

Invitation to

The Annual General Meeting of Shareholders

for the year 2022

Stars Microelectronics (Thailand) Public Company Limited





Thursday, April 28, 2022 at 14.00 p.m. At Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok



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Note: For any queries, please forward your questions through the e-mail address: <u>ir@starsmicro.com</u> or facsimile 035-258-914 or Investor Relation Tel: 035-258-555 ext. 313

Under Coronavirus disease 2019 (COVID-19) spreading, the company would like to encourage shareholders to give a proxy to independent director instead of attending the Shareholder's meeting by themselves. However, for this Annual General Meeting, the Company shall follow the recommendations of the Department of Disease Control, Ministry of Public Health on Prevention and Control of Coronavirus Infection Disease 2019 for arranging conferences, seminars or other similar activities. However, in case of the circumstance changes or there are additional requirements from the Government agencies regarding the organization of the meetings. The Company reserves the right to notify such changes and related actions via the Company website (https://www.starsmicro.com)



Guidelines for the Meeting Attendees of 2022 Annual General Meeting of Shareholders during the Outbreak of Coronavirus Disease (COVID-19)

With respect to the Coronavirus Disease (COVID-19) outbreak, to support the measures of the Department of Disease Control, Ministry of Public Health, Stars Microelectronics (Thailand) Public Company Limited (the "**Company**") would like to inform guidelines for attending the Meeting as follows;

- 1. The Company shall conduct health screening, background check and temperature check of all attendees in front of the meeting room. <u>In case a person at risk is found</u>, specifically those who are identified with a temperature of more than 37.5 degrees Celsius) or showing any respiratory symptoms such as cough, sneezing, runny nose, sore throat or breathing difficulties, are requested to follow the Department of Disease Control's suggestion by <u>not attending the meeting</u>, if atrisk shareholder intends to exercise their rights, such shareholder will be able to exercise voting rights by assigning an independent director or other person to vote on his/her behalf.
- 2. The Company will organize a registration system. Proof check of being vaccinated against COVID-19 at least 3 doses and record risk behaviors or timeline of attendees. Moreover, Please cooperate on the health screening process and fill in the health declaration form without concealing information.
- 3. The Company requests that every shareholder who registered and passed through the screening point and would like to attend the 2022 Annual General Meeting of Shareholders to follow these recommendations:
 - Wear a facemask for the duration of his/her time in the meeting room
 - Refrain using of microphone, attendees are kindly requested to write down and submit their questions at the registration point.
 - Foods and drinks are not allowed in the meeting area.
 - Frequently wash your hands with soap or hand sanitizer
 - Avoid touching your face (eyes, nose and lips) whenever possible
 - Avoid touching or sharing personal items with others
 - Please leave the Meeting if you develop a fever, cough, runny nose, sore throat or breathing difficulties
- 4. The Company will arrange the seats with distance. Therefore, there may be limited seats. If the seats are full, we advise that you appoint other people or the company's independent director to attend the meeting and vote on your behalf.

Your cooperation in strictly adhering to the above guidelines would be highly appreciated. Nevertheless, the concealment or violation of the Company's guideline may cause punishment under the Law to such person.



April 1, 2022

Subject :	Invitation to the Annual General Meeting of Shareholders ("AGM") for the year 2022
To :	Shareholders

- Enclosure :
- 1. Copy of Minutes of the AGM 2021.
 - Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report) and Sustainability Report 2021
 - 3. Profile of the nominated persons to be Directors in replacement of those who will retire by rotation, definition of Independent Directors and information for considering appointing Independent Directors.
 - 4. Company's Articles of Association relating to the AGM 2022.
 - 5 Documents required prior to attending the meeting, proxy, registration and voting.
 - 6. Profile of Independent Director proposed by the company to represent shareholders.
 - 7. Proxy Form A. Form B. and Form C.
 - 8. Health declaration Form.
 - 9. A map of the conference hall.

The Board of Directors of Stars Microelectronics (Thailand) Public Company Limited ("the Company") has passed a resolution to convene the Annual General Meeting of Shareholders for the year 2022 ("the Meeting") on Thursday, April 28, 2022 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok to consider the following agendas:

Agenda 1 Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2021.

Preamble: The Minutes of the Annual General Meeting of Shareholders for the year 2021 held on April 27, 2021 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 Enclosure 1.

Board of Directors'Opinion: recommends proposing the Meeting to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2021 held on April 27, 2021 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 2021.

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 Registration Statement/Annual Report 2021 (Form 56-1 One Report) and Sustainability Report 2021 which was enclosed herewith in Enclosure 2.

Board of Directors' Opinion: recommends proposing the Meeting to acknowledge the Company's performance and major changes during the year 2021.

<u>Note</u>: 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, 2021 and the report of the auditor.

<u>Preamble</u>: To comply with the Public Limited Companies Act, B.E.2535, 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: recommends proposing the Meeting to consider and approve the statement of financial position and income statement of the year ended on December 31, 2021 as duly audited and certified by the auditor from EY Office Limited, and reviewed by the Audit Committee. The summary of the Company's financial status and performance during the year 2021 is as follows:

	Consolidated	<u>Separate</u>	
Total Assets	2,764	2,757	Million Baht
Total Liabilities	1,185	1,188	Million Baht
Total Revenues	2,240	2,212	Million Baht
Net Profit	210	208	Million Baht
Earnings per Share	0.25	0.25	Baht/Share

Details of the above are shown in the financial statements of the Company's Annual Report for the year 2021 which was enclosed herewith in Enclosure 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 the allocation of net profit as legal reserves and approve the dividend payment from the operating result of the year 2021.

Preamble: According to the Public Limited Companies Act, B.E.2535, the company must allocate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction from the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital. According to the financial statement of the Company as of December 31, 2021, the Company had net profit (Separate) of 208 Million Baht , the Company shall allocate legal reserves in year 2021 at the amount of 11,000,000 Baht

Dividend Policy: The rate of 40% of the net profit after tax and legal reserves. The Board of Directors has the authority to refrain from following the policy (with additional conditions). In 2021, the Company had the net profit of 208 million baht. Thus the Board of Directors deemed it appropriate to pay the dividend from the operating result of year 2021, period from January 1, 2021 to December 31, 2021, at Baht 0.05 per share, paid by cash from the net profit from business with the BOI privileges. Total amount of 42,076,179.05 Baht. The dividend is in line with the dividend policy of the Company.

Details of Dividend payment Year 2019-2021

	2021		2020	2019	
Net (Loss) Profit		208 Million Baht	78 Million Baht	(35.64) Million Baht	
(Separate	e)				
Total sha	ires	841,523,581	-	-	
Dividend	l per shares	0.05 Baht:shares	No dividend	No dividend	
Total	Dividend	42.07 Million Baht	-	-	
amount					

Board of Directors' Opinion: recommends proposing the Meeting to consider and approve the allocation of net profit as legal reserves at the amount of 11,000,000 Baht and approve the dividend payment by cash from the operating result of the year 2021 at Baht 0.05 per share. The dividend payment will be paid from net profit from the business with the BOI privileges at the amount of 42,076,179.05 Baht.

The Shareholders who are eligible to receive dividend must have their names on the name list of the Company's shareholders on Monday 9, May 2022. The dividend will be paid on Friday 27, May 2022.

<u>Note</u>: This agenda requires an approval vote from the shareholder meeting by the majority vote of the shareholders who attend the meeting and eligible to vote according to Article 28 of the Articles of Association.

<u>Agenda 5</u> Consider and approve appointing Directors to replace the ones who will complete their terms of office.

<u>Preamble</u>: The Public Limited Companies Act, B.E.2535 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.

Now there are 7 company directors. This year, 2 Directors will vacate after completing their terms, comprising the following persons.

1.	Mr. Prompong Chaikul	Director
2.	Mr. Nattapong Chaikul	Director

The Nomination and Remuneration Committee had an opinion that the 2 directors should return to office for one more term because they are qualified according to The Public Limited Companies Act, B.E.2535 and other related regulations. They are knowledgeable and have experiences in the company's business which will be useful for the company.

Board of Directors' Opinion: The Board of Directors recommends proposing the Meeting should reappoint the 2 Directors who were considered by the Nomination and Remuneration Committee to be Directors for another term.

1. Mi	r. Prompong Chaikul	Director
2. Mi	r. Nattapong Chaikul	Director

The Board of Directors, without the directors with interest in the agenda, considered the 2 Directors and had an opinion that they are qualified, knowledgeable, capable and experienced in management and have a clean working record. In addition, they have been active in their duties as Directors and sub-committee. Therefore, they are qualified and beneficial to the business of the Company.

The curricula vitae of the nominated persons are attached as Enclosure 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 recommends proposing to vote according to Article 12 of the Articles of Association.

Agenda 6 Consider and approve the remuneration of Directors for the year 2022.

<u>Preamble</u>: The Nomination and Remuneration Committee, after considering the competitiveness of remuneration in listed companies in the same industry, performance, business size, directors' accountability, current economic situation, growth of the benefit in year 2021, trend to expand the business and responsibility of directors, recommends proposing to increase the Director's remuneration of Baht 5,000 per person per month for the year 2022, and the same amount of Meeting allowance in year 2021. Detail of the

	Position	Remuneration (Baht/person /month)		Meeting allowance (Baht/person /meeting)
		2564	2565	2565
		(Old)	(New offer)	(Same amount)
Board of Directors	Chairman	36,000	41,000	5,000
	Member	24,000	29,000	5,000
Audit Committee	Chairman	36,000	41,000	5,000
	Member	30,000	35,000	5,000
Nomination and	Chairman	0	0	5,000
Remuneration Committee	Member	0	0	5,000
Risk Management	Chairman	0	0	5,000
Committee (Only the one who comes from Independent Director)	Member	0	0	5,000

remuneration of the directors is shown as follows:

* Other benefit -none-

Board of Directors' Opinion: The Board of Directors considers carefully and agrees to the proposal of the Nomination and Remuneration Committee to increase the remuneration of directors for the year 2022 at Baht 5,000 per person per month and the same amount of Meeting allowance in year 2021 and recommends proposing the Meeting to consider and approve the remuneration of Directors for the year 2022 as detailed as presented above.

<u>Note</u>: 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.

Agenda 7Consider and approve the appointment of Auditor and fix Auditor Fee for the year2022.

Preamble: The Audit Committee considered and proposed that the Board of Directors approve and forward the Auditor from EY Office Limited to the AGM 2022 for considering and appointing as the external auditor of the Company for the year 2022 because EY Office Limited 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. EY Office Limited 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 2022 proposed totally 2,245,000 Baht, 100,000 Baht more than that of 2021. The Certified Public Accountants consist of Mr. Termphong Opanaphan (Certified Public Accountant License No. 4501); and/or Miss Vissuta Jariyathanakorn (Certified Public Accountant License No. 3853); and/or Miss Manee Rattanabunnakit (Certified Public Accountant License No. 5313). In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

(<u>Note</u>: Mr. Termphong Opanaphan and Miss Vissuta Jariyathanakorn are original CPA since the year 2014-2021. Miss Manee Rattanabunnakit is an original CPA since the year 2015-2021.)

