



**Invitation to
The Extraordinary General Meeting of Shareholders
No.1/ 2022
Stars Microelectronics (Thailand) Public Company Limited**

SMT

Friday, July 15, 2022 at 14.00 p.m.

The meeting will be conducted in form of electronic meeting (E-Meeting) only

By DAP-e-Shareholder Meeting

There will not be a meeting place in the original format, which can study the rules for attending the E-EGM as shown in Enclosure No.5 Already

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Note: For any queries, please forward your questions through the e-mail address:
ir@starsmicro.com or facsimile 035-258-914 or Investor Relation Tel: 035-258-555 ext. 313 or
061-384-3906

(Translation)

June 1, 2022

Subject : Invitation to the Extraordinary General Meeting of Shareholders No.1/2022 (“**EGM**”)
To : Shareholders
Enclosure :
1. Copy of Minutes of the AGM 2022.
2. Company’s Articles of Association relating to the EGM No.1/2022
3. Profile of Independent Director proposed by the company to represent shareholders.
4. Proxy Form A. Form B. and Form C.
5. Guidelines for Attending the Extraordinary General Meeting of Shareholders through Electronic Meeting (E-EGM) and the Appointment of Proxies ,Conditions, Rules and Procedures to Attend the Meeting.
6. User Manual Electronics Meeting System (DAP e-Shareholder Meeting).

The Board of Directors of Stars Microelectronics (Thailand) Public Company Limited (“**the Company**”) has passed a resolution to convene the Extraordinary General Meeting of Shareholders No.1/2022 (“**the Meeting**”) on **Friday, July 15, 2022 at 14.00 p.m.** The meeting will be conducted in form of electronic meeting (E-EGM) one format only and there will not be a meeting place in the original format to consider the following agendas:

Agenda 1 **Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2022.**

Preamble: The Minutes of the Annual General Meeting of Shareholders for the year 2022 held on April 28, 2022 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 2022 held on April 28, 2022 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 **Consider and approve the addition of the Company’s Objectives (item 41, item 42 and item 43) and amendment of the Company’s Memorandum of Association, Clause 3 Company’s Objective.**

Preamble: The Board of Directors has approved the addition of the company's objectives and adjust clause 3 of the company from 40 to 43 subject for support the company in the future.

Board of Directors' Opinion: Resolved to propose the Shareholders' meeting to consider and approve the addition of the Company's objective Article 41 article 42 and article 43 and amendment of Memorandum of Association in Clause 3. Objective. Details are as follows:

41 "Investment in digital assets including but not limited to acquiring, mining, trade, exchange, digital assets. Being advisory services and advice to operators or public with regard to cryptocurrency and token digital, including the receiving and payment of goods and/or services. Hiring and/or provide services in other aspect relating to cryptocurrency and token digital (When authorized by the relevant authorities in the case where by the transactions requiring permission). Operate as cryptocurrency exchange, token digital exchange, trader, service, intermediary, broker or agent to buy, sell exchange procure cryptocurrency and token digital. Provide data storage, processing, verification and validation on decentralized blockchain network services. Perform research, development, and collection of information relating to information technology for the enhancement of knowledge, skill and expertise both in academic and technological areas."

42 "To operate and manufacture waste-derived fuel based on reusable lubricants, greases or other emulsifying agents, manufacture pre-mixed fuel, manufacture alternative fuel from the derivatives of reusable rubber or tire, manufacture alternative cement materials, repair and clean solution containers, manage and separate non-dangerous wastes and disposables as well as manufacture alternative fuels"

43 "To operate, distribute and recycle tires, plastic in the form of pyrolysis products, carbon black power and metal fibers or metal rods"

Moreover, to be accommodated with the addition of the Company's Objectives above. Therefore, the Company's Memorandum of Association, Clause 3, must be amended as follows:

Current	"Clause 3 the Company has 40 Objectives" the details as shown in the Form Bor Mor Jor 002 attached herewith
New	"Clause 3 the Company has 43 Objectives" the details as shown in the Form Bor Mor Jor 002 attached herewith

In this regard, the Company authorized to appoint person and delegate to registration amendment and addition of the Company's Objective 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.

Note: This agenda requires an approval vote from the shareholder meeting by the vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote according to Article 28 of the Articles of Association.

Agenda 3 Consider any other businesses (if any).

The Company determined the right of shareholders to attend the Extraordinary General of Shareholders No.1/2022 Meeting on June 17,2022 (Record Date).

All shareholders are hereby invited to participate in the Extraordinary General Meeting of Shareholders No.1/2022 in form of electronic meeting (E-EGM), this meeting will be held via electronic media (E-EGM) only, on **Friday, July 15, 2022 at 14.00 p.m..** The commencement for registration log in for the electronic meeting (E-EGM) shall be opened from 13.00 p.m.. The shareholders or proxy, in case any shareholder wishes to grant proxy to other person to attend the meeting and vote on your behalf, shall comply with the Guidelines for attending the electronic meeting (E-EGM)

Due to the outbreak of coronavirus (COVID-19), we invite the shareholders of Stars Microelectronics (Thailand) Public Company Limited to authorize the company's independent directors to attend the meeting (whose name is listed in Enclosure No. 3) to be a proxy to attend the Extraordinary General Meeting of Shareholders No.1/2022 Meeting, on the date, time and place mentioned above. Please prepare the identification documents required for attending the Shareholders Meeting as detailed in the Guidelines for Attending the Extraordinary General Meeting of Shareholders through Electronic Meeting (E-Meeting) and the Appointment of Proxies (Enclosure No. 5). The Company will conduct the Meeting according to Provisions of the Company's Articles of Association (Enclosure No. 2).

Attendance in person: Shareholders must register to identify yourself at link :

<https://portal.eservice.set.or.th/SMT> From July 7, 2022 at 01.00 a.m. to July 15, 2022 at 05.00 p.m. or

QR Code



The shareholders who can't register or wish the other document to identify yourself such as passport or the shareholders listed or The shareholders who wish to appoint a person to attend the meeting to the Investor Relation Department, Stars Microelectronics (Thailand) Public Company Limited, 605-606 ,

Moo 2 , Tambol Klongjig, Amphur Bang Pa-In, Ayuthaya 13160 and send the real documents to the company within Thursday, July 15, 2022 or ir@starsmicro.com

After the shareholders or proxies have their identity verified and the Company has checked the list of shareholders according to the shareholders registration book on the record date and the shareholders and proxies have confirmed their identity with the Company afterwards within the specified date, the Username and Password including the system access manual will be sent to the email that the shareholders or proxies have registered with the Company for use in attending the shareholders' meeting via electronic meeting (E-EGM).

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 or Form C attached in Enclosure 4. The Company will prepare duty stamps for affixing to the proxy forms during the registration to attend the Meeting.

Besides, to comply with the principles of good corporate governance, the company has published the invitation to the Extraordinary General Meeting of Shareholders No. 1/2022 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.

Shareholders can study the meeting through electronic media (E-EGM), Conditions, Rules and Procedures to Attend the Meeting (Enclosure No. 5), User Manual Electronics Meeting System (DAP e-Shareholder Meeting) (Enclosure No. 6). This meeting using Electronic Devices (E-EGM) through the system of Digital Access Platform Co., Ltd. (DAP). For any queries, please forward your questions to the E-mail address: ir@starsmicro.com Tel: 035-258-555 ext. 313 or 061-384-3906

Yours faithfully,

-Signature-

Mr. Yunyong Sawasdi

Director & Company Secretary

Enclosure 1

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE YEAR 2022
OF
STARS MICROELECTRONICS (THAILAND)
PUBLIC COMPANY LIMITED**

Time and Place

Held on Thursday, April 28, 2022 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 2022 annual general meeting of shareholders by welcoming the shareholders attending, and Ms.Proudta Rattanadilok na Phuket, announced that 778 shareholders and proxies possessing a total of 428,987,070 shares or representing 50.9774 per cent of the total 841,523,581 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 831 shareholders and proxies at the meeting, representing a total of 429,471,124 shares or 51.0349 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 Committee & Risk Management Committee Member

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

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

Three auditors from EY Office Limited

1. Ms. Vissuta Jariyathanakorn
2. Ms. Patcharee Tantipitakkul
3. Ms. Siriwan Chatsukarn

Two independent legal advisors from Siam Premier International Law Office Limited

1. Ms. Pornpilai Kosolprapa to be the meeting facilitator
2. Ms. Proudta Rattanadilok na Phuket to be the registrar, to examine the shareholders' registration and counted the votes

Financial & Compliance Consultant

Mr. Kanath Srisupa-at

Financial Consultant

Mrs. Vipada Nontapaoraya

Two officials from OJ International Co., Ltd.

