



**Invitation to
The Annual General Meeting of Shareholders
for the year 2023
Stars Microelectronics (Thailand) Public Company Limited**

SMT

**Thursday, April 27, 2023 at 14.00 p.m.
At Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel,
Viphavadee rangsit Road, Laksi, Donmuang, Bangkok**

Invitation to the Annual General Meeting of Shareholders for the year 2023

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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 Relations Tel: 035-258-555 ext. 313

April 1, 2023

Subject : Invitation to the Annual General Meeting of Shareholders (“AGM”) for the year 2023

To : Shareholders

Enclosure :

1. Copy of Minutes of the Extraordinary General Meeting of Shareholders No.1/2022
2. Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report) and Sustainability Report 2022
3. Profile of the nominated persons to be Directors in replacement of those who will retire by rotation, definition of Independent Directors and information for considering appointing Independent Directors.
4. Company’s Articles of Association relating to the AGM 2023.
- 5 Documents required prior to attending the meeting, proxy, registration and voting.
6. Profile of Independent Director proposed by the company to represent shareholders.
7. Proxy Form A. Form B. and Form C.
8. A map of the conference hall.

The Board of Directors of Stars Microelectronics (Thailand) Public Company Limited (“**the Company**”) has passed a resolution to convene the Annual General Meeting of Shareholders for the year 2023 (“**the Meeting**”) on **Thursday, April 27, 2023 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok** to consider the following agendas:

Agenda 1 **Adoption of Minutes of the Extraordinary General Meeting of Shareholders No.1/2022.**

Preamble: The Minutes of the Extraordinary General Meeting of Shareholders No.1/2022 held on July 15, 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 Extraordinary General Meeting of Shareholders No.1/2022 held on July 15, 2022 which has correctly been stated to proposing the Meeting to consider and adoption.

Note: This agenda requires an approval vote from the shareholder meeting by the majority vote of the shareholders who attend the meeting and casting their vote according to Article 28 of the Articles of Association.

Agenda 2 **Be informed of the Company's performance of the year 2022.**

Preamble: The Company has summarized its operating results and major developments happening during the past year to the Meeting as per the Company's Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report) and Sustainability Report 2022 which was enclosed herewith in Enclosure 2.

Board of Directors' Opinion: recommends proposing the Meeting to acknowledge the Company's performance and major changes during the year 2022.

Note: This agenda shall not be determined by vote since it is only to be informed shareholders to acknowledge.

Agenda 3 **Consider and approve the statement of financial position and income statement for the year ended on December 31, 2022 and the report of the auditor.**

Preamble: To comply with the Public Limited Companies Act, B.E.2535, the Company shall prepare the statement of financial position and income statement at the end of the fiscal year of the Company and arrange for it to be audited and certified by the Company's auditor before passing to the shareholders for approval.

Board of Directors' Opinion: recommends proposing the Meeting to consider and approve the statement of financial position and income statement of the year ended on December 31, 2022 as duly audited and certified by the auditor from EY Office Limited, and reviewed by the Audit Committee. The summary of the Company's financial status and performance during the year 2022 is as follows:

	<u>Consolidated</u>	<u>Separate</u>	
Total Assets	2,717	2,707	Million Baht
Total Liabilities	827	828	Million Baht
Total Revenues	2,917	2,901	Million Baht
Net Profit	304	303	Million Baht
Earnings per Share	0.36	0.36	Baht/Share

Details of the above are shown in the financial statements of the Company's Annual Report for the year 2022 which was enclosed herewith in Enclosure 2.

Note: This agenda requires an approval vote from the shareholder meeting by the majority vote of the shareholders who attend the meeting and casting their vote according to Article 28 of the Articles of Association.

Agenda 4 Consider and approve the allocation of net profit as legal reserves and approve the dividend payment from the operating result of the year 2022.

Preamble: According to the Public Limited Companies Act, B.E.2535, the company must allocate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction from the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital. According to the financial statement of the Company as of December 31, 2022, the Company had net profit (Separate) of 303 Million Baht , the Company shall allocate legal reserves in year 2022 at the amount of 15,200,000 Baht

Dividend Policy: The rate of 40% of the net profit after tax and legal reserves. The Board of Directors has the authority to refrain from following the policy (with additional conditions). In 2022, the Company had the net profit of 303 million baht. Thus the Board of Directors deemed it appropriate to pay the dividend from the operating result of year 2022, period from January 1, 2022 to December 31, 2022, at Baht 0.06 per share, paid by cash from retain earning with the BOI privileges. Total amount of 50,733,134 Baht. The dividend is in line with the dividend policy of the Company.