		(unit: Baht)
Descriptions	2022	2021
- Examination of the financial statements of the Company (SMT)	2,245,000	2,145,000
- Non- Audit Fee	-No-	-No-

Increase amount 100,000 Baht from the year 2021

- 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)	50,000	50,000
Totals	205,000	205,000

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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.

<u>Agenda 8</u> Consider any other businesses (if any).

All shareholders are hereby invited to participate in the AGM 2022 on **Thursday, April 28, 2022 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok**. The commencement for registration to attend the Meeting will be from 13.00 p.m. The shareholders, who cannot 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 Enclosure 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 <u>Enclosure 7</u>. The Proxy form C. using only for the non-Thai shareholder appointing the Custodian in Thailand, shareholders may download from <u>www.starsmicro.com</u>

Please kindly submit the completed Proxy Form to the Company by Wednesday, April 27, 2022. 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.

Besides, to comply with the principles of good corporate governance, the company has published the invitation to the Annual General Meeting of Shareholders for the year 2022 and document for meeting in the Company's website (www.starsmicro.com) in advance to allow shareholders to review the information sufficiently in advance, before you get the information in a document from the Company.

Yours faithfully, -Signature-Mr. Yunyong Sawasdi Director & Company Secretary



Enclosure 1

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE YEAR 2021 OF STARS MICROELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED

Time and Place

Held on Tuesday, April 27, 2021 at 14.00 hrs. in Magic 2 Room, 2 floor, the Miracle Grand Convention Hotel, Viphavadee Road, Laksi, Donmuang, Bangkok.

Preliminary proceedings

Ms. Pornpilai Kosolprapa, the Company's independent legal advisor and the meeting facilitator, started the 2021 annual general meeting of shareholders by welcoming the shareholders attending, and Ms.Proudtat Rattanadilok na Phuket, announced that 89 shareholders and proxies possessing a total of 422,179,901 shares or representing 50.4710 per cent of the total 836,479,381 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 97 shareholders and proxies at the meeting, representing a total of 422,188,794 shares or 50.4721 per cent of the total paid up shares.

Mr. Yunyong Sawasdi, Director, Executive Director and Company Secretary, then introduced the following Board of Directors, executives, auditors, independent legal advisors, and the Company's consultants attending the meeting.

Board of Directors attended a meeting 7 persons (100 percent)

1. Assoc. Prof. Dr. Preecha Jarungidanan

(Acting) Chairman, Independent Director, Chairman of Audit Committee and Chairman of Nomination & Remuneration Committee.

2. Mr. Prompong Chaikul

Vice Chairman, Chairman of Executive Director, Risk Management Committee Member & Chief Supply Chain Officer

3. Assoc. Prof. Dr. Aekkachai Nittayagasetwat

Independent Director, Audit Committee Member, Nomination & Remuneration Committee Member

4. Professor Dr. Kamphol Panyagometh

Independent Director, Audit Committee Member, Nomination & Chairman of Risk Management Committee

5. Assistant Professor Dr. Jitkasame Ngarmnil Director

6. Mr. Nattapong Chaikul

Director & Executive Director

7. Mr. Yunyong Sawasdi

Director, Company Secretary, Executive Director, Nomination & Remuneration Committee Member & Risk Management Committee Member

Seven executives to present information

Mr. Virat Phugthai
 Chief Executive Officer
 Mr. Ruangpoj Phakdurong
 Chief Operations Officer
 Mr. Naris Chandang
 Chief Marketing Officer
 Mr. Chotisak Promwas
 Chief Financial Officer
 Mr. Wijaya Klinkesorn
 Senior Director (Accounting & Finance)
 Ms. Sunan Wongmutthavanich
 Director (Internal Audit)
 Mr.Koratak Weeradaecha

Two auditors from EY Office Limited

- 1. Mr.Termphong Opanaphan
- 2. Ms. Patcharee Tantipitakkul

Two independent legal advisors from Siam Premier International Law Office Limited

- 1. Ms. Pornpilai Kosolprapa
- 2. Ms.Proudtat Rattanadilok na Phuket

Financial & Compliance Consultant

Mr. Kanath Srisupa-at

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Two officials from OJ International Co., Ltd.

- 1. Mr. Navapon Kluangpetchpanich
- 2. Ms. Siriporn Sangsawang

The Company invited OJ International Co., Ltd., its registrar, to examine the shareholders' registration and counted the votes with the Company's independent legal advisors. Then Mr. Yunyong Sawasdi, Director & Company Secretary invited, Assoc. Prof. Dr. Preecha Jarungidanan who chaired the meeting to declare the meeting open. The Chairman welcomed shareholders to the Annual General Meeting of Shareholders for 2021, delivered an opening speech and assigned Ms. Pornpilai Kosolprapa , to be the meeting facilitator.

Ms.Proudtat Rattanadilok na Phuket stated that given the circumstances of the spreading Coronavirus (Covid-19), the company will aim to keep this meeting within two hours. In the case the company can't answer all of the shareholders' questions, the Company will answer all of the questions on the website. For the benefit of everyone, the company prepared two sets of microphones for the shareholders to use, reducing proximity needed with one another. The company asks that shareholders write their questions on paper and give them to the company's staff instead of using the microphones. Besides, the company also asks for the shareholders' cooperation in not to eating anything inside the meeting room. Moreover, the Company has prepared drinking water for the shareholders in the meeting room and the company will give the snack box to the shareholders before they return home. More detailed, present in the slide by the information that the Company disclosure in website of SET on 20 April 2021.

Then, 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.
- (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, in which case those with no objection or abstaining do not have to vote in the vote ballot. 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) 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.
- (7) Resolutions of this shareholders' meeting comprise the votes as follows:

- Agenda items 1, 3 -5, 7,10 and 13 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 8,9 and 14 requires no less than three-fourths of the shareholders who attending the meeting and eligible to vote.

- Agenda item 11 requires no less than three-four of the total votes of the shareholders attending the meeting and eligible to vote and no objection from shareholders holding more than 10% of the total votes of the shareholders attending the meeting and eligible to vote in this agenda.

- Agenda item 12 requires no less than three-four of the total votes of the shareholders attending the meeting and eligible to vote and no objection from shareholders holding more than 5% of the total votes of the shareholders attending the meeting and eligible to vote in this agenda. Therefore, Mr. Prompong Chaikul ,Mr. Virat Phugthai and Mr. Naris Chandang has interest and has not eligible to cast his vote in the agenda of allocation of warrants to him.

Agenda item 2 does not require any voting as it is to inform only.

The meeting facilitator then proceeded with the meeting according to the agenda as follows:

Agenda 1 Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2020.

The meeting facilitator stated that the Company held the 2020 annual general meeting of the shareholders on 30 July 2020. A copy of the minutes was delivered to shareholders along with the

letter of invitation to the annual general meeting with details as per items attached 1. The minutes of the meeting were completed within 14 days from the date of the meeting and were submitted to the Securities Exchange of Thailand and the Ministry of Commerce within the time period specified by law. They were also disseminated through the Company's website.

Participants were then invited to ask any questions or state their wish to make corrections to the minutes.

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

<u>Resolution</u>: The Meeting Resolution to Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2020 held on 30 July 2020 with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	422,179,901	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

Agenda 2 Be informed of the Company's performance of the year 2020.

The meeting facilitator asked Assoc. Prof. Dr. Preecha Jarungidanan, Chairman, to inform the meeting about the progress of setting up the plan against corruption. To comply with the policy of the SEC and Thai Investors Association, which supports the company to implement the plan against corruption, follow up and evaluate regularly. The company has set the policy and the direction of implementation to prevent the corruption for management and employees to follow and practice. The policy can be seen on page 37 of the company's annual report. In year 2020, The company hasn't been informed about any mal-practice or unethical acts.

After that the meeting facilitator asked the meeting participants to consider and acknowledge the Board of Directors' report as presented in the page 87 to 90 of 2020 annual report and invited Mr. Virat Phugthai, Chief Executive Officer, to present the Company's performance.

Mr. Virat Phugthai, CEO, said that there were main topic to be presented as follow:

- Company overview
- 2020 Performance, '21 forecast

- New customers and growth plan
- Strategy
- Summary



Company overview

• Company overview

Mr. Virat Phugthai, the Chief Executive Office, said that the company is located in Bangpa-In Industrial Estate. Some areas were improved for increased production. The company had around 1,071 employees, which was lower than 2019, but sales increased.

The company has sales offices in the US, Germany, China and Japan. The company has improved production services for customers. In the past, the company's main product was IC Packaging but now the company provides more services for customers such as Advance Packaging, which produces IC to be Module Sensors used in the products. The company started more production of PCBA, which are Boxbuild, System Build and Optics.



• 2020 Performance. 2021 Forecast

In 2020 the company's revenue grew 7%. IC Packaging grew the most. The sales from Optics and Boxbuild were lower than those of 2019.

The Q1 sales in 2020 were much less than Q1 in 2019, decreasing from 189 million baht to 96 million baht, however, Q2 in 2020 saw an increase. The company would get business in Optics which are used in automotive industry. The sales of Boxbuild slightly decreased because of the company's customer selection process. The company targets and primarily deals with high potential customers.

The sales of Q2, Q3 and Q4 were 493, 503 and 522 million baht respectively. The net profit for 2020 was announced in the company's annual report.

The Company expects that the sales will reach the target in 2021 with sales expected to increase around 39% compared with that of 2020. Moreover, the gross profit of the Company increased continuously because the production efficiency improved. Now the company's gross profit is around 20%.







GPM 1.9% 0.7% 8.3% 10.3% 18.7% 13.4% 28.4% 20.0% 619 130 400 191 387 물 300 61 в 3014 2015 2018 20115 2010 1017 3019 2010

• New customers and growth plan

Mr.Virat Phugthai, CEO, invited Mr. Naris Changang, Chief Marketing Officer (CMO), to present information regarding new customers and growth plan to the shareholders' meeting.

Mr.Naris Chandang, Chief Marketing Officer, said that the company set the 2021 revenue target at 2,593 million baht. The company has already received the purchase orders from customers

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totaling around 2,000 million baht. The rest to reach the target is around 21% of sales. The trend is good despite the Covid-19 pandemic.

The company's market portfolio has changed. The main business of the company was IC Packaging and Advance Packaging. In 2021, the company expanded the business to Optics and PCB & Boxbuild. As a result, IC & Advance Packaging is around 40%. Optics is around 30% and PCB & Box Build is around 28%.





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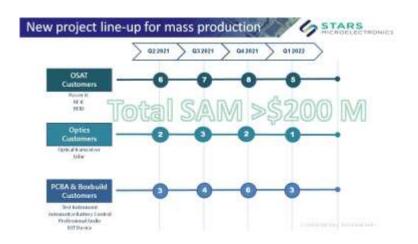
As to product segments, IC Packaging revenue is 37%. Industrial group such as smart screen, 3D Sensing is 18%. The company has developed products with many customers in telecommunication group, Audio/Video group and Automotive group. The groups with high growth are industrial, automotive, telecommunication and audio/video, which the company has new customers.