1. Ms. Kamonchanok Wangtaisong
2. Ms. Pin Pantongkamwong

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 2022, delivered an opening speech and assigned Ms. Pornpilai Kosolprapa , to be the meeting facilitator. Before the meeting, Ms.Proudta Rattanadilok na Phuket clarification of measure and practices of the meeting as follows,.

Ms.Proudta 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 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 29 March 2022.

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 and 7 require the majority vote of the total number of votes of the shareholders attending the meeting and voting.
 - Agenda item 6 requires no less than two-thirds of the total number of votes of the shareholders attending the meeting.
 - Agenda item 2 does not require any voting as it is to inform only.

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 2021.

The meeting facilitator stated that the Company held the 2021 annual general meeting of the shareholders on 27 April 2021. 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.

Resolution: The Meeting Resolution to Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2021 held on 27 April 2021 with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	429,197,170	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

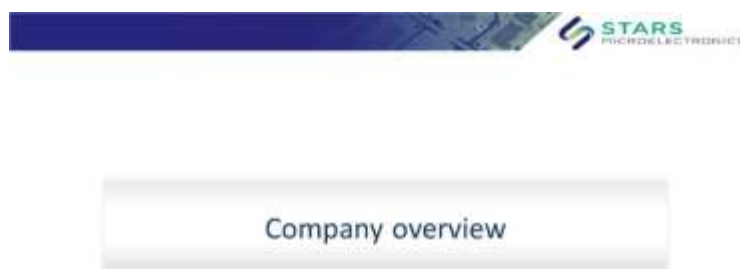
Agenda 2 Be informed of the Company's performance of the year 2021.

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. In year 2021, 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 47 to 51 of 2021 Annual Registration Statement/ Annual report (Form 56-1 One 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
- 2021 Performance, '22 forecast
- New customers and growth plan
- Strategy
- Summary



- **Company overview**

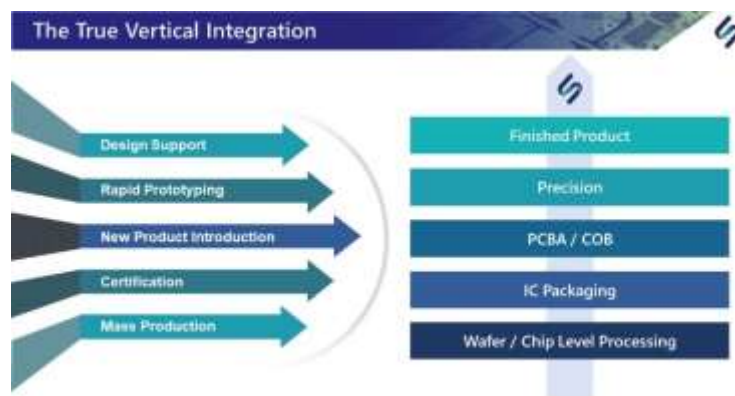
Mr. Virat Phugthai, Chief Executive Officer, said that the company is currently located at Bang Pa-In Industrial Estate. There are approximately 1,050 employees, the number similar to the previous year, with approximately 700 employees working in the production department.

The production area has been partially expanded. The existing area is approximately 30,000 square meters, which is still enough to support current and future growth.

In addition, the company has a global footprint. Besides the production in Bang Pa-In Industrial Estate, the company has sales agents in Europe and Japan whose works are to introduce the progress the company made in the past year to European customer groups. The company presented new branding about the potential of manufacturing services to both current and future customers. Two years prior, the company mainly engaged in Wafer, IC and Semiconductor businesses. Since then, the company has improved consistently, and now the company is able to develop a complete product system, both in optics and electronics. The company also meets the needs of customers in terms of the design and new products entering the market. Considering the company's capability and existing competitors, the company's potential exceeds that of its competitors.

On top of this, in the past year, the company concentrated on a single business which was semiconductor, which accounted for 60-70% of the total revenue. This can be considered as a risk for the company if the semiconductor business is affected in any way. The company recognized the issue and tried to diversify its business. Currently, the company has diversified into a telecommunication industry which is a new technology in optics group, accounting for 46% of the total revenue, an industrial and power industry, accounting for 12%, an automotive industry, and a professional audio/video industry, thereby, strengthening the company's revenue structure. In the past, the company's main customers were located in the United States but now the company expands its customer base to Europe by about 13%. In 2022, the company is expected a target revenue of about 3,300 million baht from the market share. European customers will account for nearly half of the revenues.





The company has more products and its production process is rather difficult and complex. The company has consistently improved its quality which allows the company to retain its customers for a longer period of time. Some products have a lifetime of more than five years. The company also replaced ERP with the SAP system. With the former ERP system, the management was not able to see the overview clearly and quickly such as the matters of raw material procurement and cost control. At present, the company has improved its supply chain management as well as its raw material cost management.





• **2021 Performance, '22 forecast**

In the past year, our total revenue grew by 14% compared to 2020. The most outstanding growth segment was IC packaging products with an increase from 600 million baht from 2020 to 1,034 million baht. The box build/PCBA increased from 190 million baht in 2020 to 386 million baht. The optics which was the strategic growth for the company decreased from 1,118 million baht in 2020 to 763 million baht in 2021 due to the issue of chip shortage which impacted all industries relating to electronics. This has led to the decrease in the company's sales. In 2022, the issue regarding chip shortage shows a sign of improvement. During Q1, the company could secure raw materials more conveniently and the situation seems to be getting better. The revenue of optics will likely increase to the same amount of the years before or more. The issue of material shortage began around July and August 2021 which impacted Q3 and Q4 of the company and led to the decrease of the company's total revenue. The most affected raw materials are those provided by the customers.

As for the result of revenue of each quarter in 2021, Q4 was when the company's sales performance showed the highest impact, so the company's earnings decreased. In 2022, the company launched a business plan with careful consideration to both existing customers and new customers. The sales growth is expected to exceed that of a year before by 51% or approximate total sales revenue of 3,300 million baht. The company is also expected to maintain a gross profit margin of 18-20%.



2020 Performance



2021 Performance by BU



Sales & Service by Market segments (2020-2021)





- **New Customers and Growth Plan**

After that, Mr. Virat Phugthai, Chief Executive Officer, invited Mr. Naris Chandang, Chief Marketing Officer, to present to the shareholders' meeting about new customers and the growth plan.

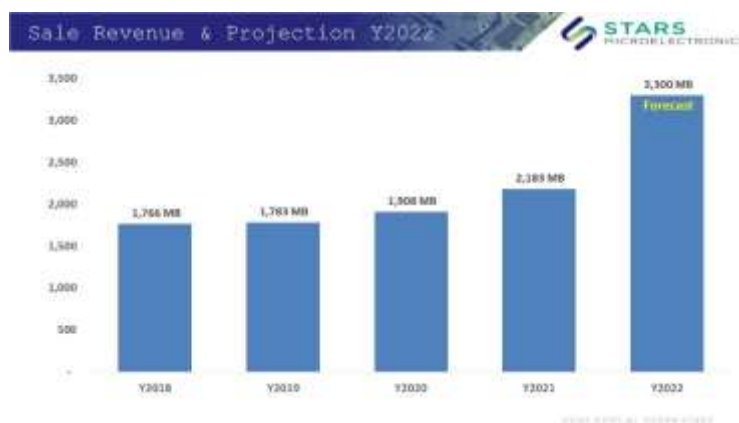
Mr. Naris Chandang, Chief Marketing Officer, said that for 2022, the company sets sales revenue & projection at 3,300 million baht. The main source of income will come from existing customers and the remaining proportion will come from new customers. This is awarded from the year end of 2021 which finally shows volume of production in the present. As the company has a wide range of production potential, the company can expand to three main businesses: IC & Advance Packaging, Optics and PCBA & Boxbuild. In comparison to the market portfolio of 2020, the company only had main businesses with IC & Advance Packaging and Optics as the major source of income. In 2021, the businesses of Optics and PCBA & Boxbuild had grown. In 2022, the growth of three groups is nearly identical because the company is able to secure new customers in PCBA & Boxbuild. Most of them are in Europe.

