of “STARS” and its vision and mission can be presented as follows:



The Company's products can be put into two categories: the MMA group and the IC Packaging group. The factory buildings and the production lines, including the Clean Room, are under repair and renovation is to result in better and more modern conditions. At present, there are about 850 people on staff including teams of over 120 engineers. The Company's business network is still expanding all over the world and can retain its world class customers.

The product development road map for the IC Packaging product group is as follows:



Mr. Polsak Lertputipinyo presented approaches to upgrading machinery to that with higher efficiency and to consolidating the several stages of production into one. This will apply to products in both the MMA Business and the IC Packaging groups.

The Company would carry out rehabilitation and improvement plans for the factories and the production lines to return to normal by 30 April 2012 and from 1 May 2012, the management and all

staff will cooperatively work together for the Company's sustainability and stability, focusing on the slogan "Stars Stands Strong".

Participants were then given the opportunity to raise questions or concerns. The issues raised are summarized below:

1. Mr. Suwat Panworanutkul, a minority shareholder, asked the following questions.

1.1 When will production of RFID start?

Mr. Polsak Lertputipinyo said that at present, the Company is already producing chips for customers. As for the tag module, it is expected that the machinery will arrive and installation be completed in July 2012. Then production can start in August 2012.

1.2 How much value is the RFID business considering the customer base at present?

Mr. Polsak Lertputipinyo said that at present there are some customers in Japan from the partner, but the number is not very high. However, the Company has been working on marketing plans and increasing channels to find customers for a few years. Additional details will be reported to shareholders in due time.

1.3 Referring to the rumor that Western Digital, a customer, will move its production base to Malaysia, how possible is this to happen?

Mr. Polsak Lertputipinyo said that Western Digital has production bases both in Thailand and Malaysia but the principal production lines are still in Thailand. This is because Western Digital has production facilities in both the Bang-pa-in Industrial Estate and Nawanakorn Industrial Estate. Last year, it took over Hitachi Global Storage Technologies (Thailand) Co.Ltd., which is located in the 304 Industrial Estate in Prachinburi province. This brings its production volume in Thailand to 60% and only 40% in Malaysia.

2. Mr. Prudthanan Sriwongliao, proxy holder for Ms. Busaya Sriwongliao, a minority shareholder, asked the following questions.

2.1 What currency is the Company using in its operations, as this often affects the Company's financial status when there are fluctuations in values?

Mr. Polsak Lertputipinyo said that in its operations, the Company uses the US Dollar in principle no matter which country it is buying raw materials from or selling goods to. This is applicable even when dealing with customers based in Thailand. However, the payment must be exchanged into Thai baht.



2.2 How has the Company been affected by the policy of increasing the minimum wage to 300 baht?

Mr. Polsak Lertputipinyo said that as of 1 April 2012, the government announced and began to enforce the 265 baht minimum wage in Ayutthaya province, to be increased to 300 baht from 1 January 2013. Due to this, the Company had to make adjustments in the former wage of 190 baht in compliance with the Company's policy. Therefore, the Company has increased the daily wage of those who have passed probation to 305 baht effective since 1 April 2012. This has not had much effect on the Company's costs. This is because the Company has always paid a higher wage than the minimum wage. Also, the Company has considered reducing the number of workers and use machinery to replace workers.

2.3 Are there any deductibles from the compensation to be received from insurance companies?

Mr. Withaya Yotpraphun, Senior Finance and Accounting Director, said that the compensation will be received in full, with neither deductibles nor the sub-limit.

3. Mr. Somkiat Salipattana, a minority shareholder, asked the following questions.

3.1 What is the Company's compensation and how long does it take to reduce the Company's staff?

Mr. Polsak Lertputipinyo said that the Company made adjustments reducing the number of staff in November 2011, providing severance pay according to their time period of work with the company as well as the wages in compensation in lieu of giving notice, all in accordance with the law.

3.2 How much higher than last year will the insurance premiums be for 2012?

Mr. Withaya Yotpraphun said that the Company's current policy has still not expired. The insurance companies are expected to quote their premiums for the next policy, which the Company will consider, in due time.