In Q2 (2021) there are new products in Optics, IC Packaging and Boxbuild. The company will develop new products with customers and produce prototypes. Mass volume areas expected in Q3 (2021) are audio, optical device, industrial control and IC Packaging groups. Moreover, new projects in Q4 (2021) are equipment & tools. Mass volume is expected in Q4 (2021). There will be automotive, IC power package and professional rack amplifier.



The new project line-up will be the mass production of OSAT, Optics and PCBA & Box build which has the total SAM around 200 million USD. If all goes accordingly to plan, the company stands to have continuous and sustainable revenue.

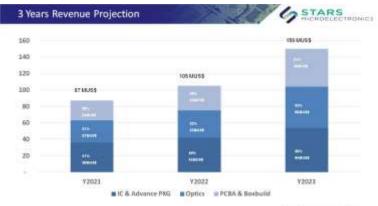


There are three business opportunities upcoming:

- Quick win: The company tries to increase revenue from current customers by improving service quality and customer satisfaction.
- New business: The company will try to add more portfolio/segment of the customers.
- New customers: The company has many new customers and will focus on those with high potential for growth.



The Company has high confidence of the next 3-year projections. The Company expects the revenue at 87,105 and 150 million USD in 2021, 2022 and 2023 respectively.



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Strategy

Mr.Virat Phugthai, CEO, reported the company's strategy for 2021. The revenue growth target is 30% from 2020 with the gross margin at 20%. The strategy is to build good relations with current customers and get new products to try and expand market segments. The company now has new customers from Europe. The company will upgrade the supply chain system and implement a new ERP system which is SAP. The company increases technical solution by jointly designing products with the customers. The company expects to create a difference with being a contract manufacturer.



Strategic plans are classified into 3 things: Customers, Stars Microelectronics and Suppliers. The company selects the customers with highest growth potential. The company expands market into Europe, China and Japan. The company transforms the organization and creates ownership opportunities for employees. The company upgrades the ERP system by using a new system (SAP) which has a higher efficiency. The company increases the production area for business expansion. As for suppliers, the company will use the SAP system to help manage the supply chain management.



The company has sales bookings for 2021 for more than 9 months. The first half sales of 2021 will be according to the business plan. The second half of sales for 2021 will be better and is highly possible that the sales will surpass that of the business plan. Moreover, the company has wider market segments and does business with bigger customers. The company signs contracts with customers on a long-term basis. Thus, the company is confident that the sales will increase 30% from 2020.





After the presentation, the meeting facilitator asked if there were any questions from the shareholders.

Questions and suggestions of shareholders

1. Mrs. Raweewan Chaikong, the representative from the Thai Investors Association asked if the risk of the pandemic has had any effect on the company's performance and if the company has any measures to protect against that risk. Mr. Virat Phugthai said the company is confident that it can reach the target during the pandemic. For new customers, the company brings IT systems to support. Instead of visiting the company's site, the customers can use online systems. The company may have to communicate electronically more often. In the supply chain it is more difficult to buy materials and takes a longer time. To solve this problem, the company asks for longer purchase orders from customers. Therefore, the Company has already received purchase orders for more than 9 months in advance. As for protective measures, the company provides thermometers for employees to check their temperature before boarding the company bus and advises distancing in the canteen. And there is no concern from the customer's standpoint.

There were no questions, the meeting facilitator concluded that the meeting acknowledged the report of the Board of Directors in 2020 according to the presentation of the CEO.

<u>Resolution</u>: The meeting was informed of the Board of Directors' report on the Company's performance of the year 2020.

Agenda 3 Consider and approve the statement of financial position and income statement for the year ended on December 31, 2020 and the report of the auditor.

Mr. Chotisak Promwas, Chief Financial Officer presented details of the balance sheets and the profit and loss statement as well as the auditors' report as it appeared on pages 91-151 of the 2020 annual report delivered along with the letter of invitation to the annual general meeting of the shareholders. Performance in 2020 according to the separate financial statement & consolidated financial statements of the Company and its subsidiaries can be summarized as follows:

(unit: million baht)

Description	Consolidated financial statement	Separate financial statement
Total assets	2,628	2,617
Total liabilities	1,299	1,297
Total revenues	1,953	1,905
Net (Loss) Profit	83	78
Earnings (Loss) per share (baht per share)	0.097	0.093

After the presentation, the meeting facilitator asked if there were any questions.

There were no questions, The meeting facilitator moved that the meeting approve the statement of financial position and the income statement for the year ending 31 December 2020 and the auditors'report.

Resolution: The meeting unanimously resolved to approve the statement of financial position and income statement for the year ended on December 31, 2020 and the report of the auditor with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	422,188,794	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

Agenda 4 Consider and approve allocation of net profit as legal reserves and approve omitting the dividend payment from the operating result of the year 2020.

The meeting facilitator said that as of 31 December 2020, the Company had net profit after deduction with accumulated losses of 27.51 Million Baht then the Company shall allocate of net profit as legal reserves in the amount of 1.5 Million Baht.

Dividend Policy: The rate of 40% of the net profit after tax and legal reserves. The Board of Directors has the authority to refrain from following the policy (with additional conditions) The company doesn't have much retained earnings and unfortunately, there is the spread of Covid-19. It's uncertain how long the situation will last and what the ultimate impact on the economy and company will be. Company then ought not to pay dividend from operating result of the year 2020.

Board of Directors' Opinion, recommends proposing the Meeting to consider and approve allocation of net profit as legal reserves in the amount of Baht 1,500,000 and approve omitting the dividend payment from the operating result of the year 2020.

The meeting facilitator asked if there were any questions.

There were no questions, The meeting facilitator moved that the meeting approve allocation of net profit as legal reserves in the amount of Baht 1,500,000 and approve omitting the dividend payment

from the operating result of the year 2020 and asked if there were any shareholders who wanted to object or to abstain from voting. There were no shareholders who wanted to do so. Therefore, the votes were announced.

Resolution: The meeting unanimously resolved to approve allocation of net profit as legal reserves in the amount of Baht 1,500,000 and approve omitting the dividend payment from the operating result of the year 2020 with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	422,188,794	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

<u>Agenda 5</u> Consider and approve appointing Directors to replace the ones who will complete their terms of office.

The meeting facilitator said that 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. Now there are 7 company directors. This year, 3 Directors will vacate after completing their terms, comprising the following persons.

1. Assoc. Prof. Dr. Preecha Jarungidanan	Independent Director &
	Chairman of Audit Committee
2. Mr.Yunyong Sawasdi	Director
3. Assistant Professor Dr. Jitkasame Ngarmnil	Director

The Nomination and Remuneration Committee had an opinion that the 3 Directors should return to office for one more term because they are qualified according to The Public Limited Companies Act, Securities and Exchange Commission Act, and other related regulations. They are knowledgeable and have experiences in the company's business which will be useful for the company. The Board of Directors, without the directors with interest in the agenda, considered the 3 Directors and had an opinion that they are qualified, knowledgeable, capable and experienced in management and have a clean working record. In addition, they have been active in their duties as Directors and sub-committee members. Therefore, they are qualified and beneficial to the business of the Company. Besides, the Board of Directors considers that the one nominated to be Independent Directors have fully qualified accordant with guidelines of SET & SEC and will be able to express their opinion freely and benefit of the business of the Company. The Board of Directors recommends that the Meeting should reappoint the 3 Directors to be Directors for another term.

1. Assoc. Prof. Dr. Preecha Jarungidanan	Independent Director &
	Chairman of Audit Committee
2. Mr.Yunyong Sawasdi	Director
3. Assistant Professor Dr. Jitkasame Ngarmnil	Director

The curricula vitae of the nominated persons are attached as Attachment 3.

The meeting facilitator moved that the meeting appoint Directors to replace those completing their terms of office individually.

The meeting facilitator asked if there were any questions.

There were no questions.

<u>Resolution</u>: The Meeting resolved to appoint the following persons as directors in replacement the ones who would complete their terms of office with the following votes.

 Assoc. Prof. Dr. Preecha Jarungidanan was reappointed to be Independent Director & Chairman of Audit Committee with the following votes.

Approval	422,023,694	votes	=	99.9609%
Disapproval	165,100	votes	=	0.0391%
Abstention	0	votes	=	0.0000%
Invalid	-			

(2) Mr.Yunyong Sawasdi was reappointed to be Director with the following votes.

Approval	422,023,694	votes	=	99.9609%
Disapproval	165,100	votes	=	0.0391%
Abstention	0	votes	=	0.0000%
Invalid	-			

(3) Assistant Professor Dr. Jitkasame Ngarmnil was reappointed to be Director with the following votes.

Approval	422,023,694	votes	=	99.9609%
Disapproval	165,100	votes	=	0.0391%
Abstention	0	votes	=	0.0000%
Invalid	-			

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

The meeting facilitator said that the Company's Board meeting proposed that the Nomination and Remuneration Committee consider the competitiveness of remuneration in listed companies in the same industry, performance, directors' accountability, maintaining the same rates as those approved by the shareholders' meeting in 2020.

Details as they appeared in the letter of invitation to the annual general meeting of the shareholders are shown in the following table.

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
Nomination and Remuneration	Chairman	0	5,000
Committee	Member	0	5,000
Risk Management Committee	Chairman	0	5,000
Only the one who comes from	Member	0	5,000
Independent Director)			

* Other benefit -none-

The meeting facilitator asked if there were any questions.

There were no questions.

As no questions were raised, the meeting facilitator moved that the meeting approve the remuneration of Directors and Committee Members for 2021 as proposed and ask that have anybody Disapproval or Abstention? No one, and then announced the vote.

Resolution: The meeting unanimously resolved to approve the remuneration of Directors for 2021 with the vote more than two-thirds of the total number of votes of the shareholders attending the meeting.

Approval	422,188,794	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

Agenda 7Consider and approve the appointment of Auditor and fix Auditor Fee for the year2021.

The meeting facilitator said that, to comply with the law, the Company's Board of Directors' resolution asked the general shareholders' meeting to consider and appoint the auditors for the accounting year 2021 and determine their remuneration. The Company proposed the appointment of

- 1. Mr.Termphong Opanaphan (Certified Public Accountant License No. 4501) and/or
- 2. Miss.Vissuta Jariyathanakorn (Certified Public Accountant License No. 3853) and/or
- 3. Miss Manee Rattanabunnakit (Certified Public Accountant License No. 5313)

of EY Office Limited as the auditors for 2021 of the Company and its subsidiaries. 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, EY Office Limited shall have the authority to appoint other EY 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.

(<u>Note</u> : Mr. Termphong Opanaphan and Miss Vissuta Jariyathanakorn are original accountants since the year 2014-2020. Miss Manee Rattanabunnakit is an original accountant since the year 2015-2020.)