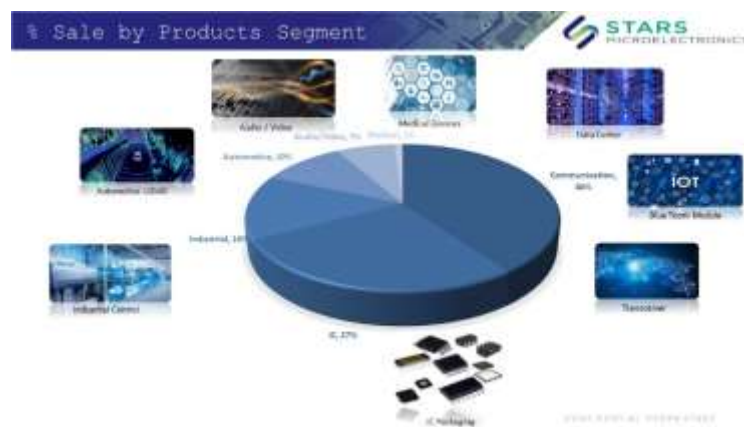
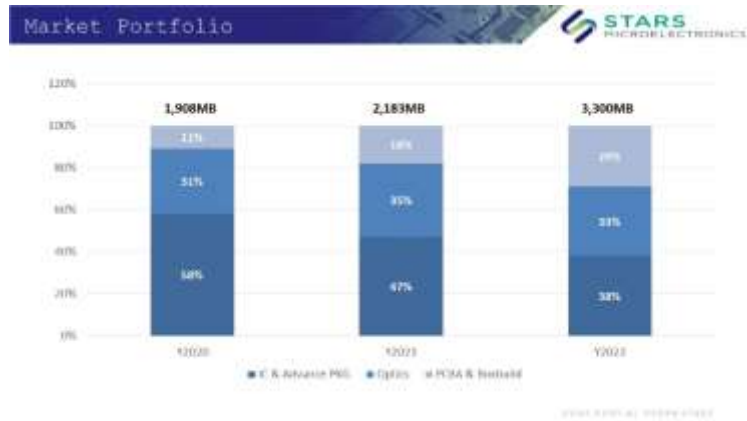
As for the percentage of sales by product segments, the main products for communication are Data Center, Bluetooth Module and Transceiver. The main product for IC is IC Packaging which has a continuous growth. Other growing segments mostly are products for niche market and hi-end products which require higher production quality and longer period of time such as Industrial Control, Automotive, Audio/Video and Medical Devices. The company's revenue will increase from these niche products.

Examples of products for a mass production in the Q2 are Power Module from Industrial, Rack Amplifier from Audio/Video, and High-Speed Datalink from Data Communication. These are illustrations that the company has many products in line for the large-scale production for each quarter. This is to ensure that the company will receive consistent earnings and will generate revenue for the company in accordance with the business plan.



2022 customers and growth plan





- **Strategies and goals**

Mr. Virat Phugthai, Chief Executive Officer, continued reporting that the company has identified its goals to have a revenue growth of 30% from the previous year and a gross margin of 20%. The strategies to achieve these targets are as follows.

- Select customers that the company will operate the business with. Conditionally, customers must be Cash Cow and Star Customer that will create the company's growth. The business model is in place and employees will be sent to transfer technology from the customers.
- Diversify the market to other segments of business to create income diversity and gain new customers from many regions and countries such as Europe, Australia, Britain, and Scandinavia who already have begun to produce products with the company.
- The company focuses more on automation business by appointing a team of engineers for the automation work. In addition, the AI system is used in the ERP section through using the SAP system in supply chain management work such as ordering raw materials through Online E-bidding.
- Participate in the technical solution in product design with customers which allows the customers to be retained in business with only our company because the company provides mutually developed technical knowledge and software.
- The company expands its vertical business. For example, the company started to produce cable with a plan to upgrade the production process. Currently, the robot arms are employed with optical work.
- The company tries to differentiate to gain market share.

The company has set core values to differentiate by defining four important values as follows.

- Experience – The company will conduct business by creating good experience with the customers, improving the supply chain system to meet the customer's demands, helping customers with product design for convenient and quality production. This in turn will benefit the company because the company gets to learn technology and knowledge.
- Exchange – The company strives to communicate with the customers to obtain clear information in a timely manner. The Total Cost Ownership system is employed, and the company tries to make pricing in procurement more transparent.
- Everywhere – The company tries to expand the market to have more sales channels and expand the scope of purchasing raw materials. As of now, the company can order raw materials globally.
- Evangelism – The company focuses on measuring internal potentials to create outward company and excellent performance. In the past year, the company gained new customers through word of mouth from existing customers as they have introduced us.



• Summary

Below is the overall summary of 2022 as to why customers will select to do business with the company and how the company provides better opportunities.

- The company differentiates from other manufacturers and is more capable of producing electronics-related products such as IC, PCBA or System Build than other companies.
- The company has a process for selecting current customers. More than 98% of the company's customers are in Cash Cow and Star groups. With new customers, the

company considers the potential of growth and liability towards the company. The contract between the company and customers is long-term. As of now, the company only produces products when receiving orders from the customers.

- Currently the company has expanded its footprint and is more widely known, not limited to just existing markets.
- The company can provide customers with a product design service while some of the competitors cannot. The company has a team of 40-50 members of engineers in design, test development and robotics to meet the client's demands such as the works of circuit design or various software writing. Some customers buy testers from the company.
- The company adopts the SAP system to manage the supply chain which will help the management team to learn about information quickly and be able to manage better.
- The company initiated the customer focus team which will set up a small management team of each client. This helps the company and customers to have clearer communication.
- The company has developed the automation system to help in the production process for better production efficiency. The discussion with customers begins from the process of product design to match with the production through the automation system.
- The company's financial status is currently stronger with more projections from customers. There are signs of improvement.

For the summary of the company in 2022, the company has set a sales target at approximately 3,300 million baht, of which at present the customers have already confirmed orders of about 70%. The challenges the company remains facing is securing raw materials, but the situation of raw materials in the global market seems to be improving. The company expects to manage better than last year. In addition, the company has many new customers and customers of a much larger business size than before. There are approximately 15 new customers who already had business contracts with the company. They have the purchasing capability (TAM) with the company for around USD 150 million. The company will accelerate the process to have the products in production as quickly as possible.



Summary

Why Stars , a greater opportunity

STARS MICROELECTRONICS

Outlook summary

- 1st half '22 , firmed orders are in plan , with over 70% firmed orders VS business plan Y'22 (Excluded Semi-conducting demand).
- Global material shortage is still challenge but better than last year.
- We are in a stage of ramping up new products (customers) plus gaining more market shares from existing customer.
- New TAM > \$150 MB from 15 awarded new customers

STARS MICROELECTRONICS

Thank You

STARS MICROELECTRONICS

World-Class Facility and Clean Room Setup Class 100K to 1M, upgradeable and expandable	Experienced Engineering & Production Team 100+ experienced staff, 10+ years of experience, 100+ customer references	Robust Supply Chain Global supply chain with direct relationships, excellent quality control and logistics management
Advanced Equipment Full range of SMT, Assembly and test equipment, including Solder Paste Printing	ISO 9001:2015 & ISO 14001:2015 ISO 9001:2015 and ISO 14001:2015 certified	Financially Trustable with Strong Management Team Owned by 100% Thai Engineers and Technicians

STARS MICROELECTRONICS

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

Questions and suggestions of shareholders

1. **Ms. Nuchanat Youngchana, a shareholder present in the meeting,** asked the following questions.

1.1 The company has various products. As for mold, can the company modify and support the production of multiple products?

Mr. Virat Phugthai said that 90% of technology for mold production uses the same machine. The differences are in the software program and the duration of production. In case that a mold can be used with only a single customer, that customer will have to invest.

1.2 Does the company have its own R&D and how does the company develop know-how for the employees?

Mr. Virat Phugthai said that as for the plan to develop the employees, the company provides internal courses by using the customer's business for workshops. For example, the employees built a tester during the customer's production. As of now, the company is able to sell this tester to the customers which was part of the learning within the organization that can be continued.

1.3 What is the company's plan about flooding?

Mr. Virat Phugthai said that from the event of the Great Flood in 2011 and the current flooding situation, the Bang Pa-in Industrial Estate currently has a permanent anti-flooding system such as a construction of a dam surrounding the estate and the installation of the drainage pump system. On top of this, there are roads built as dams to prevent water, water amount monitoring and surveillance to learn about the situation better. The experience of flooding that the company had in the past will enhance future flood risk management.

1.4 The company imports raw materials and exports products. How does the company manage the exchange rate?

Mr. Virat Phugthai said that the company exports all of its products. The import and export use the same currency. If there is a change in the price of imported raw materials, the company can collect the rise in price from the customers.

Mr. Koratak Weeradaecha said that the company does natural hedging and buys forward exchange rate. The company closely manages the exchange rate. The record shows that the company has been managing the exchange rate well since the past.

1.5 Currently, the cost of energy is rising. How would this impact the cost of the company?

Mr. Virat Phugthai said that the energy cost that concerns the cost of the company would be electricity which is not high compared to the total sales number of the company. The company adjusts the price every six months, so this does not have a strong impact on the company. On top of this, the company installs solar cells on the roof of the building which helps the company manages electricity cost. For the logistic cost, the company uses an ‘ex-work’ method in which the customers handle the cost of shipment. Therefore, the main cost of the company is raw materials, and the company has adopted the SAP system to enhance the management more effectively.

There were no questions, the meeting facilitator concluded that the meeting acknowledged the report of the Board of Directors in 2021 according to the presentation of the CEO.

Resolution: The meeting was informed of the Board of Directors’ report on 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.