Details of Dividend payment Year 2020-2022

	2022	2021	2020
Net (Loss) Profit (Separate)	303 Million Baht	208 Million Baht	78 Million Baht
Total shares	845,552,233 shares	841,523,581 shares	-
Dividend per shares	0.06 Baht:shares	0.05 Baht:shares	No dividend
Total Dividend amount not exceeding of	50.73 Million Baht	42.07 Million Baht	-

Board of Directors' Opinion: recommends proposing the Meeting to consider and approve the allocation of net profit as legal reserves at the amount of 15,200,000 Baht and approve the dividend payment by cash from the operating result of the year 2022 at Baht 0.06 per share. The dividend payment will be paid from retain earning with the BOI privileges at the amount of 50,733,134 Baht (Book closing date is 28 February 2023), however, the Company is in the process of a share repurchase program. The Shareholders who are eligible to receive dividend must have their names on the name list of the Company's shareholders on Wednesday 10, May 2023. The dividend will be paid on Thursday 25, May 2023.

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

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

Preamble: The Public Limited Companies Act, B.E.2535 and Article 13 of the Articles of Association of the Company require the General Meeting of Shareholders to consider and approve the appointment of new directors to replace the ones who will vacate after completing their terms. Each year, one-thirds of the total number of the directors will vacate the office. The Company's Articles of Association requires that the director who has held office the longest should retire.

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

1. Assoc. Prof. Dr. Aekkachai Nittayagasetwat	Independent Director & Audit Committee Member
2. Professor Dr. Kampol Panyagometh	Independent Director & Audit Committee Member

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

The persons nominated this time has passed the consideration according to the process specified by the Company and have qualifications in accordance with relevant regulations and suitable for the business of the Company.

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

1. Assoc. Prof. Dr. Aekkachai Nittayagasetwat	Independent Director & Audit Committee Member
2. Professor Dr. Kampol Panyagometh	Independent Director & Audit Committee Member

The Board of Directors, without the directors with interest in the agenda, considered the 2 Directors and had an opinion that they are qualified, knowledgeable, capable and experienced in management and have a clean working record. In addition, they have been active in their duties as Directors and sub-committee. Therefore, they are qualified and beneficial to the business of the Company. Besides, the Board of Directors considers that the two nominated to be Independent Directors 9 years continuous will be able to express their opinion freely and in line with the related rules and regulations and perform duty independently. The curricula vitae of the nominated persons are attached as Enclosure 3.

Note: This agenda requires an approval vote from the shareholder meeting by the majority vote of the shareholders who attend the meeting and casting their recommends proposing to vote according to Article 12 of the Articles of Association.

Agenda 6 Consider and approve the remuneration of Directors for the year 2023.

Preamble: The Nomination and Remuneration Committee considers the competitiveness of remuneration in listed companies in the same industry, performance, business size, directors' accountability and current economic situation and deems appropriate to fix the remuneration of Directors for the year 2023 at the same amount as the year 2022.

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

	Position	Remuneration (Baht/person /month)	Meeting allowance (Baht/person /meeting)
Board of Directors	Chairman	41,000	5,000
	Member	29,000	5,000
Audit Committee	Chairman	41,000	5,000
	Member	35,000	5,000
Nomination and Remuneration Committee	Chairman	0	5,000
	Member	0	5,000
Risk Management Committee (Only the one who comes from Independent Director)	Chairman	0	5,000
	Member	0	5,000

* Other benefit -none-

Board of Directors' Opinion: The Board of Directors considers carefully and agrees to the proposal of the Nomination and Remuneration Committee to fix the remuneration of Directors for the year 2023 at the same amount as the year 2022 until the shareholders' meeting has other resolution and recommends proposing the Meeting to consider and approve the remuneration of Directors for the year 2023 as detailed as presented above.

Note: This agenda requires an approval vote from the shareholder meeting by consent of at least two-thirds of the eligible shareholders who are present at the meeting.

Agenda 7 **Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2023.**

Preamble: The Audit Committee considered and proposed that the Board of Directors approve and forward the Auditor from EY Office Limited to the AGM 2023 for considering and appointing as the external auditor of the Company for the year 2023 because EY Office Limited has experience and a worldwide network and is recognized in many countries. Consequently, the auditing standard of the Company should be raised to the international level. EY Office Limited has a high professional standard with expertise in auditing, good performance as well as no relationship or conflict of interest with the Company, the management of the Company, major shareholders or persons related to the said persons. The auditor fee for the year 2023 proposed totally 2,325,000 Baht, 80,000 Baht more than that of 2022. The Certified Public Accountants consist of Miss. Vilailak Laohasrisakul C.P.A. Registration No. 6140, and/or Mr. Termphong Opanaphan (Certified Public Accountant License No. 4501); and/or Miss Manee Rattanabunnakit (Certified Public Accountant License No. 5313). In the event that those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