4. Mr. Suriyon Chitraphan, proxy holder for Mrs. Wilaiporn Choedchamnongwittayakul, a minority shareholder, expressed his sympathy regarding the flood and asked the following questions.

4.1 What is the Company's budget for investment plans in 2012?

Mr. Polsak Lertputipinyo said that the Company had a plan to procure replacement machinery with a budget of about 1,200 million baht. Regarding the RFID business, the newly established subsidiary will jointly invest with a partner, a leader in the RFID business from Japan. The machinery costs about US\$ 1.5 million. It is planned that a total of about 10 machines will be purchased within three years.

4.2 What is the Company's anticipated ROI for 2012 and how many years will it take to reach the break-even point?

Mr. Chaiyot Thaveeratitham, Assistant Director of Finance and Investor Relations, said that investments in 2012 are not starting new projects or adding new production lines. They are in fact bringing the production lines, parts of which have suffered damage, back to capacity. Therefore, the overall ROI should be between 15-20%.

Mr. Polsak Lertputipinyo added that with the Company's feasibility study for its investments, the payback periods generally stand at about two years.

4.3 What's the Company's marketing plan for RFID business?

Mr. Polsak Lertputipinyo said that a machine can produce 10 million pieces of RFID tags per month. In the first year, the Company plans to set up one production line and will set up additional ones in the following years, but this will be in accordance with customers' demand. In the first months, tentatively about one million pieces will be manufactured. The products will then be used in the department store or warehouse businesses to examine numbers of goods and to classify the goods by their categories or sizes. As they are for one-time use, RFID tags are in high demand. Large markets are in the U.S. and in Europe.

4.4 Will the Company increase its capital in 2012?

Mr. Polsak Lertputipinyo said that it was expected that there would be no increasing of capital in 2012.

5. Mr. Apichit Techawonganan, a minority shareholder, asked about the possible total sales in 2012 compared to 2011, with the new incoming machinery added to the present production line.

Mr. Polsak Lertputipinyo said that as a number of production lines were damaged due to flooding, production was not completely efficient. The Company has started ordering replacement machinery such as in the MMA products production lines. As for hard disk drives, production is at 40%, which is being gradually increased to 100% according to the customers demand at year-end period. The figures cannot yet be disclosed.

With no further questions from participants, the meeting facilitator concluded that the meeting acknowledged the Board of Directors' report on the Company's operational performance in 2011 as presented by the CEO.

Resolution: The meeting was informed of the Board of Directors' report on the Company's performance of the year 2011.



Agenda 3 Consider and approve the balance sheets and income statement for the year ended on December 31, 2011 and the report of the auditor

Mr. Withaya Yotraphun presented details of the balance sheets and the profit and loss statement as well as the auditors' report as it appeared in the 2011 annual report, pages 77-120, delivered along with the letter of invitation to the annual general meeting of the shareholders. Performance in 2011 compared to that of 2010 according to the consolidated financial statements of the Company and its subsidiaries can be summarized as follows:

(unit: million baht)

Description	2011	2010
Total assets	2,065.65	4,453.57
Total liabilities	1,047.19	2,349.10
Shareholders' equity	1,018.46	2,104.47
Total revenues	7,623.20	13,282.23
Profit (net) loss	(1,504.58)	529.78
Profit (loss) per share (baht per share)	(3.714)	1.433

Participants were then given the opportunity to raise questions or concerns. The issues raised are summarized below.

1. Mr. Somsak Sakburanapongsa, a minority shareholder, asked the following questions.

1.1 The flood events at the end of 2011 lasted about two months. Why did the Company's revenues go down by about half, considering the Company's revenues in 2011 of 7,584 million baht, which came down from those of 13,177 million baht in 2010?

Mr. Withaya Yotraphun said that generally, in the electronics business, the high-season falls in the third and the fourth quarters. With the flood problems in the fourth quarter, sales were not as they should have been. Otherwise, the sales figures might have been close to or about the same as those of 2010.

1.2 As the first quarter of 2012 is a low-season for electronics business, is it possible that the fact that the Company still cannot manufacture to its full capacity not have any impact on 2012 total revenues?