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 94-153 of the 2021 Annual Registration Statement/ Annual report (Form 56-1 One report) delivered along with the letter of invitation to the annual general meeting of the shareholders. Performance in 2021 according to the separate financial statement & consolidated financial statements of the Company and its subsidiaries can be summarized as follows:

	<u>Consolidated</u>	<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

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

Questions and suggestions of shareholders

1. **Mr. Sakchai Sakulmontree, the shareholder and proxy present in the meeting**, asks questions which can be summarized as follows.

- 1.1 In 2021 and 2022, what liabilities does the company have and what is the total amount of interest rate the company has to pay?
- 1.2 What are the businesses the company will invest in 2022? Where does the company source its fund?
- 1.3 What is the percentage of damaged goods?

Mr. Chotisak Promwas, Chief Financial Officer, said

1. The liabilities of the company consist of both long-term loan and short-term loan. The company has a burden to pay the interest rate for approximately 3 million baht per month. However, the trend for the interest payment declines because the company constantly pays the principle regularly.
2. As for business investment, since the company earns income from selling products, the earnings are spent with loans and investment. In 2021, most of the company investment was with the SAP system, not over 20 million baht, which can be used in the long run. The investment for machines and equipment were few.
3. The company has total damaged goods of not over 2% of total products. They are damaged goods from regular production.

Mr. Koratak Weeradaecha, Financial Director, also mentioned that damaged goods can be charged from customers.

2. **Ms. Supatra Sittichai, a shareholder present in the meeting**, asked

- 2.1 How much budget does the company expect to pay for Research & Development (R&D) in 2022?

Mr. Virat Phugthai, Chief Executive Officer, said that as for Research & Development, the company uses the budget from the investment of the customers while developing products for the customers. The main purpose is that the company will gain know-how from developing and producing the products for the customers and gain profit from selling. However, the company does not intend to own the products.

3. **Ms. Nuchanat Youngchana, a shareholder present in the meeting**, asked whether it is correct that the company produces products for selling and is not hired for research and development?

Mr. Virat Phugthai, Chief Executive Officer said that the company is hired for manufacturing by the client's order. The Research & Development service is a special service for customers who own the products. As the company brings knowledge from producing various products to help customers develop theirs, the company can 1) increase its value and collect mutual design fees from customers 2) retain the customers with the company 3) retain those products to be produced by the company and 4) differentiate the products.

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 2021 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, 2021 and the report of the auditor with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	429,471,124	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

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.

The meeting facilitator said that 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 Company had net profit (Separate) 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 (Separate)	208 Million Baht	78 Million Baht	(35.64) Million Baht
Total shares	841,523,581	-	-
Dividend per shares	0.05 Baht:shares	No dividend	No dividend
Total Dividend amount	42.07 Million Baht	-	-

The Board of Directors 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.

The meeting facilitator asked if there were any questions.

1. **Ms. Nuchanat Youngchana, a shareholder present in the meeting**, asked whether the dividend can be used as tax credit.

Mr. Wijaya Klinkesorn, Senior Director (Accounting & Finance) said that since the company pays out dividends to shareholders from the net profit that received the full amount of BOI investment promotion. Therefore, those who receive dividends are exempt from tax.

2. **Mr. Sakchai Sakulmontree, the shareholder and proxy present in the meeting**, asked what the highest rate for dividend that the company used to pay is it possible in the future to pay that same rate again?

Mr. Yunyong Sawasdi, Director and Company Secretary, said that the company paid the highest amount for dividend in 2010 at 0.70 baht, two times per year (first at 0.50 baht/share and second at 0.20 baht/share). The latest payment was in 2011 at 0.20 baht/share. Since then, the dividend had not been paid until now that the company saw a better performance with net profit. Therefore, the company paid a dividend in 2021 at

0.05 baht/share. Whether the dividend amount can be increased depends on the company's future performance.

There were no questions, The meeting facilitator moved that the meeting approve allocation of net profit as legal reserves in the amount of Baht 11,000,000 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. 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 11,000,000 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 with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	429,471,124	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

Agenda 5 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, 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, 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 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 members. Therefore, they are qualified and beneficial to the business of the Company.

The Board of Directors recommends proposing the Meeting should reappoint the 2 Directors

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

Resolution: 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.

(1) **Mr. Prompong Chaikul** was reappointed to be Director with the following votes.

Approval	429,471,124	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

(2) **Mr. Nattapong Chaikul** was reappointed to be Director with the following votes.

Approval	429,471,124	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

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

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 as follows.

	Position	Remuneration (Baht/person /month)		Meeting allowance (Baht/person /meeting)
		2564 (Old)	2565 (New offer)	2565 (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 Remuneration Committee	Chairman	0	0	5,000
	Member	0	0	5,000
Risk Management Committee (Only the one who comes from Independent Director)	Chairman	0	0	5,000
	Member	0	0	5,000

* Other benefit -none-

The meeting facilitator asked if there were any questions.

Question and suggestion of shareholder:

1. **Mr. Sakchai Sakulmontree, the shareholder and proxy present in the meeting,** asked apart from the raise of 5,000 baht for the committee, does the committee get any other benefits and why?

Mr. Kanath Srisupa-at, Financial and Compliance Consultant, replied that there were no other benefits. The Nomination and Remuneration Committee has considered the raise carefully. The reason was made after the committee compared the remuneration with other registered companies in the same industry and found that it was lower than average

As no questions were raised, the meeting facilitator moved that the meeting approve the remuneration of Directors and Committee Members for 2022 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 2022 with the vote more than two-thirds of the total number of votes of the shareholders attending the meeting.

Approval	429,471,124	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

Agenda 7 **Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2022.**

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 2022 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)

from EY Office Limited as the external auditor of the Company and sub-company for the year 2022 because EY Office Limited has experience and a worldwide network and is recognized in many countries. 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 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.

(Note: 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.)

The auditor fee for the year 2022 proposed totally 2,245,000 Baht, 100,000 Baht more than that of 2021. Last year, the auditor did not charge additional audit fee despite the adoption of a new accounting system and more complicated auditing process due to social distancing required for Covid measures because the auditor considered that the company would be impacted from the economy. Therefore, in 2022, the auditor asked for a raise due to the aforementioned reasons from last year. After negotiation from the management team and the Board of Directors, the price increase was agreed at 100,000 baht. There was no increase for the subsidiary. In addition, the company presented the company's audit fee information for the shareholders as shown on the slides and in the invitation letter for this meeting which has been sent in advance.

(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

The meeting facilitator asked if there were any questions.

Question and suggestion of shareholder:

1. **Ms. Nuchanat Youngchana, a shareholder present in the meeting,** asked the following questions.
 - 1.1 This is a question to the certified auditor of EY Office Limited. What are Key Audit Matters (KAM) for the company in 2021? With inflation, the rise of

product price, and the impact of exchange rate, in terms of audit, how do you look ahead and plan for the audit in 2022?

Ms. Vissuta Jariyathanakorn, an auditor from EY Office Limited, said that in 2021 the Key Audit Matters was the company's revenue recognition because it impacted the profit of the company, and this will remain the Key Audit Matters for this year as well as there may be factors that impacted the revenue of the company. The revenue recognition must be precise according to accounting standards. Revenue declared by the company must come from actual sales. Other matters remain not as important.

1.2 What was the program the company used before adopting SAP?

Mr. Chotisak Promwas, Chief Financial Officer, said the company used the Infor Syteline Version 9 before adopting the SAP HANA in the present.

As no questions were raised, The meeting facilitator then moved that the meeting approve the appointment of the auditors and the remuneration for 2022 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 2022 as proposed, with the majority vote of the shareholders who attend the meeting and casting their votes as follows;

Approval	429,471,124	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

Agenda 8 Consider any other businesses (if any).

The meeting facilitator asked if there were any questions.

Question and suggestion of shareholder:

1. **Ms. Nuchanat Youngchana, a shareholder present in the meeting**, asked the following questions.

1.1 Has the company always used EY Office Limited as auditors?

Mr. Wijaya Klinkesorn, Senior Director (Accounting & Finance), said the company has always used EY Office Limited as auditors.

- 1.2 In addition to existing product groups, does the company have a tendency to produce other products such as some companies that have produced parts for electric vehicles?

Mr. Virat Phugthai said that the company can produce any products related to electronic equipment. Currently, the main product group is in the Optics group which is applied to optical fiber communication. In Thailand, only few manufacturers exist while the demand in the market is high. Another main product is related to the automatic vehicle driving control system or known as Lidar System. PCBA product group, the main business group, will apply this with PLC (Programmable Logic Control) machine control or used with the battery charger for vehicles. Existing machines in the company are available for all kinds of electronic devices.

- 1.3 How much does the impact of COVID-19 outbreak have on the company?