(**Note:** Mr. Termphong Opanaphan is original CPA since the year 2014-2022, Miss Manee Rattanabunnakit is original CPA since the year 2015-2022 Miss. Vilailak Laohasrisakul is a new CPA)

(unit: Baht)

Descriptions	2023	2022
- Examination of the financial statements of the Company (SMT)	2,325,000	2,245,000
- Non- Audit Fee	-No-	-No-

**Increase amount 80,000 Baht
from the year 2022**

- 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 Subsidiary Company use the same Auditor as the Company		

Board of Directors' Opinion: The Board of Directors agrees with the Audit Committee to select EY Office Limited to be the auditing firm and recommends proposing the Meeting to consider and approve the appointment of the auditors from EY Office Limited as the Company's external auditor with the above auditor fee.

Note: This agenda requires an approval vote from the shareholder meeting by the majority vote of the shareholders who attend the meeting and casting their vote according to Article 28 of the Articles of Association.

Agenda 8 Consider any other businesses (if any).

All shareholders are hereby invited to participate in the AGM 2023 on **Thursday, April 27, 2023 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok**. The commencement for registration to attend the Meeting will be from 13.00 p.m. The shareholders, who cannot attend the meeting on their own and wish to appoint the Independent Director to participate in and vote as proxy, may appoint the Independent Director whose name and profile is shown in Enclosure 6.

The shareholders who wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only one of the Proxy Form A. or Form B. attached in Enclosure 7. The Proxy form C. using only for the non-Thai shareholder appointing the Custodian in Thailand, shareholders may download from www.starsmicro.com

Please kindly submit the completed Proxy Form to the Company by Wednesday, April 26, 2023. For your convenience, the Company will prepare duty stamps for affixing to the proxy forms during the registration to attend the Meeting. To facilitate the registration process for taking part in the general meeting of shareholders, the shareholders and proxies shall bring and show the registration form (documents containing bar-code distributed with this notice) and proxy forms proving your rights to attend the meeting on the aforementioned meeting day.

Besides, to comply with the principles of good corporate governance, the company has published the invitation to the Annual General Meeting of Shareholders for the year 2023 and document for meeting in the Company's website (www.starsmicro.com) in advance to allow shareholders to review the information sufficiently in advance, before you get the information in a document from the Company.

Yours faithfully,

-Signature-

Mr. Yunyong Sawasdi

Director & Company Secretary

Enclosure 1

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING
OF SHAREHOLDERS NO.1/2022
(E-EGM)
OF
STARS MICROELECTRONICS (THAILAND)
PUBLIC COMPANY LIMITED**

Time and Place

Held 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 by used DAP e-Shareholder Meeting and Webex.

Live Broadcast from Montatip 1 , Anantara Siam Bangkok Hotel, Ratchadamri Road, Bangkok.

Preliminary proceedings

Ms. Pornpilai Kosolprapa, the Company's independent legal advisor and the meeting facilitator, started the extraordinary general meeting of shareholders No.1/2022 by welcoming the shareholders attending, the meeting will be conducted in form of electronic meeting (E-EGM) according to the Public Limited Companies Act, B.E.2535 (including any additional amendments) and Emergency Decree on electronic Meeting, B.E.2563 including the law and other regulations.

Then, Ms. Pornpilai Kosolprapa, announced that at this time have the shareholders and proxies joined the meeting

- Online in-person to 2 shareholders at the meeting, representing a total of 159,752 shares or 0.0190 percent

- Proxies possessing to 825 shareholders at the meeting, representing a total of 427,704,317 shares or 50.8250 percent

Totals participants joined, bringing the number to 827 shareholders and proxies at the meeting, representing a total of 427,864,069 shares or 50.8440 percent of the total 841,523,581 paid up shares were at the meeting, forming a meeting quorum as specified by the Company's Articles of Association. After the meeting was declared open more participants joined, bringing the number to 830 shareholders and proxies at the meeting, representing a total of 427,881,269 shares or 50.8460 percent of the total paid up shares.