Mr. Polsak Lertputipinyo said that during the first half of 2012, the Company will not yet have concrete revenues as the machinery ordered will start to be set up in the third quarter. Also, this order took unusually long to complete as the machinery is in high demand by factories in Thailand. Therefore, concrete revenue should start to appear in the fourth quarter and the revenues in 2012 will definitely be lower than those of 2011.

1.3 What is exactly the amount of damage from the flood as presented by the CEO, 1,572 million baht or 2,000 million baht?

Mr. Withaya Yotraphun said that 1,572 million baht, which appears in the profit and loss statement, was the figure of accounting value while the approximate amount of 2,000 million baht was the actual damage value that the Company reported for compensation from insurance companies.

1.4 What are the assets that caused the Company's assets to go down by about 2,387 million baht?

Mr. Withaya Yotraphun said that those refer to the assets damaged by the floods, which will be deleted from the accounts, namely machinery, equipment and tools, stock of goods, and office equipment.

2. Mr. Kitichart Karunrattanakul, a minority shareholder, asked why selling and administrative expenses in 2011 went up by 47% while revenues went down by 42% and cost of sales went down by 41%.

Mr. Withaya Yotraphun said that considering separate financial statements, it could be seen that selling expenses did not go up. The increase was due to the expenses of the subsidiary, which were incurred to improve operations.

Mr. Polsak Lertputipinyo added that before the flood, the Company had started plans to increase sales and expand markets. The expenses to improve the subsidiary's operations were thus necessary.

3. Mr. Prudthanan Sriwongliao, proxy holder for Ms. Busaya Sriwongliao, a minority shareholder, asked the following questions.

3.1 In addition to insurance against damage to the Company's property, has the Company taken out any insurance against business interruption?

Mr. Withaya Yotraphun said that the Company has taken out insurance against business interruption in the coverage amount of 66 million baht. This policy covers only the regular expenses that the Company has to pay due to business interruption. At the moment, the insurance companies are working on the claims procedures and the Company has not yet received this compensation.

3.2 The compensation that the Company will receive from insurance companies is considered 2012 revenue. Will this increase the Company's profit?

Mr. Polsak Lertputipinyo said that the compensation that the Company will receive from insurance companies may increase the Company's profit as the accounting figures of damage are lower than the damage claimed by the Company. This is because in calculating the depreciation value of machinery, most accounting figures are allocated over 10 years but insurance companies may use



different methods of calculation, possibly allocating the figures over 12 or 15 years depending on which country the machinery was manufactured in.

With no further questions from participants, the meeting facilitator moved that the meeting approve the balance sheets and the profit and loss statement for the year ending 31 December 2011 and the auditors' report.

Resolution: The meeting unanimously resolved to approved the balance sheets and income statement for the year ended on December 31, 2011 and the report of the auditor with the following votes.

Approval	209,893,775	votes	=	99.9394%
Disapproval	127,087	votes	=	0.0605%
Abstention	12,625	votes		

Agenda 4 Be informed of the interim dividend payment from the 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

The meeting facilitator said that the Company has the policy to pay a dividend of about 40% of the net profit (with conditions). According to the Company's profit and loss statement for the accounting period ending 31 December 2011, the Company had a loss of about 1,505 million baht due to the flood damage in Ayutthaya province. The Company's Board meeting thus proposed that the annual general meeting of shareholders approve the omission of dividend payment for the performance of the second half of the year 2011.

Also, the meeting was requested to acknowledge the interim dividend payment for the performance of the first half of the year, which was made on 9 September 2011 at 0.20 baht per share, amounting to 83.25 million baht in total.

Participants were then given the opportunity to raise questions. As no questions were raised, the meeting facilitator moved that the meeting acknowledge the interim dividend payment for the performance of the first half of the year and approve the omission of dividend payment for the performance of the second half of the year 2011 as proposed.

Resolution: The meeting unanimously resolved to approved omitting the dividend payment from the second half year operating result of the year 2011 and was informed of the interim dividend payment from the first half year operating result of the year 2011 with the following votes.

