



**Invitation to  
The Annual General Meeting of Shareholders  
for the year 2024  
Stars Microelectronics (Thailand) Public Company Limited**

**SMT**

**Thursday, April 25, 2024 at 14.00 p.m.  
At Magic 2 Room, 2<sup>nd</sup> floor, Miracle Grand Convention Hotel,  
Viphavadee rangsit Road, Laksi, Donmuang, Bangkok**

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**Note:** For any queries, please forward your questions through the e-mail address:  
[ir@starsmicro.com](mailto:ir@starsmicro.com) or facsimile 035-258-914 or Investor Relations Tel: 035-258-555 ext. 301

April 1, 2024

Subject : Invitation to the Annual General Meeting of Shareholders (“AGM”) for the year 2024

To : Shareholders

- Enclosure :
1. Copy of Minutes of the Annual General Meeting of Shareholders for the year 2023.
  2. Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) and Sustainability Report 2023.
  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 2024.
  5. Privacy Notice for the 2024 Annual General Meeting of Shareholders.
  6. Documents required prior to attending the meeting, proxy, registration and voting.
  7. Profile of Independent Director proposed by the company to represent shareholders.
  8. Proxy Form A. Form B. and Form C.
  9. A map of the conference hall and contact information.

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 2024 (“**the Meeting**”) on **Thursday, April 25, 2024 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok** to consider the following agendas:

**Agenda 1 Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2023.**

**Preamble:** The Minutes of the Annual General Meeting of Shareholders for the year 2023 held on April 27, 2023 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 2023 held on April 27, 2023 which has correctly been stated to proposing the Meeting to consider and adopt.

**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 2023.**

**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 2023 (Form 56-1 One Report) and Sustainability Report 2023 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 2023.

**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, 2023 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, 2023 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 2023 is as follows:

	<u>Consolidated</u>	<u>Separate</u>	
Total Assets	2,387	2,368	Million Baht
Total Liabilities	320	321	Million Baht
Total Revenues	2,647	2,639	Million Baht
Net Profit	236	226	Million Baht
Earnings per Share	0.28	0.27	Baht/Share

Details of the above are shown in the financial statements of the Company's Annual Report for the year 2023 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 2023.

**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, 2023, the Company had net profit (Separate) of 226 Million Baht, the Company shall allocate legal reserves in year 2023 at the amount of 11.40 Million Baht.

**Dividend Policy:** The rate of 40% of the net profit after tax and legal reserves. The Board of Directors has the authority to refrain from following the policy (with additional conditions). In 2023, the Company had the net profit of 226 Million Baht. Thus the Board of Directors deemed it appropriate to pay the dividend from the operating result of year 2023, period from January 1, 2023 to December 31, 2023, at Baht 0.07 per share, paid by cash from retain earning with the BOI privileges not exceeding of 58,379,974 Baht. The dividend is in line with the dividend policy of the Company.

Details of Dividend payment Year 2021-2023

	2023 *	2022	2021
Net (Loss) Profit (Separate)	226 Million Baht	303 Million Baht	208 Million Baht
Total shares not exceeding of	833,999,621 shares	845,552,233 shares	841,523,581 shares
Dividend per shares	0.07 Baht:shares	0.06 Baht:shares	0.05 Baht:shares
Total Dividend amount not exceeding of	58.38 Million Baht	50.73 Million Baht	42.07 Million Baht

Note \* : The Company is in process of treasury stock.

**Board of Directors' Opinion:** recommends proposing the Meeting to consider and approve the allocation of net profit as legal reserves at the amount of 11,400,000 Baht and approve the dividend payment by cash from the operating result of the year 2023 at Baht 0.07 per share. The dividend payment will be paid from retain earning with the BOI privileges not exceeding of 58,379,974 Baht (Book closing date is 21 February 2024), 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 15, May 2024. The dividend will be paid on Tuesday 21, May 2024.

**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, 3 Directors will vacate after completing their terms, comprising the following persons.

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

The Nomination and Remuneration Committee had an opinion that the 3 Directors should return to office for one more term because they are qualified according to The Public Limited Companies Act, 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 to reappoint the 3 Directors who were considered by the Nomination and Remuneration Committee to be Directors for another term.

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

The Board of Directors, without the directors with interest in the agenda, considered the 3 Directors and had an opinion that they are qualified, knowledgeable, capable and experienced in management and have a clean working record. In addition, they have been active in their duties as Directors and sub-committee. Therefore, they are qualified and beneficial to the business of the Company. Besides, the Board of Directors considers that Associate Professor Dr. Preecha Jarungidanan, nominated to be Independent Directors for 9 years continuously, will be able to express his 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, using vote on each individual, 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 2024.**

**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 2024 at the same amount as the year 2023.

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

	Position	2024		2023	
		Remuneration (Baht/person /month)	Meeting allowance (Baht/person /meeting)	Remuneration (Baht/person /month)	Meeting allowance (Baht/person /meeting)
Board of Directors	Chairman	41,000	5,000	41,000	5,000
	Member	29,000	5,000	29,000	5,000
Audit Committee	Chairman	41,000	5,000	41,000	5,000
	Member	35,000	5,000	35,000	5,000

	Position	2024		2023	
		Remuneration (Baht/person /month)	Meeting allowance (Baht/person /meeting)	Remuneration (Baht/person /month)	Meeting allowance (Baht/person /meeting)
Nomination and Remuneration Committee	Chairman	0	5,000	0	5,000
	Member	0	5,000	0	5,000
Risk Management Committee (Only the one who comes from Independent Director)	Chairman	0	5,000	0	5,000
	Member	0	5,000	0	5,000
Other benefit		-none-		-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 2024 at the same amount as the year 2023 until the shareholders' meeting has other resolution and recommends proposing the Meeting to consider and approve the remuneration of Directors for the year 2024 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 2024.**