Descriptions	2021	2020
- Examination of the financial statements of the	2,145,000	2,145,000
Company (SMT)		
- Non- Audit Fee	-No-	-No-

(unit: Baht)

The same amount from the year 2020

- Review of the interim financial statements	105,000	105,000
(STARS USA)		
- Examination of the financial statements for	50,000	50,000
year ending and Review interim (SMT GE)		
- Examination of the financial statements for	50,000	50,000
year ending and Review interim (SS RFID)		
Totals	205,000	205,000

The meeting facilitator asked if there were any questions.

There were no questions and suggesions.

As no questions were raised, The meeting facilitator then moved that the meeting approve the appointment of the auditors and the remuneration for 2021 as proposed and ask that have anybody Disapproval or Abstention? No one, and then announced the vote.

Resolution: The meeting unanimously resolved to approve the appointment of the auditors and the Auditor Fee for the year 2021 as proposed, with the majority vote of the shareholders who attend the meeting and casting their votes as follows;

Approval	422,188,794	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

<u>Agenda 8</u> Consider and approve the Capital Reduction by cancelling the ordinary shares left over from the allocation to accommodate the exercise warrants and amendment of

Clause 4. of the Memorandum of Association of the Company concerning the registered capital.

The meeting facilitator said that, since the exercise of warrants to purchase ordinary shares of the company types SMT-W1, SMTWB and SMT-W2 expired. So, for the Company able to increase capital. It is proposed to the Shareholders to consider and approve decrease of the Company's registered capital in the amount of 393,410,769 Baht from the existing registered capital of 1,229,890,150 Baht to be registered capital of 836,479,381 Baht (par value 1 Baht). The outstanding balance of unpaid ordinary shares left over from the allocation to accommodate the exercise of warrants to purchase ordinary shares of the company types SMT-W1, SMT-W2, and SMT-WB. These warrants had been allocated to the existing shareholders, directors and employees of the company without compensation and now they have already expired.

To be in accordance with the reduction of the Company's registered mentioned earlier. It is proposed to the Shareholders to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association regarding the registered capital by canceling the existent contents and using the new contents as follows:

Clause 4.	Registered	836,479,381	Baht	(Eight hundred thirty-six million
	Capital			four hundred seventy-nine
				thousand three hundred eighty-one
				baht)
	Divided into	836,479,381	Shares	(Eight hundred thirty-six million
				four hundred seventy-nine
				thousand three hundred eighty-one
				shares)
	Par value of	1.00	Baht	(One baht)
	Divided as			
	follows			
	Ordinary shares	836,479,381	Shares	(Eight hundred thirty-six million
				four hundred seventy-nine
				thousand three hundred eighty-one
				shares)

In this regard, the Board of Directors authorized appointed person and delegated by the Board of Directors to register the amendment of the Memorandum of Association to the Department of Business Development, Ministry of Commerce, and undertake any relevant and necessary acts in order to complete the registration of the Memorandum of Association.

Details as they appeared in the letter of invitation to the annual general meeting of the shareholders are shown in the following table.

Types	Expired Date	No. of Shares reserved for the exercise of			
		warrants			
		Issued	Exercised	Balance	
SMT-W1	28 June 2019	167,295,193	265	167,294,928	
SMT-WB	28 June 2019	17,000,000	-	17.000,000	
SMT-W2	29 May 2020	209,118,991	3,150	209,115,841	
		393,414,184	3,415	393,410,769	

As of 30 September 2020

Registered Capital	1,229,890,150 Shares @ 1 Baht	1,229,890,150 Baht
Paid-up Capital	836,479,381 Shares @ 1 Baht	836,479,381 Baht
Unpaid Capital	393,410,769 Shares @ 1 Baht	393,410,769 Baht

The outstanding balance of unpaid shares are allocated to reserve for the exercise of SMT-W1, SMT-WB and SMT-W2 only.

The meeting facilitator asked if there were any questions.

There were no questions and suggesions:

As no questions were raised, The meeting facilitator then moved that the meeting approve, the Capital Reduction by cancelling the ordinary shares left over from the allocation to accommodate the exercise warrants and amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital and authorized as proposed.

Resolution: The meeting unanimously resolved to approve the Capital Reduction by cancelling the

ordinary shares left over from the allocation to accommodate the exercise warrants and amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital and authorized as proposed, , with the vote more than three-fourths of the total number of votes of the shareholders attending the meeting.

Approval	422,188,794	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

Agenda 9Consider and approve the increasing of the Company's registered capital and the
amendment of Clause 4. of the Memorandum of Association of the Company
concerning the registered capital.

The meeting facilitator said that, The Company needs to raise funds to use as working capital, reserved for business expansion and reserve for the repayment of the Company's loan. Therefore, the Company intends to increase the Company's registered capital from Baht 836,479,381 to Baht 1,062,599,227 by issuing 226,119,846 new ordinary shares with par value of Baht 1.00 per share (A) to reserve for the exercise of the warrants to purchase newly issued ordinary shares of the Company to existing shareholders in proportion of shareholdings (Right Offering) No. 3 (SMT-W3). and (B) to reserve for the exercise of the warrants to purchase newly issued ordinary shares of the Company to directors and/or employers of the Company No. 3(SMT-WC). Details are shown in Capital increase report (form F53-4) (Enclosure 4). And the amendment of Clause 4. of the Memorandum of Association of the Company's registered capital.

Clause 4.	Registered Capital	1,062,599,227 1,062,599,227	Baht Shares	(One Thousand Sixty Two Million Five Hundred Ninety Nine Thousand and Two Hundred Twenty Seven Baht). (One Thousand Sixty Two Million Five
		1,002,599,227	Shares	Hundred Ninety Nine Thousand and Two Hundred Twenty Seven Shares).
	Par value of <i>Divided as</i> <i>follows</i>	1.00	Baht	(One baht)

Ordinary shares	1,062,599,227	Shares	(One Thousand Sixty Two Million Five Hundred Ninety Nine Thousand and Two Hundred Twenty Seven Shares).
Preferred shares	-	Shares	(-)

Therefore, the Board of Directors and/or Executive Chairman or the person(s) who is authorized by the Board of Directors and/or Executive Chairman shall be authorized or have the authority to take any actions necessary as appropriate regarding to the registration of increasing of registered capital of the Company including the authority to correct wording or contents for minutes of Shareholders' meeting or Memorandum of Association and/or the request information and/or the various actions necessary in compliance with the order of Registrar in relation to the increase of registered capital of the Company with Department of Business Development, Ministry of Commerce.

Board of Directors' Opinion: recommends proposing to the Annual General Meeting of shareholders for fiscal year 2021 to approve the increasing of the Company's registered capital from Baht 836,479,381 to Baht 1,062,599,227 by issuing 226,119,846 new ordinary shares with par value of Baht 1.00 per share and the amendment of the Memorandum of Association of the Company Clause 4. regarding the increasing of capital (as mentioned above) to be in accordance with the increase of the registered and authorized as proposed.

For detailed attach with Invitation AGM letter with send to the Shareholder and present in the slide.

The meeting facilitator asked if there were any questions.

There were no questions and suggestions.

As no questions were raised, The meeting facilitator then moved that the meeting approve, the increasing of the Company's registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital and authorized as proposed.

<u>Resolution</u>: The meeting unanimously resolved to approve the increasing of the Company's registered capital and the amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital and authorized as proposed, with the vote more than three-fourths of the total number of votes of the shareholders attending the meeting.

Approval	422,023,694	votes	=	99.9609%
Disapproval	165,100	votes	=	0.0391%
Abstention	0	votes		0.0000%
Invalid	-			

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

The meeting facilitator said that, the Board of the Company recommends proposing the Meeting to approve the issuance and offering of the warrants to purchase newly issued ordinary shares of the Company No. 3 (SMT-W3) in the amount of not exceeding 209,119,846 units to existing shareholders in proportion of shareholdings (Right Offering) without charge (the following is called "SMTW3"),at the ratio of 4 existing shares to 1 unit of SMT-W3 (fractions will be discarded). The exercise ratio is 1 unit of SMT-W3 has a right to purchase 1 ordinary share of the Company, the exercise price is Baht 4.00 per share and term of warrants is 3 years from the issuance and offering of SMT-W3. Details are shown in Summary details of slide.

The date to record the shareholders list entitled to be allocated SMT-W3 (Record Date) on June 2, 2021. Therefore, the Board of Directors and/or Executive Chairman or the person(s) who is authorized by the Board of Directors and/or Executive Chairman shall be authorized to determine and supplement other details as may be appropriate to the extent that is not contradictory to or inconsistent with relevant notification rule or law including but not only limited to issue date of SMT-W3, maturity date as well as the authority to consider the necessity of the issuance of new ordinary shares to accommodate an adjustment or changes in exercise price and/or exercise ratio related to SMT-W3, and shall also be empowered to sign in any documents and to take any actions necessary as appropriate regarding to the issuance of SMT-W3 on the Stock Exchange of Thailand as well as to proceed for necessary approval from relevant authorities.

Details are shown in Summary details of the warrants to purchase ordinary shares of the Company to be issued and offered to existing shareholders No.3 (SMT-W3) (Enclosure 5).

The meeting facilitator asked if there were any questions.

Question and suggestion of shareholder:

1. Mr. Sitha Poonpanich, a proxy, asked the following questions:

Now the SMT share price is around 5 baht while the exercise price is 4 baht. The shareholders will exercise immediately because they will gain profits after they exercise and sell in the stock market. From the company's performance report, there is no need for the company to use additional funds. Does the Company want to increase the exercise price from 4 baht to 5 baht or higher? It is highly possible that the company will get profit in 2021 and the company may be able to pay the interim dividend.

Mr. Kanate Srisupa-at, the financial and compliance consultant, said the warrant price was calculated from the market price during the Board of Directors' resolution. The fund which the company will get will be used for business expansion in the future. It is expected that the company will get around 800 million baht which is in line with the Company's future business expansion. The company's warrant will expire in 3 years. It is expected that the company's sales will be higher which needs more working capital. The company may use the fund to pay back the banks' loan which will support the company's performance.

Mr. Sitha Poonpanich said that fixing the exercise price of the warrant much lower than the market share price can have effect on the dilution and ROE which can be lower while the company has better performance. Therefore, the company's performance can be affected if the exercise of warrant comes too quickly.

Mr. Kanate Srisupa-at said that the company estimated the needed fund and fixed the exercise price at 4 baht per share which the market price during the Board of Director's meeting was 4.17 baht per share. As a result, dilution occurred. However, the company will sell the warrants to the shareholders proportionately. If all the warrants are exercised, the ratio of the market capitalization will be the same although the exercise price changes. The estimated fund will be used as working capital to boost the income in the future.

Professor Dr. Kamphol Panyagometh, independent director and audit committee member, said the shareholders' concern about having a lot of funds from exercising the warrants when there is no need to use the fund. He commented that if the warrants are not expired, the majority of the shareholders will not exercise because the warrant price in the market is higher than the exercise price. Most shareholders sell the warrants in the market and they will exercise to change the warrants to be common stock when the warrants nearly expire.

2. Mr. Sakchai Sakulsrimontree, a shareholder and proxy, asked the following questions:

2.1 The warrant (SMT-W3) will expire in 3 years. How many times can the shareholder exercise? When is the first time to exercise?