Approval	210,017,487	votes	=	99.9983%
Disapproval	3,375	votes	=	0.0016%
Abstention	12,625	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 2012, four Directors shall vacate after completing their terms, comprising the following persons:

- | | |
|--|--|
| 1. Mr. Somnuk Chaikul | Chairman of the Board |
| 2. Mr. Polsak Lertputipinyo | Director |
| 3. Assoc. Prof. Dr. Preecha Jarungidanan | Independent Director and
Audit Committee Member |
| 4. Mr. Toru Uchino | Director |

The Board of Directors was of the opinion that all the four Directors are qualified, knowledgeable, capable, and have a thorough understanding of the Company's business and a transparent work record. They have also always served as Directors and Sub-Committee Members effectively. The Board of Directors thus moved that the annual general meeting of shareholders re-elect the four Directors as the Company's Directors for another term of office.

Regarding this, the information and the biodata of the four directors appeared in Attachment # 3 delivered along with the letter of invitation to the annual general meeting of the shareholders.

In accordance with corporate good governance policy, each meeting participant was requested to consider each individual Director and cast a vote on the ballot distributed no matter whether they wish to vote for, against or abstain, and hand the ballots to the Company's staff for the counting of votes. For this agenda item, the ballots voting against and those abstaining were collected first. Those voting for were collected later.

The meeting facilitator then gave participants the opportunity to raise questions. As no questions were raised, the meeting facilitator moved that the meeting appoint Directors to replace those completing their terms of office individually.

Resolution: The Meeting resolved to appointed the following persons as directors to replace the ones who would complete their terms of office with the following votes.

- (1) Mr. Somnuk Chaikul was reappointed to be Director with the following votes.

Approval	209,879,775	votes	=	99.9983%
Disapproval	3,375	votes	=	0.0016%
Abstention	150,337	votes		

- (2) Mr. Polsak Lertputipinyo was reappointed to be Director with the following votes.



Approval	209,893,775	votes	=	99.9420%
Disapproval	121,787	votes	=	0.0579%
Abstention	17,925	votes		

(3) Assoc. Prof. Dr. Preecha Jarungidanan was reappointed to be Independent Director and Audit Committee Member with the following votes.

Approval	209,893,775	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	139,712	votes		

(4) Mr. Toru Uchino was reappointed to be Director with the following votes.

Approval	209,893,775	votes	=	99.9983%
Disapproval	3,375	votes	=	0.0016%
Abstention	136,337	votes		

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

The meeting facilitator said that the Company's Board meeting proposed that the shareholders' meeting approve remuneration of the Directors and Committee Members, maintaining the same rates as those approved by the shareholders' meeting in 2011. The proposal was based on the opinions of the Remuneration Committee, which made comparisons and references to listed companies in the same types of industry as well as the Company's operational results and the level of responsibilities and experience of the Directors and Committee Members.

Also, as the Company appointed the Risk Management Committee on 11 August 2011, the Company's Board meeting, approved by the Remuneration Committee, proposed that the shareholders' meeting also approve the meeting allowance of 5,000 baht per meeting for the Risk Management Committee members, but only for those who are Independent Directors.

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 (those Independent Directors only)	Chairman	0	5,000
	Member	0	5,000

The meeting facilitator then gave participants 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 2012 as proposed.

Resolution: The meeting unanimously resolved to approve the remuneration of Directors for the year 2012 as proposed with the following votes.

Approval	209,897,525	votes	=	99.9299%
Disapproval	131,212	votes	=	0.0624%
Abstention	16,000	votes	=	0.0076%

Agenda 7 Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2012

The meeting facilitator said that to comply with the law, the Company’s Board of Directors resolved to ask the general shareholders’ meeting to consider and appoint the auditors for the accounting year 2012 and determine their remuneration. The Company proposed the appointment of Mr. Supachai Phanyawattano, Certified Auditor (License no. 3930), and/or Ms. Siraporn Ouuanukul, Certified Auditor (License no. 3844), and/or Ms. Tippawan Nananuwat, Certified Auditor (License no. 3459) of Ernst & Young Office Limited as the Company’s auditors for 2012. 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, Ernst & Young Office Limited shall have the authority to appoint other Ernst & Young 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.