**Preamble:** The Audit Committee considered and proposed that the Board of Directors approve and forward the Auditor from EY Office Limited to the AGM 2024 for considering and appointing as the external auditor of the Company for the year 2024 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 2024 proposed totally 2,425,000 Baht, 100,000 Baht more than that of 2023. 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 2014-2023, Miss. Manee Rattanabunnakit is original CPA since the year 2015-2023 and Miss.Vilailak Laohasrisakul is original CPA since the year 2023)

(unit: Baht)

Descriptions	2024	2023
- Examination of the financial statements of the Company (SMT)	2,425,000	2,325,000
- Non- Audit Fee	-No-	-No-

**Increase amount 100,000 Baht  
from the year 2023**

- 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
<b>Totals</b>	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 and The Board of Directors will ensure that the financial statements can be prepared intime.

**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 2024 on **Thursday, April 25, 2024 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 7.

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 8. The Proxy form C. using only for the non-Thai shareholder appointing the Custodian in Thailand, shareholders may download from [www.starsmicro.com](http://www.starsmicro.com)

Please kindly submit the completed Proxy Form to the Company by Wednesday, April 24, 2024. 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 2024 and document for meeting in the Company's website ([www.starsmicro.com](http://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.

In the event that the company will change the method of holding the meeting or setting the date, time and place of the meeting, the Company will publish such news through the information dissemination system of the SET and/or through the Company's website ([www.starsmicro.com](http://www.starsmicro.com)) as well as other channels that may be available so that shareholders can be informed in advance.

Yours faithfully,

*-Signature-*

Mr. Yunyong Sawasdi

Director & Company Secretary

Enclosure 1

**MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR 2023  
OF  
STARS MICROELECTRONICS (THAILAND)  
PUBLIC COMPANY LIMITED**

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**Time and venue**

The meeting was held on Thursday 27 April 2023 at 14.00 hrs. in Magic 2 Room, 2<sup>nd</sup> Floor, the Miracle Grand Convention Hotel, Vibhavadee Road, Laksi, Donmuang, Bangkok.

**Preliminary proceedings**

Ms. Pornpilai Kosolprapa, the Company's independent legal advisor, was the meeting facilitator. After welcoming shareholders who attended the 2023 annual general meeting, she informed the attendees that a total of 802 shareholders were present, both in person and by proxy, holding a total of 445,261,945 shares, which accounted for 52.6593% of the total shares issued by the company which equals 845,552,221 shares. This formed a meeting quorum as specified by the company's regulations. (After the meeting commenced, 818 shareholders were present, both in person and by proxy, holding a total of 453,827,770 shares, which accounted for 53.6742% of the total shares issued by the company.

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.

**Six board of directors attended the meeting out of seven boards of directors (Accounted for 85.71%)**

- 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. Assistant Professor Dr. Jitkasame Ngarmnil**

Director

**5. Mr. Nattapong Chaikul**

Director & Executive Director

**6. Mr. Yunyong Sawasdi**

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

**One board of director** did not attend the meeting out of seven board of directors (accounted for 14.29%)

**1. Professor Dr. Kamphol Panyagometh**

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

**Six management executives who would present the information** attended the meeting.

1. Mr. Virat Phugthai	Chief Executive Officer
2. Mr. Ruangpoj Phakdurong	Chief Operation Officer
3. Mr. Naris Chandang	Chief Marketing Officer
4. Mr. Chaiyot Thaveeratitham	Chief Financial Officer
5. Mr. Koratak Weeradaecha	Director (Finance)
6. Ms. Sunan Wongmutthavanich	Director (Internal Audit)

**Two auditors from EY Office Limited** attended the meeting.

1. Ms. Vissuta Jariyathanakorn
2. Ms. Patcharee Tantipitakkul

**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

**An Officer from OJ International Co., Ltd.**

1. Ms. Natitha Thaisiri

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 2023, delivered an opening speech and assigned Ms. Pornpilai Kosolprapa , to be the meeting facilitator. Before the meeting, Ms.Proudtat Rattanadilok na Phuket clarification of measure and practices of the meeting as follows,.

Ms. Proudtat Rattanadilok na Phuket 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 Extraordinary General Meeting of Shareholders No.1/2022.**

The meeting facilitator stated that the company held the Extraordinary General Meeting of Shareholders No. 1/ on 15 July 2022. A copy of the minutes was delivered to shareholders along with the letter of invitation to the annual general meeting with details as in attachment 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 required 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 Extraordinary General Meeting of Shareholders No. 1/2022 held on 15 July 2022 with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	453,810,547	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 2022.**

The meeting facilitator asked Assoc. Prof. Dr. Preecha Jarungidanan, Chairman, to inform the meeting about the progress of setting up the plan against corruption.

Assoc. Prof. Preecha Jarungidanan said that in order to comply with the policy of the SEC and Thai Investors Association who encourage the company to implement the plan against corruption, the company has committed on this issue and implemented an anti-corruption plan as an important policy. The company regularly monitored and reported the assessment to responsible executives. In 2022, the company had not received any complaint of corruption or unethical acts of management executives and employees.

After that the meeting facilitator asked the meeting participants to consider and acknowledge the Board of Directors' report as presented in Management Discussion and Analysis (MD&A) the page 43 to 46 of 2022 Annual Registration Statement/ Annual report (Form 56-1 One report) and invited Mr. Virat Phugthai, Chief Executive Officer, to present the Company's performance.

Subsequently, the meeting facilitator requested that the attendees acknowledge the report of the company's committee, as presented in the description and analysis of the operational results and financial status of the management team on pages 43 to 46 of the Annual Information/Annual Report 2022 (Form 56-1 One Report). Additionally, the meeting facilitator extended an invitation to Mr. Virat Phugthai, CEO, to present the company's operational results for the attendees' acknowledgement.