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Mr. Kanath Srisupa-at said that the shareholders can exercise 4 times a year or once a quarter. The record date is 2^{nd} June 2021 and the first exercise is expected to be in September 2021.

2.2 If no shareholders exercise because the price is not as expected, will there be any effects on estimated fund to receive? Does the Company have any other plans to raise funds?

Mr. Chotisak Promwas, Chief Financial Officer, said the company doesn't have any problem with the funds for business expansion. To raise funds by warrants is to enhance the company's financial strength.

Mr. Kanath Srisupa-at said the fund from warrants is to boost the company's liquidity.

When there were no questions, the meeting facilitator moved that the meeting consider and approve the issuance and offering of the warrants to purchase newly issued ordinary shares of the company No.3 (SMT-W3) to existing shareholders of the Company in proportion to shareholding.

As no questions were raised, The meeting facilitator then moved that the meeting approve, the issuance and offering of the warrants to purchase newly issued ordinary shares of the Company No.3 (SMT-W3) to existing shareholders of the Company in proportion of shareholdings as proposed.

Resolution: The meeting unanimously resolved to approve, the issuance and offering of the warrants to purchase newly issued ordinary shares of the Company No.3 (SMT-W3) to existing shareholders of the Company in proportion of shareholdings as proposed. with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	420,747,294	votes	=	99.9608%
Disapproval	165,100	votes	=	0.0392%
Abstention	1,276,400	votes		-
Invalid	-			

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

The meeting facilitator said that, To compensate directors and employees who are determined, self-sacrificing, enthusiastic, energetic and with the will to succeed including to act as an incentive, an aid to retaining capable and efficient employees and maximizing their long-term contribution to the Company. It also creates incentives and sense for the directors and employees of the company regarding the participation and ownership of the company and also adherence to perform their duties and work with the company for the long term. Then, the Company intends to issue and offer of SMT-WC in the amount of not exceeding 17,000,000 units to directors and/or employees of the Company without charge (the following is called "SMTWC"). The exercise ratio is 1 unit of SMT-WC has a right to purchase 1 ordinary share of the Company, the exercise price is Baht 4.00 per share and term of warrants is 3 years from the issuance and offering of SMT-WC. Details are shown in summary details of the warrants to purchase ordinary shares of the Company to be issued and offered to directors and/or employees No.3 (SMT-WC) (Enclosure 6).

No.	Name	Position	No. of Warrant (units)	%
1.	Assoc.Prof.Dr. Preecha Jarungidanan	Chairman (Acting) and Chairman of Audit Committee Chairman of Nomination and Remuneration Committee	650,000	3.83
2.	Mr. Prompong Chaikul	Vice Chairman and Chairman of Executive Committee	1,600,000	9.41
3.	Mr. Nattapong Chaikul	Director	500,000	2.94
4.	Mr. Yunyong Sawasdi	Director and Company Secretary Nomination and Remuneration Committee Member	850,000	5.00
5.	Asst. Prof.Dr. Jitkasame Ngarmnil	Director	500,000	2.94
6.	Prof.Dr. Kamphol Panyagometh	Audit Committee Member	500,000	2.94

Names of directors who have been allotted the warrants in this time.

No.	Name	Position	No. of	%
			Warrant	
			(units)	
		Chairman of Risk		
		Management Committee		
7.	Assoc.Prof.Dr. Aekkachai	Audit Committee Member	500,000	2.94
	Nittayagasetwat	Nomination and Remuneration		
		Committee Member		
	Total	5,100,000	30.00	

In addition, 2 independent directors, the Company nominated as the shareholder's proxy for voting on behalf of the shareholders' meeting, have been allocated SMT-WC in the round. The details are as follows:

No.	Name	Position	No. of	%
			Allocated	Of total
			SMT-WC	SMT-
				WC
1.	Assoc.Prof.Dr.Aekkachai Nittayagasetwat	Independent Director, Audit	500,000	2.94
		Committee Member and	Benefit	
		Nomination and	85,000	
		Remuneration Committee	Baht*	
		Member		
2.	Prof.Dr.Kamphol Panyagometh	Independent Director, Audit	500,000	2.94
		Committee Member and	Benefit	
		Chairman of Risk	85,000	
		Management Committee	Baht*	

Remark * : The benefits are calculated based on Number of received SMT-WC warrants x (Market Price – Exercise Price – Offering Price of SMT-WC).

Therefore, the Board of Directors and/or the Nomination and Remuneration Committee and/or Executive Chairman or the person(s) who is authorized by the Board of Directors and/or the Nomination and Remuneration Committee and/or Executive Chairman shall be authorized to determine and supplement other details as may be appropriate to the extent that is not contradictory to or inconsistent with relevant notification rule or law including but not only limited to issue date of SMT-WC, maturity date as well as the authority to consider the necessity of the issuance of new ordinary

shares to accommodate an adjustment or changes in exercise price and/or exercise ratio related to SMT-WC within the law and applicable regulations, to sign such documents and perform all such other acts as may be necessary in order to issue and offer SMT-WC including listing ordinary shares from exercising of SMT-WC to the Stock Exchange of Thailand and performing necessary procedures for registration etc.

Board of Directors' Opinion: recommends proposing to the Annual General Meeting of shareholders for fiscal year 2021 to approve the issuance and offering of SMT-WC in the amount of not exceeding 17,000,000 units to directors and/or employees of the Company without charge. Details are shown in Summary details of the warrants to purchase ordinary shares of the Company to be issued and offered to directors and/or employees SMT-WC (Enclosure 6). Including the authorization as detailed as presented above.

The meeting facilitator asked if there were any questions.

There were no questions and suggesions.

As no questions were raised, The meeting facilitator then moved that the meeting approve, the issuance and offering of the warrants to purchase ordinary shares of the Company No. 3 ("SMT-WC") to directors and/or employees of the Company and authorized as proposed.

Resolution: The meeting unanimously resolved to approve , the issuance and offering of the warrants to purchase ordinary shares of the Company No. 3 ("SMT-WC") in the amount of not exceeding 17,000,000 units to directors and/or employees of the Company Including the authorization as proposed., with the vote more than three-fourths of the total number of votes of the shareholders attending the meeting and eligible to vote and no objection to issue SMT-WC from shareholders holding more than 10% of the total votes of the shareholders attending the meeting and eligible to vote in this agenda.

Approval	422,023,694	votes	=	99.9609%
Disapproval	165,100	votes	=	0.0391%
Abstention	0	votes		0.0000%
Invalid	-			

<u>Agenda 12</u> Consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 3 ("SMT-WC") to directors and/or employees

who are allotted exceeding 5% of this issued and offered SMT-WC for individual person.

The meeting facilitator said that, To issuance and offering of SMT-WC in this time to directors and/or employees of the Company which have 4 persons who are allotted exceeding 5% of this issued and offered SMT-WC as follows:

No.	Name	Position	No. of	% of
			Warrant	SMTWC
			(units)	
1.	Mr. Prompong	Vice Chairman and	1,600,000	9.41
	Chaikul	Chairman of Executive		
		Committee		
2.	Mr. Virat Phugthai	Chief Executive Officer	2,500,000	14.71
3.	Mr. Ruangpoj	Chief Operation Officer	1,100,000	6.47
	Phakdurong			
4.	Mr. Naris Chandang	Chief Marketing Officer	1,100,000	6.47
	1	Total	6,300,000	37.06

<u>The Opinion of The Board of Directors and The Nomination and Remuneration</u> <u>Committee:</u>

(1) Mr. Prompong Chaikul

The Board of Directors and the Nomination and Remuneration Committee considered and had opinion that Mr. Prompong Chaikul, who presently occupies the positions of Vice Chairman and Chairman of Executive Committee, is a person with experience, expertise and responsibility on the part of the Board of Directors and senior executives of the Company. In addition, Mr. Prompong Chaikul is also a person who has contributed significantly to reducing product costs resulting from the raw materials management and is the key person to create and develop the new products to the Company. He is a dedicated executive who works at full ability. Moreover, He is experienced with expertise in business and organization management according to the Company's goals and missions. He has experience in Supply Chain Management. He has vision of business management, entering into a contract with suppliers, cost management, supply chain and also has the potential to develop new business and has the ability to negotiate and advise suppliers as well.

(2) Mr. Virat Phugthai

The Board of Directors and the Nomination and Remuneration Committee considered and had opinion that Mr. Virat Phugthai, who presently occupies the positions of Chief Executive Officer, has experience and expertise in business and leadership which is acceptable to all personnel in the Company and outsiders. He has a far-sighted vision, establishing policies and strategies for the Company and is able to apply his management and administration knowledge in practice in the organization and is also able to turnaround the Company's performance. Moreover, He has an experience with expertise in organizational management according to the goals and main missions of the Company. He is outstanding and understandable in revenue management costs structure and expenses. He has good principles in human resource development, and has potential to develop and strengthen new businesses for the Company which helps to develop the capabilities of the Company to compete with external companies successfully. As a result, the Company can generate more income and profits

(3) Mr. Ruangpoj Phakdurong

The Board of Directors and the Nomination and Remuneration Committee considered and had opinion that Mr. Ruangpoj Phakdurong, who presently occupies the positions of Chief Operation Officer, has an experience and expertise in the marketing of electronic components and work well with management teams of the Company as well as responds to the Company's policies to be put into practice successfully both in contact with former partners and seeking new markets. Moreover, He is an experienced person in business management expertise in the electronics industry, especially engineering and industrial management. He is knowledgeable about the organization's business. He also has the ability to develop and strengthen the teamwork as well as continuously encourage the Company to have a strong point in the industry.

(4) Mr. Naris Chandang

The Board of Directors and the Nomination and Remuneration Committee considered and had opinion that Mr. Naris Chandang, who presently occupies the positions of Chief Marketing Officer, is a person with experience, expertise and a responsibility for organizational management according to the goals and main missions of the Company. He has experience and expertise in developing and supplementing new business for the Company as well as multi-skill with key knowledge in contract manufacturing with worldwide business connections. The proposed allocation of warrants to directors and/or employees of 4 persons above are considered as remuneration and an incentive to perform even more efficiently and maintain a valuable resource for the Company in long-term and to generate revenues and profits of the Company to grow stronger in the future. The benefits of the directors and/or employees have minimal negative effect to the market price of the Company's shares, it is therefore worthwhile and reasonable as it will motivate the employees.

The Nomination & Remuneration Committee have 3 members and this allocation of warrants, any of members of the Nomination & Remuneration Committee does not receive the warrants exceeding 5% of all warrants that issue and offer in this time.

Board of Directors' Opinion: considers and approves as same as the opinion of the Nomination and Remuneration Committee (Enclosure 8) and recommends proposing the Annual General Meeting of shareholders for fiscal year 2021 to approve the issuance and offering of SMT-WC to directors and/or employees of the Company who are allotted exceeding 5% of this issued and offered SMT-WC for individual person. Details are shown in summary details of the warrants to purchase ordinary shares of the Company to be issued and offered to directors and/or employees No.3 (SMT-WC) (Enclosure 6). In this Agenda, shareholders vote to issuance and offering of SMT-WC in this time to directors and/or employees of the Company who are allotted exceeding 5% of this issued and offered SMT-WC for

individual person

The Company will collect all of "disapprove" and "abstain" voting ballots first. After that the "approve" voting ballots will be collected.