Description	2012	2011
- Audit of the Company(SMT)’s financial statements	1,420,000	1,420,000
- Interim financial statements review (three quarters) for the subsidiary (STARS USA)	105,000	105,000
- Subsidiaries’ financial statements audit for the year (SMT GE)	50,000	50,000
- Subsidiaries’ financial statements audit for the year (SS RFID)	50,000	0
Total	1,625,000	1,575,000



Participants were then given the opportunity to raise questions or concerns. As no questions were raised, the meeting facilitator moved that the meeting approve the appointment of the auditors and the remuneration for 2012 as proposed.

Resolution: The meeting unanimously resolved to approved the appointment of the auditors and the Audit fees for the year 2012 as proposed, with the following votes.

Approval	210,028,737	votes	=	99.9983%
Disapproval	3,375	votes	=	0.0016%
Abstention	12,625	votes		

Agenda 8 Consider any other businesses (if any).

The Chairman of the meeting gave participants the opportunity to raise questions or concerns. Board Directors and the management then provided answers as summarized below.

1. Mr. Sathit Dhamsuaydee, a minority shareholder, asked the following questions.

1.1 In 2011, revenues from the MMA product group went down partly due to the decrease in number of orders by customers who produce components for Blackberry. Will the Company to continue focusing on touch screen products?

Mr. Polsak Lertputipinyo said that touch screen products are in the MMA product group, which bring in top earnings after HDD. Also, customers for touch screens do not only produce components for Blackberry but also for many other cell phone makers. Therefore, the Company will still place importance on manufacturing touch screens. In addition, regarding the touch screen manufacturing technology, the Company designed part of the machinery that is used in the manufacturing process itself. Moreover, in 2012, the Company will focus on additional customers in Japan and Taiwan.

1.2 In 2012, will the Company be able to produce TPMS products in time for customers' needs as in 2012 European countries have started enforcing the law?

Mr. Polsak Lertputipinyo said that earlier, the Company was the major supplier of the customers for the TPMS product group. However, due to the flood, the Company could not manufacture the goods, which affected the customers to a certain extent. Nevertheless, as the Company could return its production lines to normal quickly - within two months, it could fulfill one major customer's order as usual. It is expected that manufacturing will resume its normal schedule for other customers in June 2012.

1.3 What is the proportion of RFID Tags business in terms of revenues?

Mr. Polsak Lertputipinyo said that RFID Tags business earns revenues for the subsidiary. The Company itself does not earn much from the business but can produce goods in the IC Packaging group to feed the subsidiary further in the future, which are high value added.

2. Mr. Prudthanan Sriwongliao, proxy holder for Ms. Busaya Sriwongliao, a minority shareholder, made the following suggestions.

2.1 The Company should consider amending its regulations regarding the election of Directors to incorporate the cumulative voting, which will increase participation by minority shareholders.

2.2 The Company should increase the channels of communication with shareholders by way of direct lines.

Mr. Polsak Lertputipinyo expressed appreciation of the suggestion and said that it will be considered for further improvement.

3. Mr. Somsak Sakburanapongsa, a minority shareholder, asked questions and made suggestions about the following.

3.1 The company should consider increasing the amount of insurance coverage against business interruption.

Mr. Polsak Lertputipinyo said that the Company will definitely increase the coverage amount. The matter is under consideration.

3.2 Allocating depreciation of machinery over 12 or 15 years is too long.

Mr. Polsak Lertputipinyo said that allocating depreciation of machinery over 12 or 15 years is the calculation method used by the insurance companies, which is an advantage for the Company. On the other hand, in the calculations for investments, the Company would allocate depreciation over for or five years only.

4. Mr. Kitichart Karunrattanakul, a minority shareholder, asked about the progress regarding the case involving the Company. It was stated in the 2011 annual report that the Company had an obligation and possible liabilities of about 200 million baht.

Mr. Prasart Yunibhand, Board Director, said that the case referred to was a criminal case where a former executive sued the Company for libel. The case was dismissed by the Appeals Court and is now under deliberation by the Supreme Court.