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

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

- Directors in the meeting at the live broadcast room 5 persons

1. Assoc. Prof. Dr. Preecha Jarungidanan

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

2. Assoc. Prof. Dr. Aekkachai Nittayagasetwat

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

3. Professor Dr. Kamphol Panyagometh

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

4. Assistant Professor Dr. Jitkasame Ngarmnil

Director

5. Mr. Yunyong Sawasdi

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

- Directors in the meeting online used electronic meeting 2 persons

1. Mr. Prompong Chaikul

Vice Chairman, Chairman of Executive Committee & Risk Management Committee Member

2. Mr. Nattapong Chaikul

Director & Executive Director

Executive attended a meeting 6 persons

- Executive in the meeting online used electronic meeting 1 persons

1. Mr. Virat Phugthai Chief Executive Officer

- Executive in the meeting at the live broadcast room 5 persons

1. Mr. Ruangpoj Phakdurong	Chief Operations Officer
2. Mr. Naris Chandang	Chief Marketing Officer
3. Mr. Chotisak Promwas	Chief Financial Officer
4. Mr. Koratak Weeradaecha	Director (Finance)
5. Ms. Sunan Wongmutthavanich	Director (Internal Audit)

Independent legal advisors from Siam Premier International Law Office Limited at the live broadcast room

1. Ms. Pornpilai Kosolprapa to be the meeting facilitator, the registrar, to examine the shareholders' registration and counted the votes with the Digital Access Platform Co., Ltd.

Financial & Compliance Consultant at the live broadcast room

1. Mr. Kanath Srisupa-at

Financial Consultant at the live broadcast room

1. Mrs. Vipada Nontapaoraya

Officials from Digital Access Platform Co., Ltd. 2 persons at the live broadcast room

1. Ms. Chatchanee Yoosawat
2. Mr. Apirak Soikaew

The Company invited Digital Access Platform 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 Extraordinary General Meeting of Shareholders No.1/2022 be conducted in form of electronic meeting (E-EGM), delivered an opening speech and assigned Ms. Pornpilai Kosolprapa, to be the meeting facilitator. Before the meeting, Ms. Pornpilai Kosolprapa made a clarification of measure and practices of the meeting as follows,.

Ms. Pornpilai Kosolprapa explained the process of participating in the meeting via E-EGM, including clarification on the **rules, how to cast votes, how votes are counted and how to raise questions or comments**. The summary is as follows:

1. Participants that have the right to join the meeting must verify their identity to receive a username and password by following the procedure as specified by the company, which was detailed in the meeting invitation documents. In so doing, participants are agreeing to act in accordance with the conditions of participation in the form of an electronic meeting. Shareholders agree to the terms and conditions of the meeting via the DAP e-Shareholder Meeting platform.
2. To participate in the meeting, shareholders must click the “join meeting” button. At this point, the shareholder has successfully registered to join the meeting and the number of shareholders present will count towards the quorum.
3. The meeting will consider the agenda in the order that appears in the meeting invitation documents. The details of each agenda will be presented and shareholders will be given the opportunity to ask questions before casting their votes. The results will be notified after the counting of votes has been completed for each agenda respectively.
4. Regarding voting, the facilitator explained the following points:
 - 4.1 For casting votes, 1 share is counted as 1 vote; therefore, each shareholder’s votes will depend on the number of shares they hold or have been designated as proxy.
 - 4.2 Any shareholder that has a special interest in any particular agenda relinquishes their right to vote on said agenda. For this meeting, there are two motions to discuss and vote on. The first must be approved by the majority of votes from shareholders who are present and have the right to vote at the meeting. For the second, approval will be granted if there are no less than 3 out of 4 votes from the total number of votes cast by shareholders who are present and have the right to vote at the meeting.
 - 4.3 For each agenda, the meeting facilitator will call for any shareholders who wish to oppose or abstain from voting. Voting shareholders must cast their vote in the **DAP e-Shareholder Meeting platform**. Shareholders joining the meeting via the DAP e-Shareholder Meeting platform can log in to vote by clicking the link provided via email or by scanning the QR code, and then using the email and password received via email verification to sign in, or they can authenticate their identity by requesting an OTP to sign in to vote. After clicking the register button, they can select which agenda they wish to vote on.

When it is time to vote, the shareholder must click the vote button. In the case that the shareholder has been delegated votes by proxy as well, the shareholder can choose to cast votes on behalf of themselves and those they hold as a proxy at the same time. **The system will ask the user to select their choices to vote in each agenda. There are three choices, which are “Agree”, “Disagree” and “Abstain”.** The user must then click the “Submit Vote” button. As for shareholders who do not vote on the platform, the company will consider them to be in **agreement** with the agenda in question.