- Consider and approve Mr. Prompong Chaikul allotted of this issued and offered warrant 1,600,000 units 9.41% of SMT-WC
- (2) Consider and approve Mr. Virat Phugthai allotted of this issued and offered warrant 2,500,000 units 14.71% of SMT-WC
- (3) Consider and approve Mr. Ruangpoj Phakdurong allotted of this issued and offered warrant 1,100,000 units 6.47% of SMT-WC
- (4) Consider and approve Mr. Naris Chandang allotted of this issued and offered warrant 1,100,000 units 6.47% of SMT-WC

The meeting facilitator asked if there were any questions.

There were no questions and suggestions.

As no questions were raised, The meeting facilitator then moved that the meeting approve, the issuance and offering of the warrants to purchase ordinary shares of the Company No. 3 ("SMT-WC") to directors and/or employees who are allotted exceeding 5% of this issued and offered SMT-WC for individual person as proposed.

(<u>Remark</u>: Mr. Prompong Chaikul , Mr. Virat Phugthai and Mr. Naris Chandang have interest in this agenda.)

<u>Resolution</u>: The meeting unanimously resolved to approve, the issuance and offering of the warrants to purchase ordinary shares of the Company No. 3 ("SMT-WC") to directors and/or employees who are allotted exceeding 5% of this issued and offered SMT-WC for individual person as proposed, with the vote more than three-fourths of the total number of votes of the shareholders attending the meeting. and eligible to vote and no objection from shareholders holding more than 5% of the total votes of the shareholders attending the meeting and eligible to vote in this agenda.

1) Mr. Prompong Chaikul allotted of this issued and offered warrant 1,600,000 units 9.41% of SMT-WC , with the following votes.

Approval	384,444,926	votes	=	99.9571%
Disapproval	165,100	votes	=	0.0429%
Abstention	0	votes	=	0.0000%
Invalid	-			

2) Mr. Virat Phugthai Chaikul allotted of this issued and offered warrant 2,500,000 units 14.71% of SMT-WC, with the following votes.

Approval	422,023,694	votes	=	99.9609%
Disapproval	165,100	votes	=	0.0391%
Abstention	0	votes	=	0.0000%
Invalid	-			

3) Mr. Ruangpoj Phakdurong allotted of this issued and offered warrant 1,100,000 units 6.47% of SMT-WC, with the following votes.

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Approval 422,023,694 votes = 99.9609%
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Disapproval	165,100	votes	=	0.0391%
Abstention	0	votes	=	0.0000%
Invalid	-			

4) Mr. Naris Chandang allotted of this issued and offered warrant 1,100,000 units 6.47% of SMT-WC, with the following votes.

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Approval	422,023,694	votes	=	99.9609%
Disapproval	165,100	votes	=	0.0391%
Abstention	0	votes	=	0.0000%
Invalid	-			

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

The meeting facilitator said that, According to the approval of increasing capital, issuance and offering SMT-W3 and SMT-WC as mention in Agenda 9, 10 and 11. Therefore, the shareholders' meeting deems it appropriate to the allocation of new ordinary shares as amounting of not exceeding 226,119,846 shares with par value of Baht 1.00 per share. The details are as follows:

1) Amount of not exceeding 209,119,846 new ordinary shares (or equal to 25.00% of total paid-up capital at the present) to reserve for the exercise of SMT-W3 that to be offered to existing shareholders in proportion. Details are shown in summary details of SMT-W3.

2) Amount of not exceeding 17,000,000 new ordinary shares (or equal to 2.03% of total paid-up capital at the present) to reserve for the exercise of SMT-WC that to be offered to directors and/or employees of the Company. Details are shown in summary details of SMT-WC.

Moreover, for flexibility to allotment of newly issued ordinary shares. It is assigned to the Board of Directors and/or Executive Chairman or the person(s) who is authorized by the Board of Directors and/or Executive Chairman shall be authorized or have the authority to take any actions necessary as appropriate regarding.

Moreover, the Company would like to further clarify information regarding the allocation of newly issued ordinary shares as details are shown in Information Memorandum concerning the issuance and offering of the newly issued ordinary shares to reserve for the exercise of the warrants to purchase newly issued ordinary shares of the Company No. 3 (SMT-W3) (Enclosure 7).

The meeting facilitator asked if there were any questions.

There were no questions and suggestions.

As no questions were raised, The meeting facilitator then moved that the meeting approve, the allotment of newly issued ordinary shares as proposed.

<u>Resolution</u>: The meeting unanimously resolved to approve the allotment of newly issued ordinary Shares as amounting of not exceeding 226,119,846 shares with par value of Baht 1.00 per share. The details are as follows:

1) Amount of not exceeding 209,119,846 new ordinary shares (or equal to 25.00% of total paidup capital at the present) to reserve for the exercise of SMT-W3 that to be offered to existing shareholders in proportion.

2) Amount of not exceeding 17,000,000 new ordinary shares (or equal to 2.03% of total paid-up capital at the present) to reserve for the exercise of SMT-WC that to be offered to directors and/or employees of the Company.

Including the authorization as detailed as presented above with the majority vote of the shareholders who attend the meeting as follow;

Approval	422,023,694	votes	=	99.9609%
Disapproval	165,100	votes	=	0.0391%
Abstention	0	votes	=	0.0000%
Invalid	-			

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

The meeting facilitator said that, According to the business plan of the Company regarding providing designation, manufacturing and distribution of communication equipment,telecommunication equipment and providing aircraft services, the Company has to add the Company's objectives in order to be consistent and support the Company's business operations. Board of Directors' Opinion: Resolved to propose the Shareholders' meeting to consider and approve the addition of the Company's objective Article 39 and article 40 and amendment of Memorandum of Association in Clause 3. Objective. Details are as follows:

(39) To conduct manufacture businesses, purchase, sell, import, take ownership or obtained by any means, procurement, auction, operation, research support, development, carry out management, management, control, inspection, testing, replacement, sales, export, design, installation, improvement, repair, maintenance, advice, consultation, training, aircraft service or tools either as equipment, armament, may or may not be used in the war services, such as aircraft, pilotless aircraft, helicopters, gliders, airships, surface ships, underwater craft, submarines, ships battleship, ships used in the war services, oceanographic and hydrographic instruments and land vehicles etc. Weapons and ammunition, armor, safety plates , bullet-proof plates, weapons inspectors, robots, explosives, weapons, armament and all kind of military hardware, instruments and equipment related to satellites, both analog (analog) and digital (digital), pilot machine, electronic warfare equipment, wiretap intercepted interceptors,

electromagnetic radio signal, voice or telephone, directional radio communication disruptive or ignition devices (Jammer), flight control communication tools, Navigation, radar, sonar, all communication tools, battle simulator tools, flight training simulator, flight simulator, practice shooting weapons tools, shot controller tools, remote monitoring system, surveillance camera, night vision camera, all thermal imaging inspection cameras, small weapon camera. Including professional electronic trading communication system, communication and information technology system, force and control system, safety control system, electronic system, all apparels used in the military, police, civil and government agencies, parachutes, rubber rafts, such products and other activities related to service or after-sales support of the associated equipment.

(40) To conduct manufacture and sell businesses, distribution, consultant, design of radio communication, spare parts, communication equipment and telecommunication equipment, contractor, repair and maintenance of telecommunication systems, fiber optic system, computer systems, information systems, satellite communication systems, closed circuit phone system, security and alarms systems, selling tools, appliances and materials equipment, auction, installation and repairs to government agencies and private sector with permission from Related government agencies including all kinds of spare parts related to the above products for all objectives of the company.

Moreover, to be accommodated with the addition of the Company's objective as mentioned above, it is proposed for the approval of the amendment of Memorandum of Association in Clause 3 as follows:

Current: "Clause 3 the Company has 38 objectives"

New: "Clause 3 the Company has 40 objectives"

In this regard, the Board of Directors authorized to appoint person and delegate to registration amendment and addition of the Company's objectives and the Memorandum of Association to the Department of Business Development, Ministry of Commerce, and undertake any relevant and necessary acts in order to complete the registration of the Company's objectives and the Memorandum of Association.

The meeting facilitator asked if there were any questions.

There were no questions and suggestions.

As no questions were raised, The meeting facilitator then moved that the meeting approve, the addition of the company's objective (item 39. and 40.) and amendment of the Company's Memorandum of association Clause No.3 Company's objective as proposed.

<u>Resolution</u>: The meeting unanimously resolved to approve the addition of the company's objective (item 39. and 40.) and amendment of the Company's Memorandum of association Clause No.3 Company's objective as proposed, with the vote more than three-fourths of the total number of votes of the shareholders attending the meeting.

Approval	422,188,794	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

Agenda 15 Consider any other businesses (if any).

The meeting facilitator asked if there were any questions.

There were no questions and suggestions.

As nobody raised any other matters for consideration, the meeting facilitator invited the Chairman of the Meeting to close the meeting. The Chairman of the Meeting thanked shareholders for attending the meeting and providing valuable support for the Company's operations and declared the meeting closed at 15.40 p.m.

-Signature-

(Assoc. Prof. Dr. Preecha Jarungidanan) Acting Chairman & Chairman of the Meeting

-Signature-

(Mr. Yunyong Sawasdi) Director & Company Secretary

Enclosure 3

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

1 Mr. Prompong Chaikul Age 36 years



Positions	:	Vice Chairman , Chairman of Executive Committee , Risk Management Committee Member and Acting Chief Supply Chain Officer
Propose shareholders to appoint	:	Director
Education	:	-Master of Engineering, Major in Electrical and Electronics Engineering (with Management), Imperial College London, United Kingdom (First class honors) -Master of Business Administration (Executive) (M.B.A.), Sasin Graduate Institute of Business Administration of Chulalongkorn University
Training	:	-Director Accreditation Program (DAP), Class of 116/2015, Thai Institute of Directors (IOD)
		- IT Governance & Cyber Resilience Program, Class of 13/2020, Thai Institute of Directors (IOD)
Number of shares and % of shareholding (as of 31 Dec 2021)	:	37,578,768 shares ,4.492%
The year tenure as director		8 years (the first year 2014)
Position in other listed companies	:	-None-
Position in other	:	1. Director of SS RFID Company Limited
companies		2. Director of SMT Green Energy Company Limited
Position in competing	:	None-
and / or in connection		
with the Company's		
business, which may		
cause conflicts of		
interest.		

50 STARS Invitation to the Annual General Meeting of Shareholders for the year 2022

Details of Meetings year 2021	:	Board Meeting 6/6 times AGM Meeting 1/1 times Risk Management Committee Meeting1/1 times Executive Committee Meeting 5/5 times
Relationships among family members with other director.	:	Mr. Nattapong Chaikul's cousin.
Illegal Record in past 10 years	:	-None-
Criteria and Select Method	:	Mr. Prompong Chaikul passed the screening process of the Nomination and Remuneration Committee. The Board of Directors has considered that the qualifications are suitable for the Company as required by Law.