As nobody raised any other matters for consideration, the meeting facilitator invited the Chairman to close the meeting. The Chairman thanked shareholders for attending the meeting and providing valuable support for the Company's operations and declared the meeting closed at 16.30 hrs.

-Signature-

(Mr. Pitak Sirivanasandha)

Vice Chairman and Chairman of the Meeting

-Signature-

(Mr. Yunyong Sawasdi)

Executive Director and the Company Secretary

Attachment 3

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

1 Mr. Pitak Sirivanasandha

Age 63 year



Positions	:	Vice chairman and Remuneration Committee Member
Propose shareholders to appoint	:	Director
Education	:	Master of Engineering, Major in Electricity, University of Detroit, USA
Training	:	Director Accreditation Program (DAP), Class of 26/2004, Thai Institute of Directors
Present work	:	Chairman of SS RFID Company Limited
% of shareholding (as of 31 Jan 2013)	:	0.76%

2 Mr. Dheerasak Suwannayos

Age 60 year



Positions	:	Independent Director and Chairman of the Audit Committee
Propose shareholders to appoint	:	Independent Director and Chairman of the Audit Committee
Education	:	M.A. in Economics, University of Karachi, Karachi, Pakistan
Training	:	Director Accreditation Program (DAP), Class of 27/2004, Thai Institute of Directors
Present work	:	<ul style="list-style-type: none"> - Director of Thai Airway International Public Company Limited - Risk Management Committee of Thai Airway International Public Company Limited - Director, Good Corporate Governance Committee of Thai Airway International Public Company Limited
% of shareholding (as of 31 Jan 2013)	:	0.008%

3 Mr. Chong Kwen Sam

Age 61 year



Positions	:	Director
Propose shareholders to appoint	:	Director
Education	:	Diploma in Business Management, Singapore Institute of Management, Singapore.
Training	:	Director Accreditation Program (DAP), Class of 74/2008, Thai Institute of Directors
Present work	:	<ul style="list-style-type: none"> - Director of Avon Holding Private Limited - Director of Midas Trust Private Limited
% of shareholding (as of 31 Jan 2013)	:	-none-

4 Mrs. Poonpun Chaikul

Age 53 year



Positions	:	Director
Propose shareholders to appoint	:	Director
Education	:	Bachelor Degree, Faculty of Business Administration, Bangkok University
Training	:	Director Certification Program (DCP), Class of 131/2010, Thai Institute of Directors
Present work	:	<ul style="list-style-type: none"> - Director of TMP Rice Mill Company Limited - Director of Cheeva Rice Company Limited - Director of Green Navitrust Company Limited - Chairman of Kullapassorn Company Limited - Vice Chairman of Key Stars Property Company Limited
% of shareholding (as of 31 Jan 2013)	:	1.95%

Company's Articles of Association relating to the AGM 2013

Shareholder Meetings

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

Shareholder meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholders.

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

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

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

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



Proxy and Voting

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

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

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

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

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

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

- (1) in a normal case, by the majority vote of the shareholders who attend the meeting and casting their vote. In case of an equality of vote, the chairman of the meeting shall be entitled to a casting vote.
- (2) in the following cases, by a vote of not less than three-fourths of the total number of shareholders present at the meeting and entitled to vote:
 - a. the sale or transfer of whole or essential parts of business of the Company to other persons.
 - b. the purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.
 - c. entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to

- anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.
- d. amendment of the memorandum of association or articles of association.
 - e. increase or reduction of the capital of the Company or the issuance of debentures.
 - f. the amalgamation or liquidation of the Company.

Directors' Qualifications, Election and Rotation of Directors

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

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

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

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

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

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

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



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

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

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

Dividend Payment

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

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

Payment of dividends shall be approved by the shareholder meeting.