Mr. Virat Phugthai said that in order to prevent the spread of COVID-19, currently 98% of the company's employees are vaccinated by an average of three doses each. In July 2021, COVID-19 infected employees were at around 100 while in the present they were only 4-5 infected employees. After the Songkran Festival, only 1% of employees are infected, so the situation is under control.

- 1.4 How much does increased labor cost impact the company?

Mr. Virat Phugthai said it does not impact the company because the company already pays a higher rate when compared to companies in the same industry.

- 1.5 Does SMT's revenue have a cycle? Does the company have an advanced order plan?

Mr. Virat Phugthai said that SMT's revenue does not have a cycle or is not seasonal. The revenue depends on customer acquisition and production efficiency.

- 1.6 Is there OEM contracts with customers in case of the rise in raw material price? Does the company need to increase the selling price? Is it all OEM?

Mr. Virat Phugthai said the company makes OEM contracts with customers in the form of a mutual agreement. If the price of raw materials increases, the company will inform the customers that it will raise the price of raw materials according to the price from suppliers. The main source of the company's income is from producing products for customers while additional income is from helping customers to develop their products.

2. **Mr. Sakchai Sakulmontree, the shareholder and proxy present in the meeting,** asked to what extent does the situation between Russia and Ukraine affect the company? **Mr. Virat Phugthai** said that the company has analyzed the situation and if the situation does not escalate, it will not impact the company directly but may impact suppliers buying raw materials from the conflict zone. The impact is that raw materials logistics will take longer, but the customers will pay for the logistic fee. As for the question of how severe the impact of raw material shortage is, the material shortage for chips was the worst in Q3 and Q4 of 2021. In Q1 2022, the situation started to improve. For example, the lead frame for IC manufacturing during the challenging time was about one year while the current lead time reduces to about 30 weeks. The company also prepares a backup plan by negotiating with the suppliers for the list of raw materials that may face supply shortage to produce and stock them beforehand. The contracts with customers are also made in the form of material authorization. As of present, the situation for material shortage is considered to have been resolved. The company is confident that the situation will improve for Q2 2022 as the company will be able to secure raw materials easier than Q1 in which the company went through the worst situation.

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

Company's Articles of Association relating to the EGM No.1/2022

Shareholder

Clause 24 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.

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

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

Proxy and Voting

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

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

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

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

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

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

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

- d. amendment of the memorandum of association or articles of association.
- e. increase or reduction of the capital of the Company or the issuance of debentures.
- f. the amalgamation or liquidation of the Company.

Enclosure 3

Profile of Independent Director Proposed by the Company to Represent Shareholders for the EGM No. 1/2022



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 May 2022)

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



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 May 2022)

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

3. Professor Dr.Kamphol Panyagometh



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

Age: 49 years

% of shareholding -none-
(as of 31 May 2022)

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

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 4

Duty Stamp
Amount
20 Baht

PROXY FORM A (SIMPLE FORM)

Written at.....

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

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

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

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

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

as only one of my / our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2022 to be held on **Friday, July 15, 2022 at 14.00 p.m.** in form of Electronic Meeting (E-EGM) 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)

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

Duty Stamp
Amount
20 Baht

PROXY FORM B (SPECIFIC DETAILS FORM)

Written at

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

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

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

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

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

as only one of my / our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2022 to be held on **Friday, July 15, 2022 at 14.00 p.m.** in form of Electronic Meeting (E-EGM) 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 2022.**

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

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

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 2: Consider and approve the addition of the Company's Objectives (item 41, item 42 and item 43) and amendment of the Company's Memorandum of Association, Clause 3 Company's Objective.**

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 3: Consider any other businesses (if any).**

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

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

☐ Approve ☐ Disapprove ☐ Abstain

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

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

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

Signed Shareholder
()

Signed Proxy
()

Signed Proxy
(Assoc.Prof.Dr.Preecha Jarungidanan)

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

Signed 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 Extraordinary General Meeting of Shareholders No.1/2022 to be held on **Friday, July 15, 2022 at 14.00 p.m.** in form of Electronic Meeting (E-EGM) or at any adjournment thereof.

☐ **Agenda No ____:** _____

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

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

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No ____:** _____

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

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

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No ____:** _____

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

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

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No ____:** _____

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

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

☐ Approve

☐ Disapprove

☐ Abstain

Duty Stamp
Amount
20 Baht

PROXY FORM C

(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

Written at

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

(1) I / We.....Nationality.....
with address at.....Road.....Tambol/Khwang.....
Amphur/Khet.....Province.....Postal Code.....
As the custodian of.....
being a shareholder of Stars Microelectronics (Thailand) Public Company Limited.

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

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

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

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

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

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

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

as only one of my / our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No.1/2022 to be held on **Friday, July 15, 2022 at 14.00 p.m.** in form of Electronic Meeting (E-EGM) or at any adjournment thereof.

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

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

☐ The Proxy is authorized for certain shares as follows:

☐ ordinary share_____shares, entitling to vote _____votes

Total entitled vote _____ votes

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

☐ **Agenda 1: Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2022.**

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

☐ **Agenda 2: Consider and approve the addition of the Company's Objectives (item 41, item 42 and item 43) and amendment of the Company's Memorandum of Association, Clause 3 Company's Objective.**

- ☐ (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 3: Consider any other businesses (if any).**

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

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

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

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

Signed Shareholder

()

Signed Proxy

()

Signed Proxy

(Assoc.Prof. Dr.Preecha Jarungidanan)

Signed Proxy

(Assoc.Prof.Dr.Aekkachai Nittayagasetwat)

Signed Proxy
(Prof.Dr. Kamphol Panyagometh)

Remarks:

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the non-Thai Shareholder appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholder of **Stars Microelectronics (Thailand) Public Company Limited**, for the Extraordinary General Meeting of Shareholders No.1/2022 to be held on **Friday, July 15, 2022 at 14.00 p.m.** in form of Electronic Meeting (E-EGM) or at any adjournment thereof.

☐ **Agenda** _____.

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

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

☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

☐ **Agenda** _____.

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

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

☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

☐ **Agenda** _____.

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

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

☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

☐ **Agenda** _____.

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

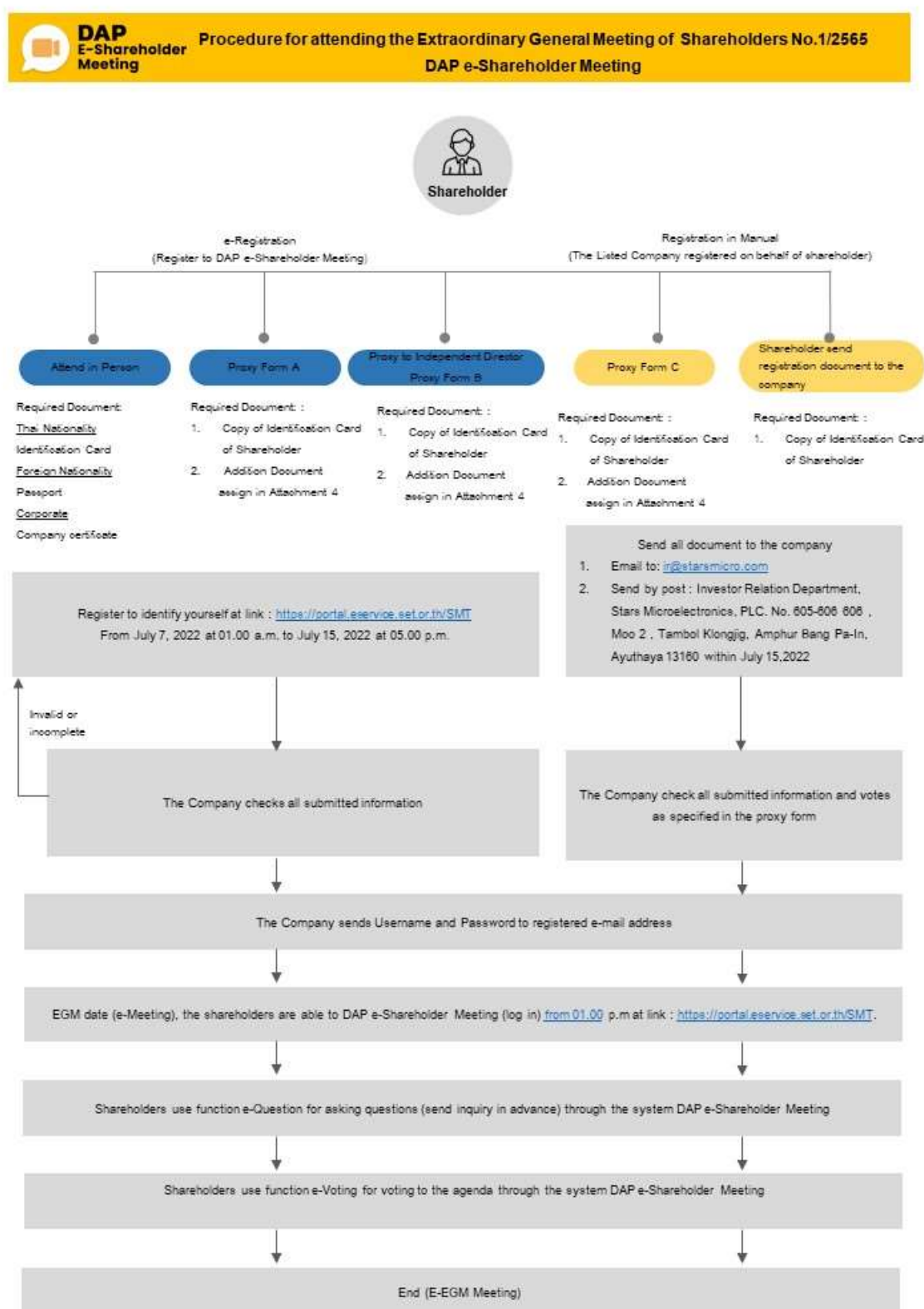
☐ (b) The Proxy must cast the votes in accordance with my / our following instruction:

☐ Approve _____ vote ☐ Disapprove _____ vote ☐ Abstain _____ vote

Enclosure 5

Guidelines for Attending the Extraordinary General Meeting of Shareholders through Electronic Meeting (E-EGM) and the Appointment of Proxies, Conditions, Rules and Procedures to Attend the Meeting.

(For registration, please prepare an electronic device, PC Computer/Notebook/Tablet/Mobile by access to DAP e-shareholder Meeting via Web Browser: Chrome with 4G or home internet.)



1. Attend the Meeting

The Company has passed a resolution to convene the Extraordinary General Meeting of Shareholders No.1/2022 on Friday, July 15, 2022 at 14.00 p.m.. The meeting will be conducted in form of electronic meeting (E-EGM) one format only. Attendance in person: Shareholders must register to identify yourself from July 7, 2022 at 01.00 a.m. to July 15, 2022 at 05.00 p.m. and learning from User Manual Electronics Meeting System manual. (attachment No.6)

2. Shareholders who do not wish to attend the Meeting by Teleconference using Electronic devices (E-EGM)

(For registration, please prepare an electronic device, PC Computer/Notebook/Tablet/Mobile by access to DAP e-shareholder Meeting via Web Browser: Chrome with 4G or home internet.)

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) Shareholders must register <https://portal.eservice.set.or.th/SMT> or QR Code



(2) In the event that shareholders cannot register, please send the above documents to Email: ir@starsmicro.com within July 15, 2022. After verifying the list of shareholders according to the

information at the record date, the Company will register, and the shareholder will receive Username and Password via e-mail for using to login to the system on the day of the Extraordinary General Meeting of Shareholders.

1.2 The Company or Attendance by proxy:

- The shareholder using proxy may grant the power to the proxy for all of the shares and may not grant only a portion of the shares, except the Custodian.
 - The proxy shall deposit the proxy instrument at the registration desk. The proxy instrument shall be duly completed and signed. Any change or deletion of important content must be affixed with signature of the shareholder. The proxy instrument shall be affixed with Baht 20 stamp duty.
- In addition, the Company will facilitate in affixing the stamp duty when the shareholder require for registering to attend the meeting.

- **Documents required from the proxy:** a photocopy of citizen identification card or civil servant identification card of the proxy, certified true copy by the proxy.

- **Documents required for appointment of proxy:**

- **If individual shareholder has Thai nationality:** a photocopy of citizen identification card or civil servant identification card of the shareholder, certified true copy by the shareholder.

- **If individual shareholder has foreign nationality:** a photocopy of foreigner's certificate or passport or another document which is used in lieu of passport of the shareholder, certified true copy by the shareholder.

- **If the shareholder is a juristic person:**

- **Thai Juristic person:** a copy of Affidavit issued not exceeding 6 months by Department of Business Development, Ministry of Commerce, certified true copy by the authorized director(s) of such juristic person, a photocopy of citizen identification card of the authorized representative(s), certified true copy by the authorized representative(s).

- **Foreign Juristic person:** a copy of Affidavit issued by the relevant authority in the country where the juristic person is established, certified true copy by authorized representatives. If the documents are made in a foreign country, the certification of signature by a notary public or an office or a person authorized to certify signatures as generally accepted is required.

- If fingerprint is affixed in lieu of signature, fingerprint of left thumb shall be affixed together with the phrase "fingerprint of left thumb of" Two witnesses shall sign and certify genuine fingerprint of such shareholder. Fingerprint shall be affixed before the witnesses. Certified true and correct copy of citizen identification card or civil servant identification card of the witnesses shall also be attached.

1.3 A shareholder deceases: An estate administrator shall be present in the Meeting in person or appoint a proxy. A Court's order appointing estate administrator certified by the competent officer and issued not exceeding 6 months before the date of the Meeting shall be presented.

1.4 A shareholder is a minor: Parents or lawful guardian of the shareholder shall be present in the Meeting in person or appoint a proxy. A copy of Household Registration of the minor shareholder shall also be presented.

1.5 A shareholder is an incompetent or quasi-incompetent: A guardian or custodian of the shareholder shall be present in the Meeting in person or appoint a proxy. A Court's order appointing guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of Meeting shall be presented.

Send Email : ir@starsmicro.com (within 15 July, 2022). And The Company requires you to also send the original documents to:

Investor Relation Department,
Stars Microelectronics (Thailand) Public Company Limited,
605-606 , Moo 2 , Tambol Klongjig, Amphur Bang Pa-In, Ayuthaya 13160

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
- (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.

After verifying the list of shareholders according to the information at the record date, the Company will issue Username and Password for the shareholders via e-mail for using to login to the system on the day of the Extraordinary General Meeting of Shareholders.

Remark: In case the shareholders appoint a proxy to attend the meeting on their behalves, or appoint the Independent Director as a proxy by using the Proxy Form, which the voting in each agenda item is not specified in advance (Proxy Form A), the proxy can attend the meeting via DAP e-Shareholder Meeting system and cast votes on the date of the Extraordinary General Meeting of shareholders. In case the shareholders appoint a proxy to attend the meeting on their behalves, or appoint the Independent Director as a proxy by using the Proxy Form, in which the voting in each agenda item is specified un advance (Proxy Form B), the proxy will not be able to attend the meeting via DAP e-Shareholder

Meeting system and cast votes on the meeting date. In this regard, the shareholders will be able to watch the meeting which will be broadcasted live WebEx. The Company will subsequently inform the shareholders of the Channel to watch the broadcasted meeting prior to the meeting date.

2. Shareholders and proxies who do not wish to attend the meeting by Teleconference using Electronic Devices (E-EGM)

Shareholders who do not wish to attend the Meeting by Teleconference using Electronic devices (E-EGM). For those shareholders who are unable to attend the Meeting in the form of Teleconference using Electronic devices (E-EGM) themselves, the Company recommends the shareholders appoint an **independent director as their proxy to attend the meeting in person.** (Details of the Proxy Forms A, B and C appear in the invitation letter) can select only one Attachment 4

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.
3. Affix the 20 Baht stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registering to attend the Meeting
4. Submit the completed Proxy Form together with the Register form (which has a Barcode) return it to the Company within July 15,2022 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 *except for the Custodian appointed by the non-Thai shareholder in accordance with Proxy Form C.*

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, ir@starsmicro.com 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.

Sending questions in advance

Shareholders are able to send relevant questions in advance via Email: ir@starsmicro.com, within 15 July 2022, only. The Company will collect relevant questions in each agenda and record in the meeting minutes after the meeting is completed.

Shareholders or proxies who attend the meeting on the meeting day can also ask according to the meeting agenda.

Meeting Registration for EGM No.1/2565

Shareholders or proxies can download the manual and operation video on the website:

<https://investor.starsmicro.com/th/shareholder-info/shareholders-meeting/>

or QR Code

**Ground Rules for the Meeting**

In compliance with the good governance principles regarding the Extraordinary general meeting of shareholders No.1/2565 , the Company would like to inform shareholders of the following rules.

1. The Company provides video recordings of this meeting.
2. The meeting documents for EGM No.1/2022 was posted on the company website on **July 1, 2022** and the Securities Exchange of Thailand was duly informed of such.

Remark: For conducting an electronic shareholders meeting to be in accordance with laws in relation to the Personal Data Protection through DAP e-shareholder Meeting, the Company will keep, gather, use and disclose personal information of each shareholder by complying with relevant laws and for the purpose of providing service to shareholders in attending the shareholder meeting only. Information of all shareholders will be protected as prescribed by laws.

Procedures for Vote Counting and Voting Results Report of the Extraordinary General Meeting of Shareholders No.1/2022 by Teleconference using Electronic Devices (E-EGM).