2 Mr. Nattapong Chaikul Age 27 years



Positions	:	Director & Executive Director
Propose shareholders to	:	Director
appoint		
Education	:	Master Degree in Management (Distinction), University College London, United Kingdom
Training	:	Director Accreditation Program (DAP), Class of 167/2019, Thai Institute of Directors (IOD)
Number of shares	:	61,043,860 shares, 7.298%
and % of shareholding		
(as of 31 Dec 2021)		
The year tenure as		2 years (the first year 2019)
director		
Position in other listed	:	-None-
companies		
Position in other companies	:	 Director and Executive Director of SMT Biomass Company Limited Director and Executive Director of I Smart Pay Corporation Company Limited Director and Executive Director of Key Stars Property Company Limited Director and Executive Director of Cheeva Rice Company Limited Director and Executive Director of Kullapassorn Company Limited
Position in competing and / or in connection with the Company's business, which may cause conflicts of interest.	:	-None-
Details of Meetings year 2021	:	Board Meeting 6/6 times AGM Meeting 1/1 times Executive Committee Meeting 5/5 times

Relationships among	: Mr. Prompong Chaikul's cousin.
family members with	
other director.	
Illegal Record in past	: -None-
10 years	
Criteria and Select Method	: Mr. Nattapong Chaikul passed the screening process of the Nomination and Remuneration Committee. The Board of Directors has considered that the qualifications are suitable for the Company as required by Law.

Definition of Independent Directors

Independent directors carry out duties assigned by the Board of Directors independently from major shareholders and the company's management and meet all the qualification requirements stipulated by the Office of the Securities and Exchange Commission (SEC). Independent directors shall form at least one-third of the total number of the directors but must be no less than three. Each director must have the following qualifications:

- 1. Must not hold shares in excess of 1% of the total voting shares of the Company, its parent company, subsidiaries, associate companies or corporate bodies that may have conflicts of interest. This also covers shareholding of persons associated with independent directors.
- 2. Must not be a board member, employee, staff, consultant earning regular salary or person with controlling interest, or a person with the authority to make decisions within the company, its subsidiaries, associate companies or corporate bodies that may have conflicts of interest, unless having been relieved of such conditions for no less than two years prior to the appointment.
- 3. Must not be a person who is related through kinship or legitimate registration as a father, mother, spouse, sibling, child or spouse of a child of a management executive or major shareholder, a person with controlling interest or person to be nominated as an executive or person with controlling interest of the Company or its subsidiaries.
- 4. Must not have a business relationship with a company, parent company, subsidiaries, associate companies or corporate bodies with possible conflicts that might impair independent judgment. Independent directors must not be major shareholders or persons with controlling interests under those with a business relationship with the company, its parent company, subsidiaries, associate companies or corporate bodies with possible conflicts unless having been relieved of such conditions for no less than two years prior to the appointment. Business relationship in the above paragraph includes any trading transactions in the ordinary course of business, granting and taking a lease of real property, any transaction relating to assets or services, the grant or acceptance of financial assistance worth from three percent of the net tangible assets or from 20 million baht over above, whichever is lower. Debts incurred during the year before the business relationship with the same person are also counted.
- 5. Must not be auditor of a company, its parent company, subsidiaries, associate companies or corporate bodies with possible conflicts and must not be a major shareholder with the authority to control nor a partner of an audit firm that audits a company, its subsidiaries, associate companies or corporate bodies that might have conflicts unless having been relieved of such conditions for no less than two years prior to the appointment.
- 6. Must not be a person who provides any professional services, including legal counseling or financial consulting services, receives annual service fees over two million baht from the company, subsidiaries, associate companies or corporate bodies with possible conflicts and must not be a major shareholder with the authority to make decisions or a partner of an entity providing such professional services unless having been relieved of such conditions for no less than two years prior to the appointment.
- 7. Must not be a board member who is appointed to be a representative board member of the company, major shareholder, or shareholder who is associated with a major shareholder.
- 8. Must not have any other attributes that may prevent him/her from freely expressing opinions about the Company's operations.



Information for considering appointing Independent Directors

Relationship with the Administration, major shareholders or its subsidiaries	-No-
 Relationship with the company, its parent company, subsidiaries, associate companies or corporate bodies that may have conflicts of interest in past 2 years. Be a board member, employee, staff, consultant earning regular salary or person with controlling interest, or a person with the authority to make decisions within the company 	-No-
• Be a person who provides any professional services, such as auditor including legal counseling or financial consulting services	-No-
• Business relationship which may result in the inability to act freely. (such as purchase/sales material/ finish goods /service or debt) and fill the size of the transactions (if any).	-No-

Enclosure 4

Company's Articles of Association relating to the AGM 2022

Shareholder

<u>Clause 24</u> The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting of shareholders within 4 months of the last day of the fiscal year of the Company.

The General Meetings of Shareholders other than the one mentioned above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting whenever it deems appropriate, or one or more shareholders holding shares amounting to not less than 10% of the total number of shares sold may submit a written requisition to the Board of Directors to call an extraordinary general meeting of shareholders at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such written request. In such case, the Board of Directors shall proceed to call a shareholders' meeting to be held within 45 days from the date of receipt of the written request from the shareholders.

If the Board of Directors does not arrange the meeting as requested by the shareholders within the period prescribed in the second paragraph, shareholders who subscribed their names in the requisition or other shareholders holding shares in the aggregate number of shares as required may call such meeting within 45 days after the expiration of the period under the second paragraph. In such case, the meeting shall be deemed to be a shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses incurred for the convening of the meeting and to provide convenience as appropriate.

If at any shareholders' meeting called by the shareholders according to the third paragraph, the number of shareholders in attendance does not constitute a quorum as stipulated in Article 27., the shareholders under the third paragraph shall be jointly responsible to reimburse the Company for expenses incurred for the convening of such meeting.

<u>Clause 25</u> 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.

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

- 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

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<u>Clause 26</u> 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.

<u>Clause 27</u> 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.

<u>Clause 28</u> 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

<u>Clause 11</u> 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.

<u>Clause 12</u> 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.

<u>Clause 13</u> 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.

<u>Clause 14</u> 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

<u>Clause 36</u> 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.

<u>Clause 37</u> 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.

Enclosure 5

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.
- (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 <u>www.starsmicro.com</u>)

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. Preecha Jarungidanan, Assoc.Prof.Dr. Aekkachai Nittayagasetwat and Professor 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.
- 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 Wednesday, April 26,2022 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: 035-258-914 (for information: contact Investor Relation Tel. 035-258-555 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 <u>except for the Custodian appointed by the non-Thai shareholder in accordance with Proxy Form C</u>.

Note:

- In case the shareholders want to cancel the proxy, the shareholders can do so by informing the Chairman of the Board of Directors or informing through email, <u>ir@starsmicro.com</u> before the meeting starts or before the voting of each agenda at the latest.
- The shareholders should study the detail of the meeting's agendas before making decision on proxy.

Meeting Registration

The Company will open the registration counter for meeting attendance from 13.00 pm. on Thursday, April 28, 2022 at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok as per a map in Enclosure 9.

Voting

Voting Regulation

General Agenda:

- 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 finished.



Enclosure 6

Profile of Independent Director Proposed by the Company to Represent Shareholders for AGM 2022

1. Assoc.Prof.Dr.Preecha Jarungidanan Position: Acting Chairman, Independent Director, Chairman of Audit Committee and Chairman of Nomination & Remuneration Committee Age: 75 years % of shareholding -none (as of 31 Dec 2021)

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

Interest in the agenda:

Agenda 6 Consider and approve the remuneration of directors for the year 2022



2. Assoc.Prof.Dr.Aekkachai Nittayagasetwat

 Position:
 Independent Director, Audit Committee Member and Nomination & Remuneration Committee Member

 Age:
 58 years

% of shareholding -none-(as of 31 Dec 2021)

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

Interest in the agenda:

Agenda 6 Consider and approve the remuneration of directors for the year 2022



3. Professor Dr.Kamphol Panyagometh



Position: Age:	Independent Director, Audit Committee Member and Chairman of Risk Management Committee 49 years
% of shareholding (as of 31 Dec 2021)	
Contact address:	Stars Microelectronics (Thailand) Public Company Limited 605-606 Moo 2, Klongjig, Bang Pa-in, Ayuthaya 13160
Interest in the age	nda:
Agenda 6	Consider and approve the remuneration of directors for the year 2022

The independent director appointed as a proxy will act in line with the shareholders' instructions. Unless the independent director acts as instructed by the shareholders, the damaged shareholders can exercise their rights to take legal action against the Company and the proxy.



			Enclosure 7
Duty Stamp Amount 20 Baht	<u>PROXY FO</u>	<u>DRM A</u> (SIMI	PLE FORM)
		Written at	
		Date	Month Year
(1) I / We			Nationality
with address at	Road		Tambol/Khwang
Amphur/Khet	P	rovince	Postal Code
(2) being a sharehold	ler of Stars Microelectronics	(Thailand) Pul	plic Company Limited.
holding the total amo	ount of shares as	nd have the righ	nt to vote equal tovotes as follows:
Ordinary	v share shares an	nd have the righ	it to vote equal tovotes
(3) do hereby appoint	t either one of the following	persons:	
□ (1)			Age
with address at	Road		Tambol/Khwang
Amphur/Khet	Pi	rovince	Postal Code or
\Box (2) Asso	c.Prof.Dr.Preecha Jarungi	danan Age <u>75</u>	years with address at 605-606 Moo 2, Klongjig,
Bang Pa-In, Ayuthay	a 13160		
🗆 (3) Asso	c.Prof.Dr. Aekkachai Ni	ttayagasetwat	Age 58 years with address at 605-606 Moo 2,

Klongjig, Bang Pa-In, Ayuthaya 13160

☐ (4) Prof.Dr. Kamphol Panyagometh Age <u>49</u> years with address at <u>605-606 Moo 2, Klongjig, Bang</u> <u>Pa-In, Ayuthaya 13160</u>

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 2022 to be held on **Thursday, April 28, 2022 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel,Viphavadee rangsit 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.Preecha Jarungidanan)

Signed Proxy (Assoc.Prof.Dr.Aekkachai Nittayagasetwat)

Signed Proxy
(Prof.Dr. Kamphol Panyagometh)

<u>Remarks</u>: 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.

Assoc.Prof.Dr.Preecha Jarungidanan, Assoc.Prof.Dr. Aekkachai Nittayagasetwat and Prof.Dr. Kamphol Panyagometh have interest in agenda 6.



	Duty Stamp Amount 20 Baht		DETAILS FORM)
(1) I / We		Nationality
v	vith address at	Road	Tambol/Khwang

Amphur/Khet.....Province....Postal Code....