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

- Company overview
- 2022 Performance
- 2023 new Business and Strategies
- Summary



## Agenda

- Company overview
- 2022 Performance
- 2023 new Business and Strategies
- Summary



## Corporate Overview

The Company provided Electronic Manufacturing Services (EMS) to original equipment manufacturers, original design manufacturers, and outsourced assembly and test (OEM) which offers integrated circuit (IC) packaging services.

**Location:**  Bang Pa-In Industrial Estate  
I-EE-T Free Zone



### 3 Business Units



**30,000 & 14,000 SQM**

Total Space from Building and Clean Room



**50%-70%**

Machine Usage



**1,066**

Total Employees



- **Company overview**

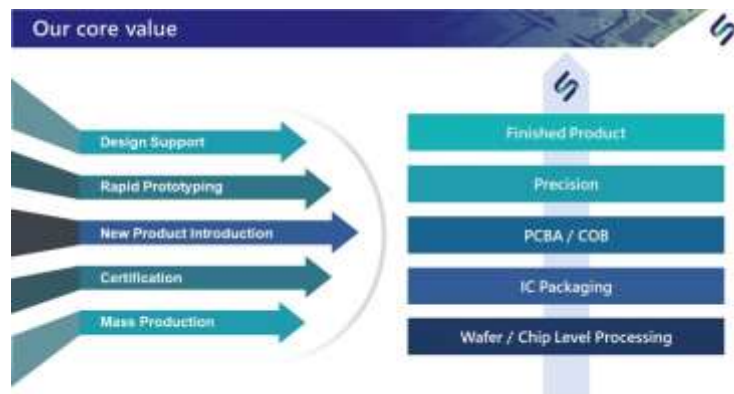
Mr. Virat Phugthai, Chief Executive Officer, stated that overall, the company provides electronic circuit board assembly service, comprising three key product groups. The first one is IC Semiconductor. In the past, this was the main source of revenue for the company, but currently the company has improved its capabilities and is able to extend its services to PCBA and Box Build product groups. Another product group is Optics, and its products are related to telecommunications. The company's premises cover approximately 30,000 square meters, with current space utilization at 50-70%. Utilization varies in each area, such as around 70-80% in certain areas. The company employs a workforce of 1,066 people, a number similar to that of the past two years.

In addition, the company has a footprint beyond its existing factory located in Bang Pa-In Industrial Estate, Phra Nakhon Si Ayutthaya. The company has expanded its sales channels to increase distribution venues. This expansion includes Germany, the Scandinavian countries, the United States of America, and Japan. This has enhanced the company's competitiveness.

Regarding the company's core value, in the past several years, the company's main revenue came from the semiconductor product group. However, at present, the company has



transitioned into an electronics manufacturing service provider capable of meeting diverse customer needs beyond simple product manufacturing. This includes services such as collaborative product design with customers and designing and producing machines used in automation. These has contributed to increasing the company’s revenue.

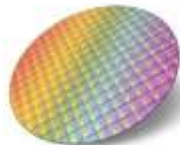


On the side of supply chain, the company has continuously improved to provide services to customers beyond manufacturing. The company has ventured into managing customer’s supply chain aspects. The implementation of the ERP-SAP system, widely used by many companies worldwide, has allowed the company to enhance its supply chain management capabilities. This starts from taking order from customers, determining price, making invoice, and doing cost analyses. This enables better decision-making through improved data utilization.



The products that the company manufactures are categorized into three main groups. The first one is Semiconductor or ICs (Integrated Circuits), which are used in electronic devices such as mobile phones, televisions, and cars, among others. The primary customer base for this group is in the United States of America.

**OSAT CAPABILITIES**  
IC & Advanced packaging



**What is Integrated Circuits (IC)?**

IC packaging refers to the material that contains a semiconductor device. The package is a case that surrounds the circuit material to protect it from corrosion or physical damage and allow mounting of the electrical contacts connecting it to the print circuit board (PCB).

**What is Electronic Wafer?**

A wafer is a piece of or other semiconductor material, designed in the form of a very thin disc. Wafers are used to create electronic integrated circuits (ICs) and silicon-based photovoltaic cells.



**OSAT CAPABILITIES**  
IC & Advanced packaging

**Package Portfolio**

500	HL 2.7x4.3x1.75				HL 2.3x2.0x0.80 to 2.8x2.2x1.2	20%
5010P	HL - 9HL 8.4x9.0x1.3				9HL 2.3x4.8x0.85-2.5' 0.25	10%
400P	HL - 2HL Optional Exposed Pad 3.8x3.8x1.1				HL - 2HL 2.0x1.0x0.25 - 8.75 W 1.8x1.0x1.2 (2.28 - 0.75)	30%
1070	HL - HL Optional Exposed Pad 1.25x2.8x1.2				Various	20%
108T	HL - HL Optional Exposed Pad 3.28x2.0x1.1				HL 1.4x1.8x0.2 - 0.8	40%
108 / 100P	HL 2.3x2.0x1.2				Various	100% RoHS
108	HL 2.2x4.3x0.85				Power TO Ca - 25p W/OSP	Special



The PCBA and Box Build product groups, also known as EMS, involve the company purchasing components to assemble onto circuit boards. Additionally, the company provides services to customers by collaborating on product design, creating test equipment, and various forms of line

automation. There are also Box Build projects that result in end products. These projects encompass audio products like sound systems used in meetings or concerts, among others.

**PCBA AND BOX-BUILD CAPABILITIES**



**What is Printed Circuit Board Assembly (PCBA)?**

PCBA stands for Printed Circuit Board Assembly and relates to the component placement onto the bare board, or PCB. Multiple electronic components are assembled to the circuit board and soldered into position.