Voting

Voting Regulation

General Agenda:

1. A voting by using DAP-e shareholder meeting, 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.

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 voting in the system 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

User Manual Electronics Meeting System
(DAP e-Shareholder Meeting).

User Manual

e-Shareholder Meeting System



DAP e-Shareholder Meeting

Contents

1

Preparation for DAP e-Shareholder Meeting

2

Steps of e-Registration

3

Steps of joining the e-Meeting

4

e-Question and e-Voting functions

5

Resetting password

1

Preparation for DAP e-Shareholder Meeting



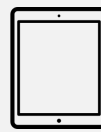
For registration, please prepare an electronic device with a camera.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome (recommended)



Safari



Internet Explorer

Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person
certificate



ID Card

or



Passport

1

Preparation for DAP e-Shareholder Meeting



Registration methods for attending
the shareholder meeting

1

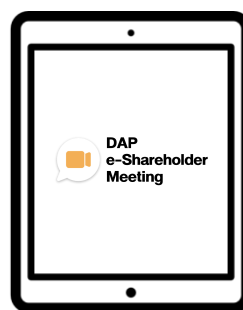
e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to independent director (B)



* In the case of appointing a proxy to another person (B), registration can be done by sending documents to the company (Method 2).

2

Register by sending documents to the company*

For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

*Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

2

Steps of e-Registration

Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1. Click “New registration”

2. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking ☒ and click “OK”

2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 1

Choose a registration form



Attend in person



Proxy

Step 2

Specify the type of shareholder



Thai person



Foreign person /
Person without the ID card



Juristic person

Step 3

Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click "Next"

Step 4

Enter OTP



Please fill 6 digits to confirm

Reference Code : YBPCYJ

[Resend OTP](#) (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

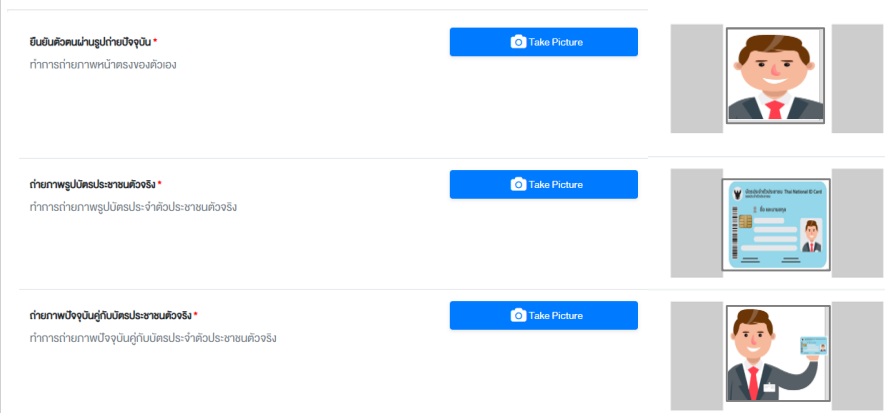
2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 5

Take pictures of yourself



ยืนยันตัวตนผ่านรูปถ่ายปัจจุบัน *

ทำการถ่ายภาพหน้าตนเอง

Take Picture

ถ่ายภาพรูปบัตรประชาชนตัวจริง *

ทำการถ่ายภาพรูปบัตรประชาชนตัวจริง

Take Picture

ถ่ายภาพปัจจุบันถือบัตรประชาชนตัวจริง *

ทำการถ่ายภาพปัจจุบันถือบัตรประชาชนตัวจริง

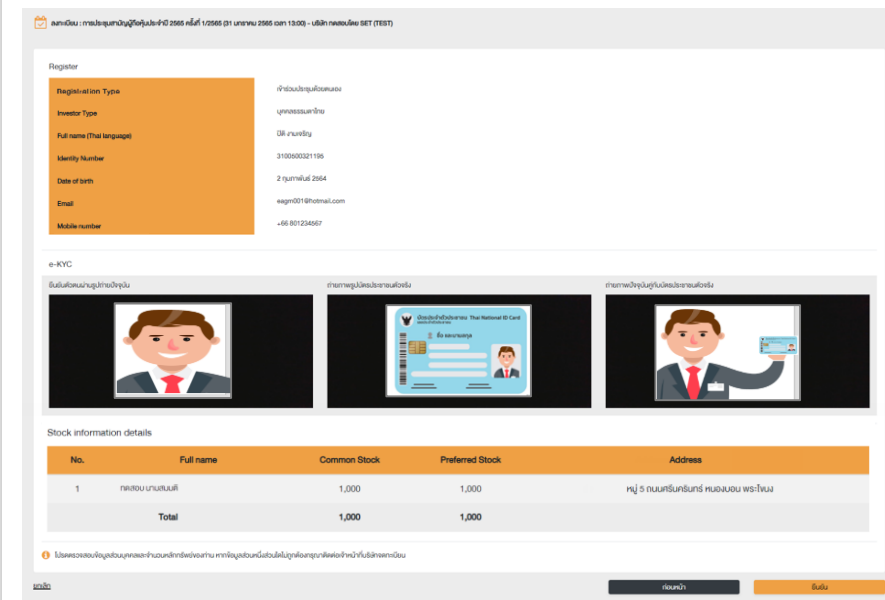
Take Picture

Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

- Picture 1 : Picture of yourself
- Picture 2 : Picture of your ID card
- Picture 3 : Picture of yourself holding the ID card

Step 6

Review registration and securities holding information



สถานะ: ยืนยัน - การลงทะเบียนเสร็จสิ้นแล้ว (ID 2565 รหัส 1 2565 01) หมายเลข 2565 วันที่ 13/05 - บริษัท ไทยเบฟเวอเรจ จำกัด (มหาชน)

Register

Registration Type	เจ้าของประเภทบุคคล
Investor Type	บุคคลธรรมดา
Full name (Thai language)	DR. นพ.วิทย์
Identity Number	3105030321195
Date of birth	2 กุมภาพันธ์ 2564
Email	eeagn001@hotmail.com
Mobile number	+66 801234567

e-KYC

ยืนยันตัวตนผ่านรูปถ่ายปัจจุบัน

ถ่ายภาพรูปบัตรประชาชนตัวจริง

ถ่ายภาพปัจจุบันถือบัตรประชาชนตัวจริง

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	หุ้นสามัญ	1,000	1,000	หมู่ 5 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพฯ
Total		1,000	1,000	

หมายเหตุ: ข้อมูลการลงทะเบียนและการถือหลักทรัพย์จะแสดงตามข้อมูลที่ยืนยันแล้ว หากข้อมูลไม่ถูกต้อง กรุณาแก้ไขข้อมูลก่อนดำเนินการต่อไป

ยืนยัน

Submit

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

Step 1

Choose a registration form



Attend in person



Proxy

Step 2

Specify the type of shareholder



Thai person



Foreign person /
Person without the ID card



Juristic person

Step 3

Fill out personal information

Foreign person /

Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click “Next”

Step 4

Enter OTP



Please fill 6 digits to confirm
Reference Code : YBPCUJ

Resend OTP (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click “Next”

Step 5

Take a picture of yourself / Attach files

Take a picture of yourself and upload attachments as specified in the invitation letter [อัปโหลดไฟล์](#)

Upload attachments as specified in the invitation letter [อัปโหลดไฟล์](#)

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.3 Proxy to another person (A)

Step 1

Choose a registration form

☐ Attend in person ☒ Proxy

Step 2

Specify the type of proxy

☒ Proxy to another person (A) ☐ Proxy to independent director (B)

Step 3

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

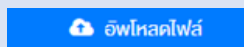
Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click “Next”

- Enter OTP

Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number



The shareholder uploads the proxy form A with attachments as specified in the invitation letter

Proxy form A can be downloaded at [เอกสารใบมอบฉันทะ ก.](#)

Click “Next”

Step 5

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

2

Steps of e-Registration

2.4

Proxy to independent director (B)

Step 1

Choose a registration form

Step 2

Specify the type of proxy

Step 3

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

Step 4

Specify the name of the independent director

Step 5

Cast a vote in advance

Step 6

Review registration and securities holding information

☐ Attend in person ☒ Proxy

☐ Proxy to another person (A) ☒ Proxy to independent director (B)

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking ☒ and click “Next”

- Enter OTP

Specify an independent director you wish to appoint a proxy

Independent Director*

Independent Director

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

☒ Agree ☐ Disagree ☐ Abstain

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

☐ Agree ☐ Disagree ☐ Abstain

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain

อัปโหลดไฟล์

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบอำนาจ](#)

Click “Next”

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

3

Steps of joining the e-Meeting

Step 1

<https://portal.eservice.set.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company
Click the meeting link in the email received from the system.