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

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

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

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

Documents Required Prior to Attending the Meeting

1. For Natural Person

1.1 Attendance in person:

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

1.2 Attendance by proxy:

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

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

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

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

2.2 Attendance by proxy:

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



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

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

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

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

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

Proxy

Form of the Proxy

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

- Form A: General Proxy Form (Simple Form)
- Form B: Specific Proxy Form
- Form C: Proxy Form for the non-Thai shareholder appointing the Custodian in Thailand (shareholders may download Proxy Form C from www.starsmicroelectronics.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. Aekkachai Nittayagasetwat** and **Assoc.Prof.Dr. Kamphol Panyagometh**) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy or mark the name of an Independent Director as specified by the Company in the Proxy form.
3. Affix the 20 Baht stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registering to attend the Meeting
4. Submit the completed Proxy Form together with the Register form (which has a Barcode) return it to the Company by Friday, April 19, 2013 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: 035-221-778 (for information: contact Investor Relation Tel. 035-221-777 ext 313)

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

Meeting Registration

The Company will open the registration counter for meeting attendance from 13.00 pm. on Monday, April 22, 2013 at Magic 2 Room, 2nd floor ,Miracle Grand Convention Hotel, Viphavadee Road, Laksi, Donmuang, Bangkok as per a map in attachment 8.



Voting

Voting Regulation

General Agenda:

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

Election of Director's Agenda:

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

Voting Procedures of each Agenda

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

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

Resolution of the Shareholders' Meeting

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



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

Counting and Announcement of the Vote

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



Profile of Independent Director Proposed by the Company to Represent Shareholders

1. Assoc. Prof. Dr. Aekkachai Nittayagasetwat (49 years of age)

Position: Independent Director, Audit Committee Member and Member of the Remuneration Committee

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

Interest in the agenda: - none-

2. Assoc. Prof. Dr. Kamphol Panyagometh (41 years of age)

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

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

Interest in the agenda: - none-

PROXY FORM A (SIMPLE FORM)

Written at _____

Date _____ Month _____ Year _____

(1) I / We _____ Nationality _____
with address at _____

(2) being a shareholder of Stars Microelectronics (Thailand) Public Company Limited holding the total amount of _____ shares with the voting rights of _____ votes as follows;

(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 49 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya or

(3) Assoc. Prof. Dr. Kamphol Panyagometh Age 41 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 2013 to be held on Monday, April 22, 2013 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee 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. Aekkachai Nittayagasetwat)

Signed _____ Proxy

(Assoc. Prof. Dr. Kamphol Panyagometh)

Remarks:

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



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PROXY FORM B (SPECIFIC DETAILS FORM)

Written at _____

Date _____ Month _____ Year _____

(1) I / We _____ Nationality _____
with address at _____

(2) being a shareholder of Stars Microelectronics (Thailand) Public Company Limited holding the total amount of _____ shares with the voting rights of _____ votes as follows;

(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 49 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya or

(3) Assoc. Prof. Dr. Kamphol Panyagometh Age 41 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 2013 to be held on Monday, April 22, 2013 at 14.00 p.m. at Magic 2 Room, 2nd floor ,Miracle Grand Convention Hotel, Viphavadee 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 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

Disapprove

Abstain

Agenda 2: Be informed of the Company's performance of the year 2012

Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2012 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 dividend payment from the operating result of 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 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:
1) Mr. Pitak Sirivanasandha
 Approve Disapprove Abstain

2) Mr. Dheerasak Suwannayos

- Approve Disapprove Abstain

3) Mr. Chong Kwen Sam

- Approve Disapprove Abstain

4) Mrs. Poonpun Chaikul

- Approve Disapprove Abstain

Agenda 6: Consider and approve the remuneration of Directors for the year 2013

- (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 7: Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2013

- (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 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. Aekkachai Nittayagasetwat)

Signed _____ Proxy
(Assoc. Prof. Dr. Kamphol Panyagometh)

Remarks:

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



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REGULAR CONTINUED 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 2013 to be held on on Monday, April 22, 2013 at Magic 2 Room, 2nd floor ,Miracle Grand Convention Hotel, Viphavadee 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 Disapprove Abstain