**What is Box Build?**

A box build will mean designing and manufacturing the enclosure, installing a PCBA, installing cables and the cable harness assembly, and even installing electrical and/or pneumatic systems.



**PCBA AND BOX-BUILD CAPABILITIES**

**Package Portfolio**

Multi-Board Assembly / ERP

Industrial Enclosure / System

2.5kW Inverter System

Power Supply / Module

Handheld Device / Meter

Gate / I/O System

Full Power Application

High Voltage / IGBT System

New Design

4-Port Ethernet Switch / Router

Control / I/O Terminal Blocks

STARS logo

Optics product group is a new business segment with a promising future because current communications mainly use fiber optics. The companies that can produce products of this group must possess a relatively high production capability. The company has high net-worth clients from the United States who demand optics product group. These clients contribute to the continuous growth potential of the company's business in this segment.

**OPTICS CAPABILITIES**



**What is Optical communication?**

Optical communication is any type of communication in which light is used to carry the signal to the remote end, instead of electrical current. Optical communication relies on optical fibers to carry signals to their destinations.

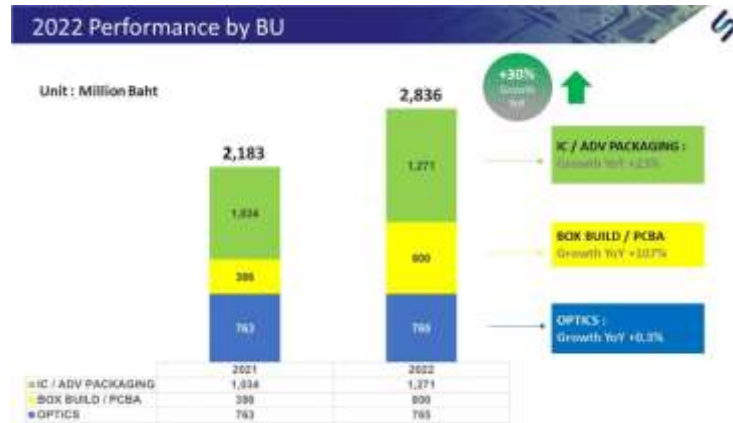




- **2022 Performance**

In 2022, the company earned revenue from sales for an approximate total of 2,800 million baht, with a target set at 3,000 million baht. There were various challenges such as material shortages that the company had to manage, for example, by negotiating and communicating with suppliers to ensure a continuous supply of raw materials. Despite these challenges, the company managed to achieve sales figures that closely aligned with the set target and achieved results as planned. The company experienced a growth of around 30% when compared to 2021.





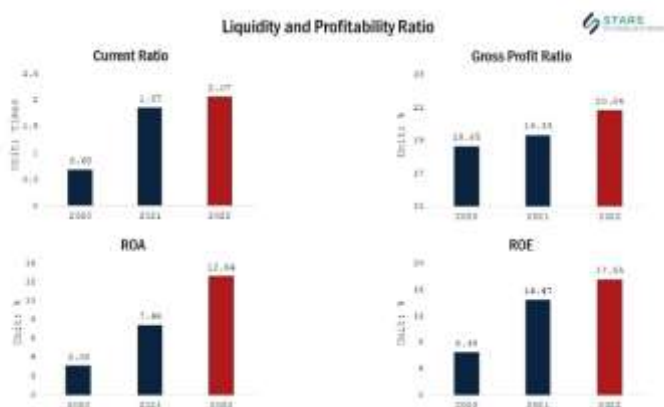
For the performance of 2022, when considering each quarter separately, it is obvious that the company had continuous growth in sales from the first quarter to the third quarter. However, in the fourth quarter, the company started experiencing an issue with material shortage, such as chip shortage, and the war had an impact on the company, causing a decrease in sales. Nevertheless, the company managed to maintain profitability in every quarter. The company made a profit of 56 million baht, 71 million baht, 103 million baht, and 73 million baht for the first, second, third and fourth quarter respectively.



The company has been consistently improving its capabilities and experiencing continuous growth. The company has managed and improved its gross profit margin from 13% in 2019 to 21% in 2022. Based on the assessment of existing customers in the portfolio, the cost structure, and the market segment, it is anticipated that the gross profit margin for 2023 will be similar to the previous year.



The company has been improving consistently with its current ration rising continuously since 2020. At present, the number is at around 2.07. The numbers for gross profit ratio, ROA and ROE also grow consistently as well.



● **2023 new Business and Strategies**

In 2023, the company has engaged in various management initiatives including making projections with customers. It continues to uphold its business strategies as before and anticipates a revenue growth of around 20%. This growth is projected to be continuous. The company’s main strategy remains prioritizing existing customers along with efforts to attract new ones through new markets. For example, previously the company did not have any clients

in European continent, but now the company has clients in many European countries, and this is expected to expand in the future to accommodate the company’s growth. Furthermore, the company remains committed to enhancing its competitive edge through developing the engineering team such as automation and technical solutions with customers to create differentiation.



In the past, the primary market for the company was in the United States. However, at present, the company has expanded its market. In 2020, the company did not have any clients in Europe, but in 2021, the company generated approximately 13% of its revenue from European customers. In 2022, the sales from European customers increased to 28%, and it is projected that in 2023, sales from European customers will be around 36%. Looking into the future, the proportion of revenue between the markets of the United States and Europe will be similar. European countries who are the company’s clients include Sweden, Denmark, Germany, Switzerland, among others.