Step 2

Login

Email
Email

Password
Password

[Forgot password](#)

Login

Enter username (email address that you have registered) and password

Step 3

Meeting list

Company Name Meeting Type Status Year

Company Name Meeting Type Status Year

Search Cancel

Annual General Meeting of Shareholder for the year 2022 No. 1/2022

บริษัท คอลอเรีย SET

Active

19 July 2022 AGM Online

1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click on the meeting you wish to join

Step 4

Meeting list

Join Meeting

Meeting information Agenda Q&A Summary voting results

Meeting information

Company Name: DAP (มหาชน) SET

Company Symbol: TSET

Meeting Name: Annual General Meeting of Shareholder for the year 2022 No. 1/2022

Meeting Type: AGM

Meeting Location: via electronic meeting @ ASX at 11:00 PM

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	mettel co.,ltd.	1,000	1,000	201011 ng 11 road (Bangkok) mettel co.,ltd.
Total		1,000	1,000	

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click "Join Meeting" Join Meeting
- Agree to the terms and conditions of service by marking ☒ and click "Join Meeting"
- Confirm name and voting rights
- Enter OTP

3

Steps of joining the e-Meeting

Meeting Room

Open WebEx

Leave Meeting

DAP e-Shareholder Meeting

1

คุณกรรมการ อิสระ ประธานกรรมการ

ประชุมสามัญผู้ถือหุ้นประจำปี 2564

Unmute Start video Start Sharing

3 4

Send Question or Vote

Submit Vote Send Question

- Agenda
- To acknowledge the overall operation of the Company during 2021
 - To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
 - To consider and approve the appointment of Directors for replacement of those who retired.
 - Mr. A
Mr. B
- Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
- Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
- Agenda No 4.2 To consider and approve the audit fee for the year 2022

Q&A 5

Summary voting results 6

Q&A

+ To acknowledge the overall operation of the Company during 2021

Question : I would like to know the operating results of the company in 2021

Remark :

06 February 2022 14:09

Delete

Completed

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดลาออก

Remark : ยกยอดไปตอบในวาระที่ 3

06 February 2022 14:09

Delete

Completed

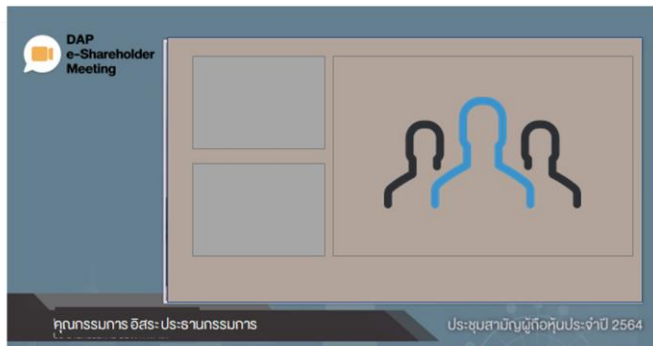
Description

- Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting, If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
- Current agenda will be indicated by star icon and yellow bar.
- e-Voting functions: voting can be casted only within appointed time frame
- e-Question functions: queueing your questions for both current and upcoming agenda
- Your questions submitted in the meeting
- Voting results: It will be only shown after the company has announced results for each agenda

4

e-Question and e-Voting functions

e-Question functions



- Agenda
- 1 To acknowledge the overall operation of the Company during 2021
 - 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
 - 3 To consider and approve the appointment of Directors for replacement of those who retired.
Mr. A
Mr. B
 - 4 Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Submit Vote

Send Question

During the meeting, shareholders can submit questions in advance:

1. Click "Send Question" Send Question
2. Choose the agenda you wish to ask question
3. Type your question (Optional)
4. Click "Send Question" Send Question

Send Question

Agenda *

Select agenda

Question (Optional)

0/1000

Close Send Question

When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

e-Voting functions

Submit Vote

Send Question

Submit Vote

Agenda

To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Submit Vote

☒ Agree All ☐ Disagree All ☐ Abstain All

Shareholder : Mr. A Tester

☐ Agree ☐ Disagree ☐ Abstain

1) Proxy : Mr. B Testertproxy

☐ Agree ☐ Disagree ☐ Abstain

2) Proxy : Mr. C Testertproxy

☐ Agree ☐ Disagree ☐ Abstain

Close Submit Vote

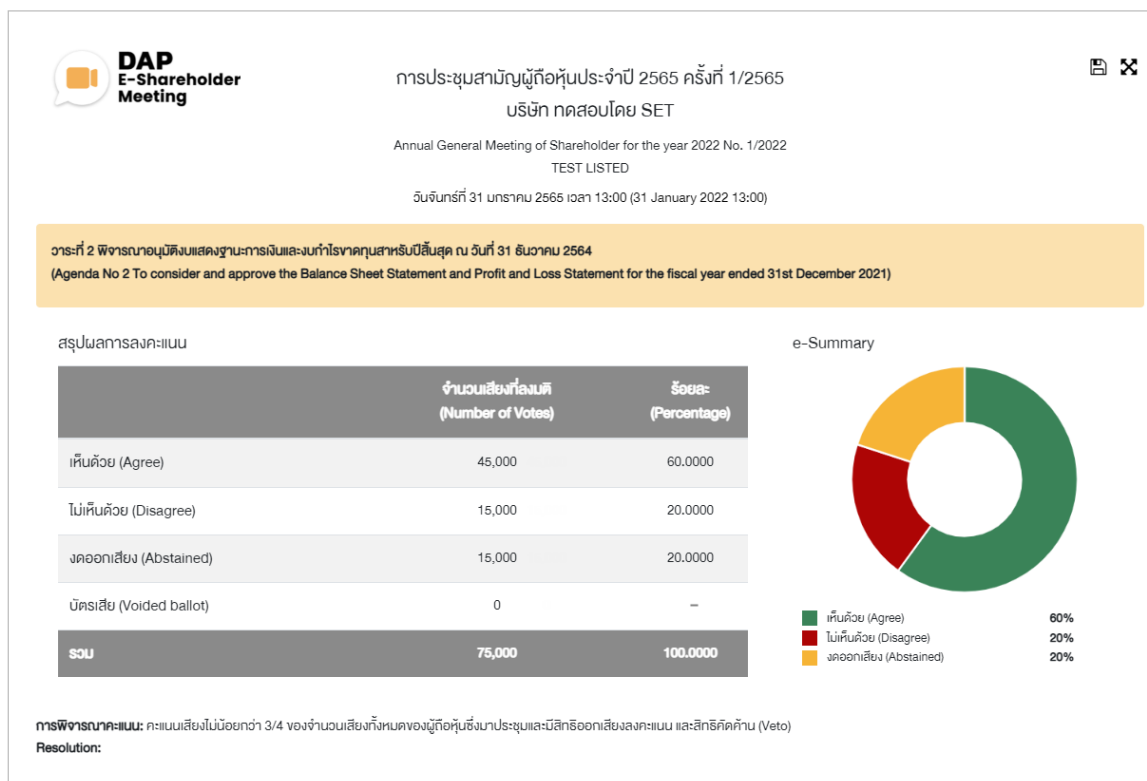
For each agenda, there are 3 voting options:
"Approve", "Disapprove" and "Abstain"

1. Click "Submit Vote"
2. Vote within the period of time given for both your vote rights and proxy's (if any)
3. Click "Submit Vote" Submit Vote

Shareholders are able to vote only within given time frame.

e-Voting functions

Example of voting results



Send Question or Vote Submit Vote Send Question

Q&A Summary voting results

Summary voting results

No.	Agenda Name	Vote	Summary
1	To acknowledge the overall operation of the Company during 2021		
2	To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020	✓	
3	To consider and approve the appointment of Directors for replacement of those who retired.		
4	Mr. A	✓	
5	Mr. B	✓	

✓ Agenda has voting, Voting Result Summary

After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the icon

5

Resetting password



To retrieve your password, shareholders can reset password by clicking “Forgot password” button.

DAP E-Shareholder Meeting

TEST LISTED
Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email

Password

Forgot password

Login

or

New registration

[Investor Registration Manual](#)
Recommended Browser: Chrome

There are 2 options to reset your password:

1 Reset password via email

Enter your registered email

Forgot password

Email *

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Check your inbox

Email sent success

Please check your email to reset your password

Close

Set new password

Reset password

Email
eservice002@hotmail.com

Password

Confirm password

Submit

2 Reset password via mobile phone number

Click the link to reset password via mobile phone

Forgot password

Email *

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Enter your mobile phone number

Forgot password

Mobile number *

Mobile number

Please enter the registered mobile address

[Password reset with email](#)

Close Submit

Request for OTP and enter OTP

Please fill 6 digits to confirm

Reference Code : FBJMFV

[Resend OTP](#) (01:22)

Set new password

Reset password

Password

Confirm password

Submit

To download user manual,



DAP e-Shareholder Meeting



shareholders could study more information at:

<https://www.set.or.th/en/eservice/shareholder.html>



Or scan the following QR Code:

