

Duty Stamp  
Amount  
20 Baht

**PROXY FORM C**

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

Written at .....

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

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

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

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

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

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

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

(2) Assoc.Prof.Dr.Aekkachai Nittayagasetwat Age 52 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya

(3) Assoc.Prof.Dr.Kamphol Panyagometh Age 43 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 2016 to be held on Tuesday, April 26, 2016 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.

(3) I / We authorize my / our Proxy to attend and cast the votes as follows:

The Proxy is authorized for all shares held and entitled to vote.

The Proxy is authorized for certain shares as follows:

ordinary share \_\_\_\_\_ shares, entitling to vote \_\_\_\_\_ votes

Total entitled vote \_\_\_\_\_ votes

(4) I/We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

**Agenda 1: Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2015.**

- (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 2015.**

**Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2015 and the report of the auditor.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote

**Agenda 4: Consider and approve omitting the dividend payment from the operating result of the year 2015.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote

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

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:

**To elect directors as a whole**

- Approve  Disapprove  Abstain

**To elect each directors individually**

1) **Mr. Chong Kwen Sam**

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

2) **Mr. Prompong Chaikul**

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

**Agenda 6: Consider and approve the remuneration of Directors for the year 2016.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote

Remark: Assoc.Prof.Dr.Aekkachai Nittayagasetwat and Assoc.Prof.Dr.Kamphol Panyagometh as directors appointed the proxy have interest with this agenda.

**Agenda 7: Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2016.**

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

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

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

**Agenda 8: Consider and approve the issuance and offering of Debentures in the amount of not exceeding to Baht 1,500,000,000.**

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

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

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

**Agenda 9: Consider and approve the change in the par value of the Company's registered shares and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital, from 2.00 baht per share to 1.00 baht per share.**

(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

**Agenda10: Consider and approve decreasing the Company's registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital.**

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

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

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

**Agenda11: Consider and approve increasing the Company's registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital.**

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

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

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

**Agenda12: Consider and approve the allotment of newly issued ordinary shares.**

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

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

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

**Agenda13: Consider and approve the issuance and offering of the warrants to purchase Ordinary shares of the Company No. 1 ("SMT-W1") to existing shareholders of the Company in proportion of shareholdings.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote

**Agenda14: Consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 2 (“SMT-WB”) to directors and/or employees of the Company.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote

Remark: Assoc.Prof.Dr.Aekkachai Nittayagasetwat and Assoc.Prof.Dr.Kamphol Panyagometh as directors appointed the proxy have interest with this agenda.

**Agenda15: Consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 2 (“SMT-WB”) to directors and/or employees who are allotted more than 5% of this issued and offered SMT-WB for individual person.**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote

**To allot the warrants to purchase ordinary shares of the Company each individually**

- 1) **Mr. Peerapol Wilaiwongstien.** To be allocated 3,000,000 units or 17.65% of the total SMT-WB issued and offered in this time.  
 Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote
- 2) **Mr. Tattee Khayim.** To be allocated 1,800,000 units or 10.59% of the total SMT-WB issued and offered in this time.  
 Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote
- 3) **Mr. Prompong Chaikul.** To be allocated 1,100,000 units or 6.47% of the total SMT-WB issued and offered in this time.  
 Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote

**Agenda 16: Consider any other businesses (if any).**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact,

the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed ..... Shareholder  
( )

Signed ..... Proxy  
( )

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

**REGULAR CONTINUED PROXY FORM C**

Authorization on behalf of the Shareholder of Stars Microelectronics (Thailand) Public Company Limited, for the Annual General Meeting of Shareholders for the year 2016 to be held on on Tuesday, April 26, 2016 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.

▪ **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