### Revenue By Territories



Here are new product highlights of 2023. In the first quarter, the company partnered with a customer that manufactures ACDC/DCDC Converter who is a new customer from Europe. The product will be used with chargers for mobile phone and car. Wireless module and IoT module are other products for this quarter. For the second quarter, the company manufactures EV charger controller which has larger volume of production compared to last year. There are also audio products and air flow sensor. During the third quarter, the customer will send engineers to the company to prepare for industrial smartphone manufacturing, specifically used for oil and gas industry. The customer for this product comes from Germany. There is optical transceiver whose main customers are from the United States. The company will also send engineer for transfer product which is anticipated to be produced in the third quarter. The fourth quarter, there will be cellular conveyor, a product related to mobile phone. It is clear that the company has various products and a great potential to compete in the market.

### New Products Highlight in Y2023



On top of this, the company has expanded the area of production facilities to accommodate products with larger sizes. A new layout has been developed in the back-end operation area to support new products. The factory space of Plant 1 has been prepared to support the manufacturing of new customers. Moreover, preparations are underway for the production of automotive semiconductors. Currently, the company manufactures ICs used in consumer products and is in the process of developing a system to support semiconductor



products for the automotive industry. Furthermore, the company has plans to invest in machinery for the optical product group, aiming to gain tax benefits from the Board of Investment (BOI) and enhance the production capability.

**Investment Trend 2023**

<p><b>BOI</b></p> <ul style="list-style-type: none"> <li>Approximately 50m, investing in Optical product.</li> <li>Planning on process, it will be finished in Q2.</li> </ul> 	<p><b>Automotive</b></p> <ul style="list-style-type: none"> <li>Investing in system by developing software with a company in India.</li> <li>To acquire VDA certification, we sent an engineer team to training with a high quality institute.</li> </ul> 	<p><b>Factory Renovation and Expansion</b></p> <ul style="list-style-type: none"> <li>Renovation factory for support look-vest operation.</li> <li>Studying factory expansion project.</li> </ul> 
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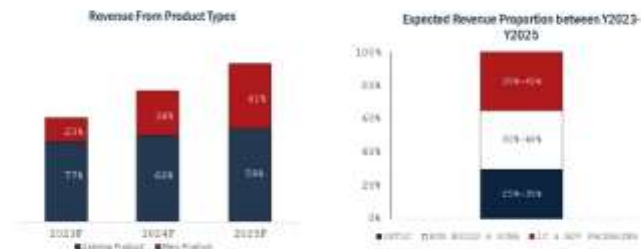


As for future projection, the company is confident that it will be able to achieve continuous sales growth of approximately 20-30% from existing customers, as well as from new customers that will emerge in the future. The company has managed and fostered the growth trajectory of three business segments to be closely aligned in order to prevent overreliance on any single business segment. The growth strategy encompasses both the products currently in production and new product groups from new clients. This will enhance the company's stability and overall security.




**Projection**

From projection, New Product will contribute almost the half of total revenue in 2025, and the proportion of revenue by BU will indifferent in the next 3 years.



- **Summary**

In summary, customers choose to do business with the company because there are only a few companies with capacity to produce Semiconductors, System Builds, and Optics Products - all of which the company is capable of. The customers within the portfolio must undergo a selection process to ensure that their growth potential and size align appropriately with the company. Another advantage is the company's strong footprint. The company is adequately competitive and comprehensive, particularly in engineering services as it is beyond just manufacturing. The company provides product design services to enhance competitiveness and lower costs, and the SAP system, a recognized international standard, is applied to aid in supply chain management. The company has a customer-focused team who excels in servicing and meeting the needs of customers in each segment. The company prioritizes automation and innovation, in which we can design and develop machinery in collaboration with customers. Lastly, our company maintains financial stability and experiences continuous business growth.



SUMMARY



In terms of fundamental factors, the company possesses a competitive advantage, experiences continuous growth, and maintains a strong financial status. The company also places importance on cost management and has an ongoing commitment in this regard. This is

facilitated by the utilization of the SAP system, which enhances the company's ability to manage costs effectively.



As for the outlook of 2023, the company currently has approximately 70% of booking for orders of the projection. As of early April, the company has begun receiving new orders from customers, which is a positive market signal. The company is assured that each customer that the company is working with will contribute to continuous growth of the company.



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

**Questions and suggestions from shareholders**

1. **Mr. Ongart Thongpithaksakul, a proxy from the Thai Investor Association,** asked about the following issues.

1.1 What is the proportion of revenue from international sales and domestic sales?

**Mr. Virat Phugthai** replied that the entire revenue of the company comes from sales abroad, except for the sale of EV Chargers within Thailand, which is a small portion.

1.2 Is the shortage issue with chip semiconductors currently resolved? How has the company dealt with this issue in the past?

**Mr. Virat Phugthai** said that the chip shortage issues can be divided into two parts. The first part is related to chips used in semiconductor work, which are raw materials in the form of wafer consigned to the company by customers. This situation is still stable. Although the demand in the market reduced, it has not significantly impacted the company. The second part involves IC components used in circuit board work, which have been impacted due to the lack of components for production. The most challenging times were the third and fourth quarters of 2022. However, the situation has started to improve in the first and second quarter of 2023, signaling a positive sign.

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

2.1 Will the production of EV car from China in Thailand or other production of electric vehicles in other countries benefit the company?

**Mr. Virat Phugthai** mentioned that the automobile manufacturing market using more electronic components is a good sign because the company is part of the electronic industry. The company is currently doing qualification for semiconductor products which means that in the future the company will be able to produce more semiconductor products used in vehicles. Presently, the company is supplying EV Chargers to customers in Thailand. Additionally, the company is undergoing qualification process with a German customer who manufactures products related to Electric Power Steering. Although it might be a manufacturer in China using components from European companies, it has a positive impact for the company, and the company is well-prepared to accommodate the production for this group of customers.