Users are permitted to change their votes up until the voting is closed. **The period for casting votes in the system under each agenda is 1 minute.**

- 4.4 For the counting of votes, the company will subtract the disagreeing and abstained votes from the total number of votes cast by the shareholders present at the meeting or those who voiced their votes, and the remainder will be considered “agreeing” votes.
5. Regarding the submission of questions and comments, the facilitator informed the shareholders’ meeting as follows:
 - 5.1 Before resolving each agenda, the facilitator will provide the opportunity for meeting participants to ask questions or share comments related to the agenda at hand as appropriate. Shareholders can submit questions in the DAP e-Shareholder Meeting platform by clicking the submit question menu and selecting the agenda

they would like to ask a question about. They may then type out their question or comment and click submit. The company will answer the questions related to the respective agenda in the meeting room. However, if there are a large number of questions submitted, the company reserves the right to pick select certain questions as appropriate. The company may raise shareholders' questions to be answered at the end of the meeting or the answer may be posted on the company's website.

5.2 For the shareholders that have assigned others as their proxy to attend the meeting and have chosen to use the proxy form for casting votes as the shareholder intended, the company has already included their intended votes in agreement or disagreement and abstained votes in the voting registration for each agenda.

5.3 The meeting facilitator will inform the meeting regarding the results of the vote in each agenda. The results will include the votes of both the shareholders present at the meeting and those attending by proxy. The latest number of shares held by meeting participants will be used for each respective agenda.

Should shareholders face any issues in signing into the meeting platform or voting system, please consult and follow the guidelines as specified in the meeting invitation documents or contact Investor Relations at 035-258-555 extension 313 or 061-384-3906.

6. If any technical issues should arise during the meeting, shareholders will receive an email to rejoin the meeting via a backup platform.

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 2022.

The meeting facilitator stated that the Company held the 2022 annual general meeting of the shareholders on 28 April 2022. 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. Shareholders could submit questions in the DAP e-Shareholder Meeting platform by clicking the submit question menu and selecting the agenda they would like to ask a question about. They could then type out their question or comment and click submit. To approve this agenda, the majority of votes was required from shareholders or those who were assigned as proxy voters. Shareholders who intended to oppose or abstain from voting were also asked to submit their vote in the DAP e-Shareholder Meeting platform. They were given 1 minute to cast their votes in the system.

Once the time was up, 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 2022 held on 28 April 2022 with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	427,874,269	votes	=	100.0000%
Disapproval	0	votes	=	0.0000%
Abstention	0	votes	=	0.0000%
Invalid	-			

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.

The meeting facilitator said that 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.

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

New

shown in the Form Bor Mor Jor 002 attached herewith
“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.

The meeting facilitator called for any shareholders who had questions to submit their queries via message by clicking the submit question menu, then selecting the agenda they wish to ask or comment about. They could then type their question or comment and click submit.

As there were no questions, the meeting facilitator moved that the meeting 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.

Therefore, the votes were announced.

Resolution: The meeting unanimously resolved to 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 include the authorize as by propose with the vote more than third-fourth of the total number of votes of the shareholders attending the meeting.

Approval	425,967,369	votes	=	99.5527%
Disapproval	1,913,900	votes	=	0.4473%
Abstention	0	votes	=	0.0000%
Invalid	-			

Agenda 3 Consider any other businesses (if any).

The meeting facilitator asked if there were any questions.

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 14.30 p.m.

-Signature-

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

-Signature-

(Mr. Yunyong Sawasdi)
Director & Company Secretary

Enclosure 3**Profile of the nominated persons to be Directors in replacement of those who will retire by rotation**

- 1 Associate professor Dr. Aekkachai Nittayagasetwat
Age 59 years



Positions	:	Independent Director ,Audit Committee Member and Nomination & Remuneration Committee Member
Propose shareholders to appoint	:	Independent Director and Audit Committee Member
Education	:	Ph.D. (Finance), University of Mississippi, U.S.A.
Training	:	Director Accreditation Program (DAP)
Number of shares and % of shareholding (as of 31 Dec 2022)	:	-None-
The year tenure as directors	:	11 year (the first year 2011)
Position in other listed companies	:	<ul style="list-style-type: none">- Chairman of Audit Committee of Universal Absorbance Public Company Limited- Chairman of Audit Committee, Independent Director, Nomination Committee Member, Remuneration Committee Member & Risk Management Committee Member of Getabec Public Company Limited- Chairman of Audit Committee, Chairman of Corporate Governance Committee, Nomination & Remuneration Committee Member & Risk Management Committee Member of UAC Global Public Company Limited- Chairman , Chairman of Audit Committee & Independent Director of S.P.S. Intertech Public Company Limited
Position in other companies	:	-Associate Professor of Finance, National Institute of Development Administration (NIDA)
Position in competing and / or in connection with the Company's business, which may cause conflicts of interest.	:	None-
Details of Meetings year 2022	:	Board Meeting 6/6 times AGM Meeting 1/1 time EGM Meeting No. 1/2022 1/1 time Audit Committee Meeting 4/4 times Nomination & Remuneration Committee 2/2 times

Relationships among : -None-
family members with
other director.