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

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

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

(1).....Years
 with address at.....Road.....Province....Postal Code......or

☐ (2) Assoc.Prof.Dr.Preecha Jarungidanan Age <u>75</u> years with address at <u>605-606 Moo 2, Klongjig,</u> Bang Pa-In, Ayuthaya 13160

☐ (3) Assoc.Prof.Dr. Aekkachai Nittayagasetwat Age <u>58</u> years with address at <u>605-606 Moo 2</u>, <u>Klongjig, Bang Pa-In, Ayuthaya 13160</u>

 \Box (4) Prof.Dr. Kamphol Panyagometh Age <u>49</u> years with address at <u>605-606 Moo 2, Klongjig, Bang</u> <u>Pa-In, Ayuthaya 13160</u>

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 2022 to be held on Thursday, April 28, 2022 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee rangsit 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 2021.

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

 \Box (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 2021.

□ Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2021 and the report of the auditor.

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

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

□ Approve	□ Disapprove	□ Abstain
□ Agenda 4: Consider and appro	ve the allocation of n	et profit as legal reserves and approve the
dividend payment from the operat	ting result of the year	2021.
\Box (a) The Proxy is entitled	to cast the votes on my	/ our behalf at its own discretion.
\Box (b) The Proxy must cast t	he votes in accordance	with my / our following instruction:
□ Approve	□ Disapprove	□ Abstain
□ Agenda 5: Consider and appro	ove appointing Direct	ors to replace the ones who will complete
their terms of office.		
\Box (a) The Proxy is entitled t	o cast the votes on my	our behalf at its own discretion.
\Box (b) The Proxy must cast the task of task	he votes in accordance	with my / our following instruction:
□ To elect directors as a w	hole	
	□ Disapprove	□ Abstain
\Box To elect each directors in	ndividually	
1) Mr. Prompong Chaik	ul	
□ Approve	□ Disapprove	□ Abstain
2) Mr. Nattapong Chaik	ul	
□ Approve	□ Disapprove	□ Abstain
□ Agenda 6: Consider and approv	e the remuneration of	f Directors for the year 2022.
\Box (a) The Proxy is entitled t	o cast the votes on my	our behalf at its own discretion.
\Box (b) The Proxy must cast the task of task	ne votes in accordance	with my / our following instruction:
□ Approve	□ Disapprove	□ Abstain
Remark: Assoc.Prof.Dr.Preecha Jarungidan Panyagometh as directors appoin		nchai Nittayagasetwat and Prof.Dr. Kamphol n this agenda.
□ Agenda 7: Consider and approv	ve the appointment of	Auditor and fix Auditor Fee for
the year 2022.		
\Box (a) The Proxy is entitled t	o cast the votes on my	our behalf at its own discretion.
\Box (b) The Proxy must cast the task of task	ne votes in accordance	with my / our following instruction:
	□ Disapprove	□ Abstain
□ Agenda 8: Consider any other b	ousinesses (if any).	
\Box (a) The Proxy is entitled t	o cast the votes on my	our behalf at its own discretion.
\Box (b) The Proxy must cast the task of task of the task of t	ne votes in accordance	with my / our following instruction:
	□ Disapprove	□ Abstain
(5) Vote of the Proxy in any Agenda	which is not in accord	ance 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.

Sigr	ed Shareholder
)
Sigr	ed Proxy
()
Sign	ed Proxy
	(Assoc.Prof.Dr.Preecha Jarungidanan)
Sign	ed Proxy
	(Assoc.Prof.Dr.Aekkachai Nittayagasetwat)
Sign	ed Proxy
	(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.

ATTACHMENT TO 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 2022 to be held on **Thursday**, **April 28, 2022 at Magic 2 Room, 2nd floor ,Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok**, or at any adjournment thereof.

□ Agenda No:				
\Box (a) The Proxy is entitled	l to cast the votes on my /	our behalf at its own discretion.		
\Box (b) The Proxy must cast the votes in accordance with my / our following instruction:				
□ Approve	□ Disapprove	□ Abstain		
□ Agenda No:				
\Box (a) The Proxy is entitled	l to cast the votes on my /	our behalf at its own discretion.		
\Box (b) The Proxy must cast	t the votes in accordance v	with my / our following instruction:		
□ Approve	□ Disapprove	□ Abstain		
🗆 Agenda No:				
\Box (a) The Proxy is entitled	l to cast the votes on my /	our behalf at its own discretion.		
\Box (b) The Proxy must case	t the votes in accordance v	with my / our following instruction:		
	□ Disapprove	□ Abstain		
🗆 Agenda No:				
\Box (a) The Proxy is entitled	l to cast the votes on my /	our behalf at its own discretion.		
\Box (b) The Proxy must case	t the votes in accordance v	with my / our following instruction:		
	□ Disapprove	□ Abstain		
□ Agenda No: Subject:Elec	tion of Directors (contin	ued).		
Name of Director				
	□ Disapprove	□ Abstain		
Name of Director				
□ Approve	□ Disapprove	□ Abstain		
Name of Director				
□ Approve	□ Disapprove	□ Abstain		
Name of Director				
□ Approve	□ Disapprove	□ Abstain		
Name of Director				
	□ Disapprove	□ Abstain		



Duty Stamp Amount 20 Baht

PROXY FORM C

(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

☐ (2) Assoc.Prof.Dr.Preecha Jarungidanan Age <u>75</u> years with address at <u>605-606 Moo 2, Klongjig,</u> Bang Pa-In, Ayuthaya 13160

☐ (3) Assoc.Prof.Dr. Aekkachai Nittayagasetwat Age <u>58</u> years with address at <u>605-606 Moo 2</u>, <u>Klongjig, Bang Pa-In, Ayuthaya 13160</u>

 \Box (4) Prof.Dr. Kamphol Panyagometh Age <u>49</u> years with address at <u>605-606 Moo 2, Klongjig, Bang</u> Pa-In, Ayuthaya 13160

as only one of my / our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2022 to be held on Thursday, April 28, 2022 at Magic 2 Room, 2nd floor ,Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok ,or at any adjournment thereof.

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

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

 \Box 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 2021.

- \Box (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- \Box (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 2021.

□ Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2021 and the report of the auditor.

- \Box (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 the allocation of net profit as legal reserves and approve the dividend payment from the operating result of the year 2021.

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

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

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

□ Approve_____vote □ Disapprove_____vote □ Abstain_____vote

- $\hfill\square$ To elect each directors individually
- 1) Mr. Prompong Chaikul

□ Approve_____vote □ Disapprove_____vote □ Abstain____vote
2) Mr. Nattapong Chaikul

□ Approve_____vote □ Disapprove_____vote □ Abstain_____vote

□ Agenda 6: Consider and approve the remuneration of Directors for the year 2022.

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

□ Approve_____vote □ Disapprove_____vote □ Abstain_____vote

<u>Remark</u>: Assoc.Prof.Dr.Preecha Jarungidanan, , Assoc.Prof.Dr.Aekkachai Nittayagasetwat and Prof.Dr. Kamphol Panyagometh as directors appointed the proxy have interest in this agenda. □ Agenda 7: Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2022.

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

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

□ Approve_____vote □ Disapprove_____vote □ Abstain_____vote

□ Agenda 8: Consider any other businesses (if any).

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

 $\hfill Approve vote \hfill Disapprove vote \hfill Abstain vote \hfill vote \hfill Abstain vote \hfill Ab$

(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.Preecha Ja	rungidanan)
Signed	Proxy
(Assoc.Prof.Dr.Aekkacha	i Nittayagasetwat)
Signed	Proxy
(Prof.Dr. Kamphol Par	nyagometh)

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 2022 to be held on Thursday
April 28, 2022 at Magic 2 Room, 2nd floor ,Miracle Grand Convention Hotel, Viphavadee rangsi
Road, Laksi, Donmuang, Bangkok, or at any adjournment thereof.
□ Agenda
\Box (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
\Box (b) The Proxy must cast the votes in accordance with my / our following instruction:
□ Approvevote □ Disapprovevote □ Abstainvote
□ Agenda
\Box (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
\Box (b) The Proxy must cast the votes in accordance with my / our following instruction:
□ Approvevote □ Disapprovevote □ Abstainvote
□ Agenda
\Box (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
\Box (b) The Proxy must cast the votes in accordance with my / our following instruction:
□ Approvevote □ Disapprovevote □ Abstainvote
□ Agenda
\Box (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
\Box (b) The Proxy must cast the votes in accordance with my / our following instruction:
□ Approvevote □ Disapprovevote □ Abstainvote
□ Agenda: Election of Directors (continued).
Name of Director
□ Approvevote □ Disapprovevote □ Abstainvote
Name of Director
□ Approvevote □ Disapprovevote □ Abstainvote
Name of Director
□ Approvevote □ Disapprovevote □ Abstainvote
Name of Director
□ Approvevote □ Disapprovevote □ Abstainvote

Enclosure 8

SCREENING QUESTIONNAIRE FOR COVID – 19

For the Annual General Shareholders' Meeting of Stars Microelectronics (Thailand) PLC.

(Please send this questionnaire to the staff before attending the meeting)

To operate in accordance with public health practice guidelines for the prevention of the spread of the COVID-19. The Company kindly requests your cooperation to complete the following questions.

Name / Surname	
Mobile Phone Number	

1. Do you have any of the following symptoms in past 14 days?

Please circle of symptoms	Symptoms
Yes / No	Fever / Chills
Yes / No	Shortness of Breath / Tiredness / Difficult breathing
Yes / No	Body aches and muscle pains
Yes / No	Dry cough / Have phlegm
Yes / No	Sore throat
Yes / No	Runny nose

2. Did you have close contact with an infected patient / a person who provides care to the infected patient or person under investigation for COVID-19?

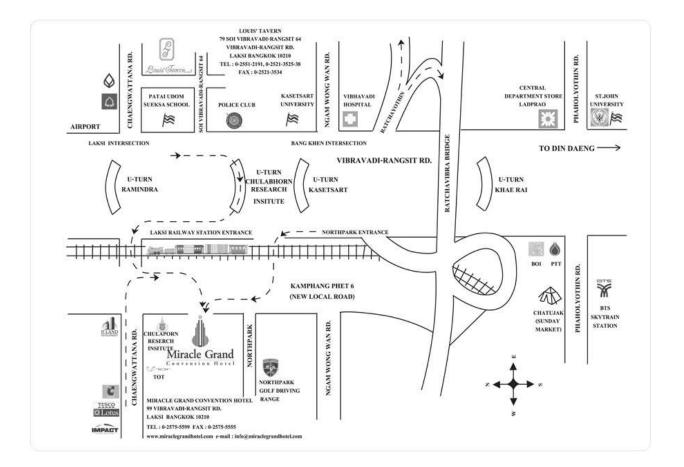
Yes / No

I hereby acknowledge and provide consent to Stars Microelectronics (Thailand) Public Company Limited to collect, use, and disclose such information in accordance with the guidelines for attending the 2022 Annual General Meeting of Shareholders, rule of law and relevant government agencies.

Signature_____
Date _____



Enclosure 9



A map of the conference hall

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



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