2.2 How has the company been affected by the recent increase in interest rates?

**Mr. Virat Phugthai** said that the company has not been impacted by the rise in interest rates, as it holds a small amount of debt. The company's financial status has consistently improved.

2.3 Is the current production format of the company OEM?

**Mr. Virat Phugthai** said that the company's core value is defined as a service-oriented electronics assembly and manufacturing company. The company has the capability to design products and can produce products of its own, but the company decided to utilize this capability for the benefits of the customers. In this way, the customers will be ensured that the company is a partner and not a competitor. The company earns revenue from designing products to customers and has contracts that require customers to manufacture products with the company.

2.4 The value of the company's shares has been quite volatile. What are some of the factors that impact the revenue of the company?

**Mr. Virat Phugthai** said that the company's revenue has been consistently growing. The company is confident that the revenue will keep growing in 2023. When considering factors that will impact the decrease of the company's revenue, there is no worrying concern, only some factors may increase difficulties in management. Mostly, they are external factors such as shortage of certain raw materials or transportation issues during the situations of war that may increase cost or expenses. Other matters are considered to have minimal disruptive impact on the company, and the company remains capable of managing such situations.

2.5 How much key staff the company have that work on IT matters?

**Mr. Virat Phugthai** mentioned that the company has around 100 engineers, mostly graduating with Electrical Engineering degrees. The company assigns roles based on individual aptitude and experience. Many engineers, although graduated in Electronics, possess software skills. For such engineers, the company assigns tasks to develop software. There are also technicians. In total, there are nearly 300 technical staff members working in various capacities.

2.6 Which segment of customers earn the company most revenue?

**Mr. Virat Phugthai** said that Optical customer segment generates the highest proportion of revenue for the company. This segment shows a positive growth trend and has relatively high barriers for new competitors to enter as it requires high

capabilities. The company makes efforts to manage the revenue distribution among different product groups, aiming for a balanced growth between them. This approach helps mitigate risks from relying too heavily on a single business segment for revenue.

2.7 Is there a trend of decreasing backlog orders of the 1st Quarter of 2023 compared to the 1st Quarter to the 4th Quarter of 2022?

**Mr. Virat Phugthai** said the company has consistent growth in sales revenue. To align the understanding of the term "backlog", it refers to orders received by the company from customers. These orders have increased continuously in each quarter. However, challenges arose during certain periods, such as the 4th Quarter of 2022, when the company delivered fewer goods to customers than in the 3rd Quarter of the same year, despite having more orders. The challenge was, for example, managing raw materials. Besides, the company has established contracts with customers and defined clear terms and conditions for conducting business.

2.8 How much impact the company had from suppliers increasing the price of raw materials when compared to the increased price of goods sold by the company to the customers?

**Mr. Virat Phugthai** said that the company offers a transparent pricing model to customers, where customers are informed of the cost of raw materials for every item, and the company has an agreement with customers that if the price of raw materials increases, customers will accept a price adjustment by the company. In this regard, the company was not affected.

2.9 How has the company been impacted about the issue of reducing carbon credit because the company's primary business is export-oriented?

**Mr. Virat Phugthai** said the company prioritizes this matter and has installed approximately two megawatts of solar panels. Currently, the company is not affected by carbon credit reduction efforts.

2.10 Does the company have a foreign exchange rate risk management strategy in place? Does the company do forward swap?

**Mr. Virat Phugthai** said the company manages a foreign exchange rate by forwarding exchange rate. The company conducts most of its business with customers in U.S. dollars, and it also purchases raw materials from suppliers in the same currency as it sells products to customers. This is to mitigate a foreign exchange rate risk.

**3. Ms. Suparat Vudhinarongtrakul, a proxy of a shareholder,** asked the following questions.

3.1 The company has conducted a SWOT analysis in the areas of Strengths and Opportunities but is still lacking in terms of Weaknesses and Threats. Please help assess these two points: What is the company like?

**Mr. Virat Phugthai** said that the weakness of the company is its size which is not very large and a concern to speed the existing growth of the company. The company has an ability to find good customers, but still has to work on enhancing knowledge and capabilities in all areas of the business. Another weakness is the company's sole location. If natural disasters such as flooding occurs, the company will be severely impacted. Additionally, the company's supply chain is not yet very robust, as the raw materials of the company relies on customer's consignments or materials sourced by the company itself (turnkey). This is an aspect the company needs to continually prioritize and improve. As for threats, there is the potential for a trade war, which the company considers positive in terms of transportation because the company does not have customers or suppliers in countries at risk of war. As for domestic challenges, there are no significant concerns because the company's primary income comes from exports. Regarding the COVID-19 situation, it has eased, and there are no identified factors that would impact the company's portfolio and revenue budget as currently set.

There were no questions, the meeting facilitator concluded that the meeting acknowledged the report of the Board of Directors in 2022 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 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.**

Mr. Chaiyot Thaveeratitham, Chief Financial Officer reported that the company has already sent out the annual report, which includes details of the balance sheets and the profit and loss statement and the auditors' report along with the invitations for the shareholders' meeting to all shareholders. . The details of the financial statements and profit/loss statement, as well as the auditor's report, are shown in the Annual Information/Annual Report 2022 (Form 56-1 One Report), pages 83-127.

The performance for the year 2022 from the separate financial statement, the consolidated financial statement, and subsidiaries can be summarized 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

After the reporting is over, the meeting facilitator asked if any shareholders have further questions.

There are no further questions and suggestions from shareholders.

When there were no further questions, the meeting facilitator asked the meeting to consider approving the financial statement and loss/profit statement for the year ended on 31 December 2022 and acknowledge the auditor's report.

**Resolution:** The meeting unanimously resolved to approve the statement of financial position and income statement for the year ended on December 31, 2022 and the report of the auditor with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	453,827,770	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 2022.