Illegal Record in past 10 : -None-
years

Criteria and Select Method : **Associate professor Dr. Aekkachai Nittayagasetwat**
passed the screening process of the Nomination and Remuneration
Committee, the Board of Directors has considered that the
qualifications are suitable for the Company as required by Law

2 **Professor Dr. Kamphol Panyagometh**
Age 50 years



Positions	:	Independent Director , Audit Committee Member and Chairman of Risk Management Committee
Propose shareholders to appoint	:	Independent Director and Audit Committee Member
Education	:	PhD in Finance, Schulich School of Business, York University, Canada
Training	:	Director Accreditation Program (DAP)
Number of shares and % of shareholding (as of 31 Dec 2022)	:	-None-
The year tenure as directors	:	11 year (the first year 2011)
Position in other listed companies	:	-Independent Director and Audit Committee Member of Hydrotek Public Company Limited -Independent Director, Audit Committee Member of Prime Road Power Public Company Limited
Position in other companies	:	-Former President, National Institute of Development Administration -Special instructor, NIDA Business School, National Institute of Development Administration
Position in competing and / or in connection with the Company's business, which may cause conflicts of interest.	:	-None-
Details of Meetings year 2022	:	Board Meeting 6/6 times AGM Meeting 1/1 time EGM Meeting No. 1/2022 1/1 time Audit Committee Meeting 4/4 times Risk Management Committee 4/4 times
Relationships among family members with other director.	:	-None-
Illegal Record in past 10 years	:	-None-
Criteria and Select Method	:	Professor Dr. Kamphol Panyagometh passed the screening process of the Nomination and Remuneration Committee, the Board of Directors has considered that the qualifications are suitable for the Company as required by Law

Definition of Independent Directors

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

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

Information for considering appointing Independent Directors

Relationship with the Administration, major shareholders or its subsidiaries	-No-
Relationship with the company, its parent company, subsidiaries, associate companies or corporate bodies that may have conflicts of interest in past 2 years. <ul style="list-style-type: none">• Be a board member, employee, staff, consultant earning regular salary or person with controlling interest, or a person with the authority to make decisions within the company• Be a person who provides any professional services, such as auditor including legal counseling or financial consulting services• Business relationship which may result in the inability to act freely. (such as purchase/sales material/ finish goods /service or debt) and fill the size of the transactions (if any).	<div>-No-</div> <div>-No-</div> <div>-No-</div>

Enclosure 4

Company's Articles of Association relating to the AGM 2023

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.

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

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

Proxy and Voting

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

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

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

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

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

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

- (1) in a normal case, by the majority vote of the shareholders who attend the meeting and casting their vote. In case of an equality of vote, the chairman of the meeting shall be entitled to a casting vote.

- (2) in the following cases, by a vote of not less than three-fourths of the total number of shareholders present at the meeting and entitled to vote:
- a. the sale or transfer of whole or essential parts of business of the Company to other persons.
 - b. the purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.
 - c. entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.
 - d. amendment of the memorandum of association or articles of association.
 - e. increase or reduction of the capital of the Company or the issuance of debentures.
 - f. the amalgamation or liquidation of the Company.

Directors' Qualifications, Election and Rotation of Directors

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

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

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

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

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

- (1) Each shareholder shall have one share for one vote
- (2) Shareholder shall elect the Directors individually.
- (3) The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time.
In the event of an equality of votes among the persons elected in order of respective

high numbers of votes, which number exceeds the required number of directors of the Company at that time, the chairman of the meeting shall be entitled to a second or casting vote.

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

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

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

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

Dividend Payment

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

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

Payment of dividends shall be approved by the shareholder meeting.

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

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

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

Enclosure 5

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

Documents Required Prior to Attending the Meeting
--

1. For Natural Person

1.1 Attendance in person:

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

1.2 Attendance by proxy:

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

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

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

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

2.2 Attendance by proxy:

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

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

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

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

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

Proxy

Form of the Proxy

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

- Form A: General Proxy Form (Simple Form)
- Form B: Specific Proxy Form
- Form C: Proxy Form for the non-Thai shareholder appointing the Custodian in Thailand (shareholders may download Proxy Form C from www.starsmicro.com)

Appointment of Proxy

Shareholder who is unable to attend the Meeting may appoint a person as your Proxy as follows:

1. Complete only one of above Proxy Forms as follows:
 - 1.1 General Shareholder shall select only one of either Form A or Form B.

- 1.2 Shareholders listed in the share register book as a non-Thai shareholder appointing the Custodian in Thailand can select only one of three Proxy Forms (Form A, Form B, or Form C).
2. Authorize a person or an Independent Director as specified by the Company (Assoc.Prof. Dr. Preecha Jarungidanan) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy or mark ☒ the name of an Independent Director as specified by the Company in the Proxy form.
3. Affix the 20 Baht stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registering to attend the Meeting
4. Submit the completed Proxy Form together with the Register form (which has a Barcode) return it to the Company by Wednesday, April 26, 2023 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.

Meeting Registration

The Company will open the registration counter for meeting attendance **from 13.00 p.m. on Thursday, April 27, 2023 at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok** as per a map in Enclosure 8.

Voting

Voting Regulation**General Agenda:**

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

Election of Director's Agenda:

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

Voting Procedures of each Agenda

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

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

Resolution of the Shareholders' Meeting

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

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

Counting and Announcement of the Vote

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

Enclosure 6

Profile of Independent Director Proposed by the Company to Represent Shareholders for AGM 2023



1. Assoc.Prof.Dr.Preecha Jarungidanan

Position: Acting Chairman, Independent Director, Chairman of Audit Committee
and Chairman of Nomination & Remuneration Committee

Age: 76 years

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

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

Interest in the agenda:

Agenda 6 Consider and approve the remuneration of directors for the year 2023

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

Enclosure 7

Duty Stamp
Amount
20 Baht

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 76 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 Annual General Meeting of Shareholders for the year 2023 to be held on **Thursday, April 27, 2023 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel,Viphavadee rangsit Road, Laksi, Donmuang,Bangkok** or at any adjournment thereof.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects.

Signed Shareholder

()

Signed Proxy

()

Signed Proxy

(Assoc.Prof.Dr.Preecha Jarungidanan)

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.

Assoc.Prof.Dr.Preecha Jarungidanan has interest in agenda 6.

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 76 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 Annual General Meeting of Shareholders for the year 2023 to be held on **Thursday, April 27, 2023 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel,Viphavadee rangsit Road, Laksi, Donmuang,Bangkok** or at any adjournment thereof.

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

☐ **Agenda 1: Adoption of Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022**

☐ (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: Be informed of the Company's performance of the year 2022.**

☐ **Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2022 and the report of the auditor.**

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

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

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 4: Consider and approve the allocation of net profit as legal reserves and approve the dividend payment from the operating result of 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 5: Consider and approve appointing Directors to replace the ones who will complete their terms of office.**

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

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

☐ **To elect directors as a whole**

☐ Approve ☐ Disapprove ☐ Abstain

☐ **To elect each directors individually**

1) **Assoc.Prof.Dr.Aekkachai Nittayagasetwat**

☐ Approve ☐ Disapprove ☐ Abstain

2) **Prof.Dr. Kamphol Panyagometh**

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 6: Consider and approve the remuneration of Directors for the year 2023.**

☐ (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

Remark: Assoc.Prof. Dr.Preecha Jarungidanan as directors appointed the proxy has interest in this agenda.

☐ **Agenda 7: Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2023.**

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda 8: Consider any other businesses (if any).**

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

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

☐ Approve ☐ Disapprove ☐ Abstain

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

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

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

Signed Shareholder
()

Signed Proxy
()

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

Remarks:

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

ATTACHMENT TO PROXY FORM B

Authorization on behalf of the Shareholder of **Stars Microelectronics (Thailand) Public Company Limited**, for the Annual General Meeting of Shareholders for the year 2023 to be held on **Thursday, April 27, 2023 at Magic 2 Room, 2nd floor ,Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok**, 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

☐ **Agenda No ____ : Subject:Election of Directors (continued).**

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

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 76 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 Annual General Meeting of Shareholders for the year 2023 to be held on **Thursday, April 27, 2023 at Magic 2 Room, 2nd floor ,Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok** ,or at any adjournment thereof.

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

☐ 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 Extraordinary General Meeting of Shareholders No. 1/2022.**

☐ (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: Be informed of the Company's performance of the year 2022.**

☐ **Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2022 and the report of the auditor.**

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

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

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

☐ **Agenda 4: Consider and approve the allocation of net profit as legal reserves and approve the dividend payment from the operating result of 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 5: Consider and approve appointing Directors to replace the ones who will complete their terms of office.**

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

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

☐ **To elect directors as a whole**

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

☐ **To elect each directors individually**

1) **Assoc.Prof.Dr.Aekkachai Nittayagasetwat**

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

2) **Prof.Dr. Kamphol Panyagometh**

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

☐ **Agenda 6: Consider and approve the remuneration of Directors for the year 2023.**

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

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

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

Remark: Assoc.Prof.Dr.Preecha Jarungidanan, as directors appointed the proxy has interest in this agenda.