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 Disapprove Abstain

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 Disapprove Abstain

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 Disapprove Abstain

Agenda_____: **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 _____

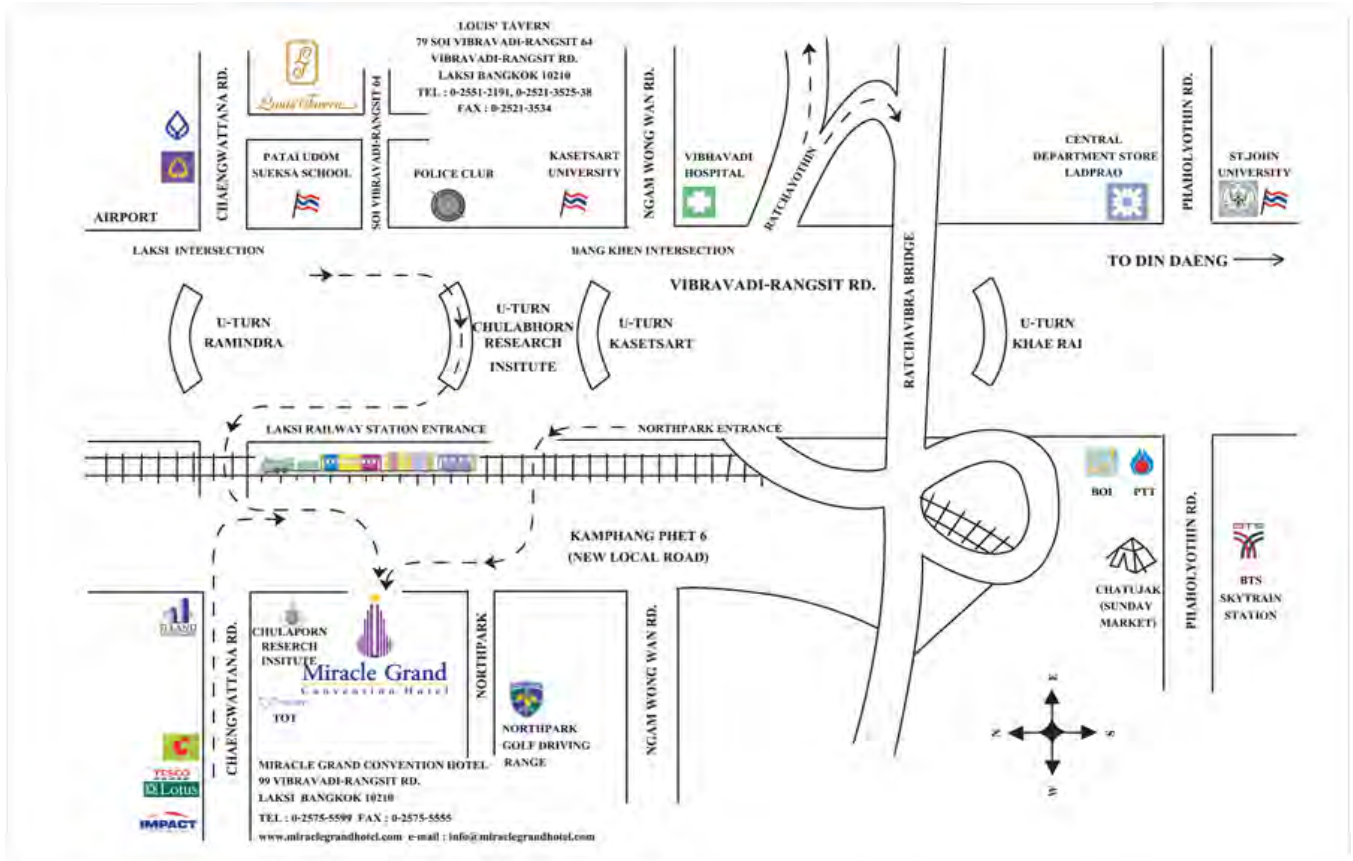
Approve Disapprove Abstain

Name of Director _____

Approve Disapprove Abstain

Attachment 8

A map of the conference hall



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

“SMT”

Stars Microelectronics (Thailand) Public Company Limited

605-606 Moo 2, Klongjig, Bang Pa-In, Ayutthaya

Phone: 035-221-777 Fax: 035-221-778

www.starsmicroelectronics.com