The meeting facilitator said for the year ended on 31 December 2022, the company had an operating income (separate financial statement) that is a net profit of



approximately 303 million baht , the Company shall allocate legal reserves in year 2022 at the amount of 15.20 million baht.

The company has the policy of dividend payout at the rate of 40% of the net profit after tax and legal reserves. The Company had net profit (Separate) 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 the net profit from business with the BOI privileges investment promotion, totaling no more than 50,733,134 baht.

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	-

Therefore, the company's board of directors deems it appropriate to propose the meeting 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.

The meeting facilitator asked whether any shareholders have any further questions.

There were no further questions and suggestions from shareholders.

When there were no further questions, the meeting facilitator proposed the meeting to 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 The meeting facilitator then asked whether any shareholders would like to object or abstain from voting, when there was none. The voting result was announced.

**Resolution:** The meeting unanimously resolved to approve allocation of net profit as legal reserves in the amount of Baht 15,200,000 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 net profit from the business with the BOI privileges at the amount of 50,733,134 Baht with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	453,827,770	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.

- |   |   |
|---|---|
| 4. Assoc. Prof. Dr. Aekkachai Nittayagasetwat | Independent Director & Audit Committee Member |
| 5. 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, 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. Besides, the Board of Directors considers that the two nominated to be Independent Directors for 9 years continuously will be able to express their opinion freely and in line with the related rules and regulations and perform duty independently.

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

- |  |  |
|--|--|
| 1.Assoc. Prof. Dr. Aekkachai Nittayagasetwat | Independent Director & Audit<br>Committee Member |
| 2.Professor Dr. Kampol Panyagometh           | Independent Director & Audit<br>Committee Member |

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.

Question and suggestion from shareholders

**1. Mr. Ong-art Thongpithaksakul, a proxy of a shareholder,** asked the following questions.

1.1 Does the company have a policy regarding gender diversity for the appointment of the board of directors?

**Assoc. Prof. Dr. Preecha Jarungidanan** said there is not yet a policy regarding gender diversity for the board of directors.

1.2 Does the company have a policy regarding the term limits for independent directors?

**Assoc. Prof. Dr. Preecha Jarungidanan** said there is not yet a policy regarding the term limits for independent directors.

When there are no further questions from the attendees, the meeting facilitator proposes that the meeting considers the appointment of directors to replace those whose terms have expired individually.

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

- (1) **Assoc. Prof. Dr. Aekkachai Nittayagasetwat** was reappointed to be Independent Director & Audit Committee Member with the following votes.

Approval	442,821,270	votes	=	97.5747%
Disapproval	11,006,500	votes	=	2.4253%
Abstention	0	votes	=	0.0000%
Invalid	-			

- (2) **Professor Dr. Kampol Panyagometh** was reappointed to be Independent Director & Audit Committee Member with the following votes.

Approval	442,821,270	votes	=	97.5747%
Disapproval	11,006,500	votes	=	2.4253%
Abstention	0	votes	=	0.0000%
Invalid	-			

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

The meeting facilitator stated that 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 2022 and recommends proposing the Meeting to consider and approve the remuneration of Directors for the year 2023 as detailed as presented as follows.

	<b>Position</b>	<b>Remuneration (Baht/person /month)</b>	<b>Meeting allowance (Baht/person /meeting)</b>
Board of Directors	Chairman	41,000	5,000
	Member	29,000	5,000

	Position	Remuneration (Baht/person /month)	Meeting allowance (Baht/person /meeting)
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-

The meeting facilitator asked whether there are further questions.

There were no questions and suggestions from shareholders.

When there were no questions from the attendees, the meeting facilitator proposed that the meeting considers approving the remuneration of Directors and Committee Members for 2023 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 2023 with the vote more than two-thirds of the total number of votes of the shareholders attending the meeting.

Approval	453,797,770	votes	=	99.9934%
Disapproval	30,000	votes	=	0.0066%
Abstention	0	votes	=	0.0000%
Invalid	-			

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

The meeting facilitator said that in order 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 2023 and determine their remuneration. The Company proposed the appointment of

1. Miss. Vilailak Laohasrisakul (Certified Public Accountant License No. 6140) and/or
2. Mr. Termphong Opanaphan (Certified Public Accountant License No. 4501) 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 2023 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 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)

The auditor fee for the year 2023 proposed totally 2,325,000 Baht, 80,000 Baht more than that of 2022. 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	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
<b>Totals</b>	<b>205,000</b>	<b>205,000</b>

The 3 Subsidiary Company use the same Auditor as the Company

The meeting facilitator asked whether there are further questions.

There were no questions and suggestions from shareholders.

When there were no questions from the attendees, the meeting facilitator proposed that the meeting considers approving the appointment of the auditors and the Auditor Fee for the year 2023 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 2023 as proposed, with the majority vote of the shareholders who attend the meeting and casting their votes as follows;

Approval	442,839,770	votes	=	97.5853%
Disapproval	10,958,000	votes	=	2.4147%
Abstention	30,000	votes	=	-
Invalid	-			

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

**The meeting facilitator asked if any shareholders have further questions.**

Questions and suggestions from shareholders

- 1. Mr. Pravit Virojwongchai, a shareholder present at the meeting,** asked the following questions.

1.1 What was the percentage of capacity utilization for 2022?

**Mr. Virat Phugthai** said the capacity utilization is currently at around 50-70%, depending on each operation. For example, SMT Operation has 15 lines of machines and uses about 8 lines or about 50%. Whilst, OSAT IC uses about 70%. The company has enough capacity and rooms for operation to support business growth in the future.

1.2 How does the increased electricity rate impact the company, and what percentage of the total cost does the electricity cost account for?