☐ **Agenda 7: Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2023.**

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

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

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

☐ **Agenda 8: Consider any other businesses (if any).**

- ☐ (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)

Remarks:

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

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholder of **Stars Microelectronics (Thailand) Public Company Limited**, for the Annual General Meeting of Shareholders for the year 2023 to be held on **Thursday, April 27, 2023 at Magic 2 Room, 2nd floor ,Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok ,or at any adjournment thereof.**

☐ **Agenda _____:**_____.

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

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

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

☐ **Agenda _____:**_____.

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

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

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

☐ **Agenda _____:**_____.

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

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

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

☐ **Agenda _____:**_____.

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

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

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

☐ **Agenda_____: Election of Directors (continued).**

Name of Director _____.

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

Name of Director _____.

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

Name of Director _____.

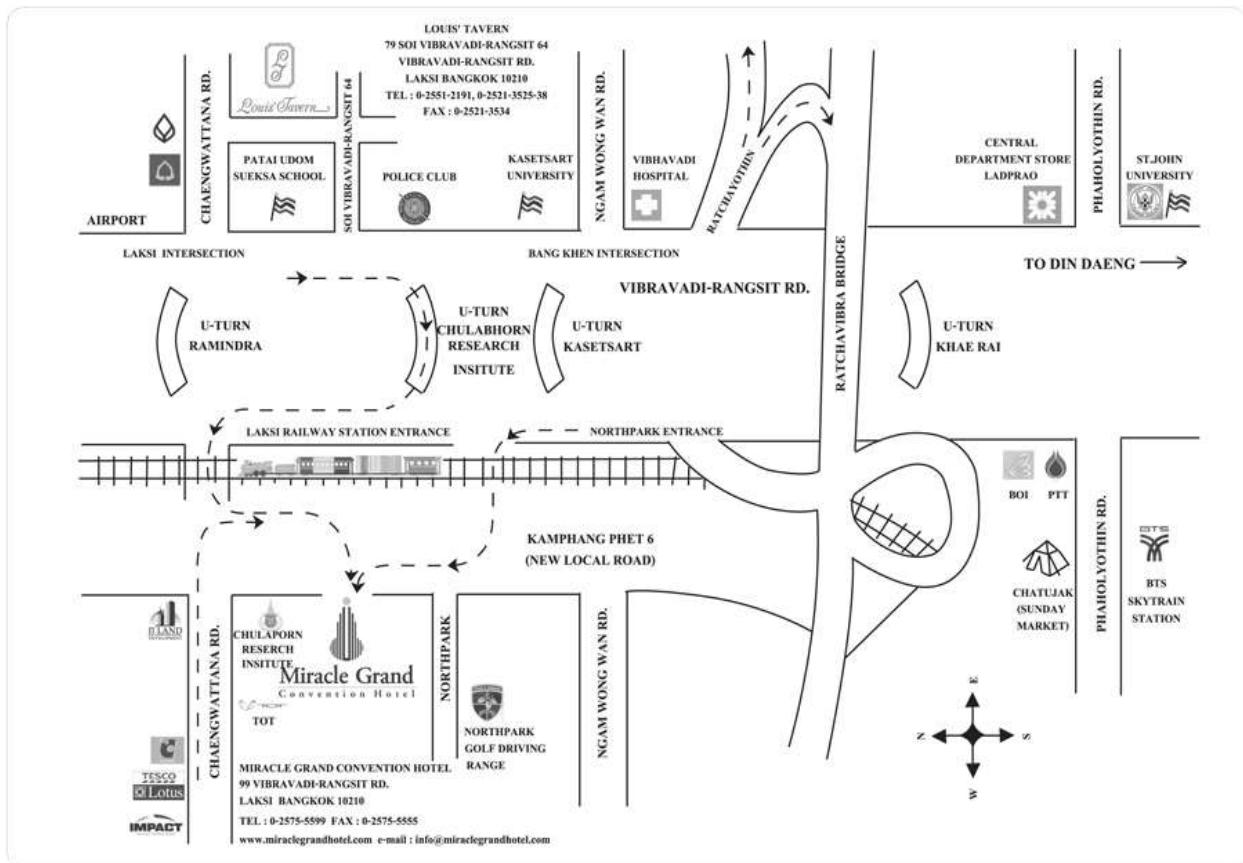
☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

Name of Director _____.

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

Enclosure 8

A map of the conference hall



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

“SMT”

Stars Microelectronics (Thailand) Public Company Limited

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

Phone: 035-258-555 Fax: 035-258-914

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