**Mr. Virat Phugthai** said the company paid the electricity cost of around 10 million baht per month in 2020, in which the company had managed and reduced the cost down to 6

million baht per month while having a sales growth. Although there is FT rate adjustment which increases the electricity cost, the amount is still less than what the company paid in the past and it accounts for approximately 3% of the total cost, which has had no significant impact to the company. Besides, the company has managed other costs such as reducing the cost of liquid nitrogen, among others.

1.3 As the executive mentioned that the backlog of the company has grown every quarter and the order of the 4th quarter was higher than the 3rd quarter in 2022, however, there was still a chip shortage issue in the 1st quarter of 2023, does this issue still impact the company? In which quarter can the company have its order recovered?

**Mr. Virat Phugthai** said that currently the issue of material shortage has improved. The 1st quarter of 2023 was better than the 3rd and 4th quarters of 2022. It was easier to manage and had less impact to the company.

1.4 Does revenue from the company's business, whether large or small, characterized as seasonal?

**Mr. Virat Phugthai** said that the seasonal nature of the company's business is not like the typical seasonal patterns where usage or sales fluctuate significantly based on the time of year. This is because the company's business is not day-to-day consumption products. Generally, for almost all industries, the 3rd quarter is the period with the highest revenue, while the 4th quarter focuses on inventory clearance. In addition, the company does not engage in business with other companies that have a seasonal nature.

**2. Mr. Kittisak Siripollawat, a shareholder present at the meeting,** asked the following questions.

2.1 What is the number of backlog for 2023 as far as the company is aware? The expected company growth of 20% in 2023 as mentioned by the executive is based on what number of the exchange rate?

**Mr. Virat Phugthai** said currently the company has a backlog of around 70% of the targeted sales projection, and it uses an exchange rate of 33.5 baht per US dollar.

2.2 The company has set a budget for stock buybacks of approximately 240 million Baht. However, the company has only executed buybacks of around 11-12%. Is this because the company has considered that the current stock prices are appropriate, so the company did not use the budget for buybacks at the originally allocated amount?



**Mr. Koratak Weeradaecha** said the company gained the approval for stock buybacks at 60 million shares or an amount of 240 million baht. Currently, the company has repurchased around 7 million shares with a budget of 35 million baht. The company is considering to use the remaining funds for other risk management or to reduce various liabilities, such as long-term loans.

When there were no further questions at the meeting, the meeting facilitator invited the chairman to close the meeting. The chairman expressed gratitude to the shareholders for dedicating their time to attend the meeting and for their ongoing support of the company's operations. The chairman then officially closed the meeting at 3:40 PM.

-Signature-

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(Assoc. Prof. Dr. Preecha Jarungidanan)

Acting Chairman & Chairman of the Meeting

-Signature-

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(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 Dr. Preecha Jarungidanan Age 77 years



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Positions	:	(Acting) Chairman, Independent Director, Chairman of Audit Committee and Chairman of Nomination & Remuneration Committee.
Propose shareholders to appoint	:	Independent Director and Chairman of Audit Committee
Education	:	Doctor of Philosophy (Ph.D.) in Economics, Major in Monetary Theory, University of Missouri (Columbia) USA.
Training	:	<ul style="list-style-type: none"><li>- Director Accreditation Program (DAP), Class of 9/2004, Thai Institute of Directors</li><li>- Director Certification Program (DCP), Class of 89/2007, Thai Institute of Directors</li><li>- Audit Committee Program (ACP), Class of 24/2008, Thai Institute of Directors</li></ul>
Number of shares and % of shareholding (as of 31 Dec 2023)	:	-None-
The year tenure as directors	:	16 years (the first year 2007)
Position in other listed companies	:	<ul style="list-style-type: none"><li>- Independent Director and Audit Committee Member of Thai German Product Public Company Limited</li><li>- Director and Audit Committee Member of Lam Soon (Thailand) Public Company Limited</li></ul>
Position in other institutions or companies	:	Advisory Member & Guest Lecturer of MBA, NIDA Business School
Position in competing and / or in connection with the Company's business, which may cause conflicts of interest.	:	-None-
Details of Meetings year 2023	:	Board Meeting 5/5 times AGM Meeting 1/1 times Audit Committee Meeting 3/4 times Nomination & Remuneration Committee 4/4 times

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

Illegal Record in past 10 : -None-  
years

Criteria and Select : **Associate Dr. Preecha Jarungidanan** passed the screening process  
Method 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 Asst. Prof. Dr. Jitkasame Ngarmnil**  
**Age 57 years**

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Current Position	:	Director
Propose shareholders to appoint	:	Director
Education	:	Ph.D.,DIC (IC Design), Imperial College London, the University of London
Training	:	<ul style="list-style-type: none"><li>- Director Certification Program (DCP 107), Thai Institute of Directors (IOD)</li><li>- Financial Statements for Directors: FSD, Thai Institute of Directors (IOD)</li></ul>
Number of shares and % of shareholding (as of 31 Dec 2023)	:	0.021%
The year tenure as directors	:	2 years (Appointed in 2021)
Position in other listed companies	:	-None-
Position in other institutions or companies (in the past)	:	<ul style="list-style-type: none"><li>- Co-CEO and Director, International Research Public Company Limited.</li><li>- Managing Director, International Engineering Public Company Limited.</li><li>- Dean of faculty of engineering, Mahanakorn University of Technology.</li><li>- Vice President , Mahanakorn University of Technology.</li><li>- Secretary to University Council, Mahanakorn University of Technology.</li><li>- President of Institute of Electrical and Electronics Engineers (IEEE).</li><li>- Secretary to Minister of Ministry of Information and Communication Technology.</li><li>- Director, Executive Director, Risk Management Committee member and Budgeting Committee member of CAT Telecom Public Company Limited.</li></ul>
Position in competing and / or in connection with the Company's business, which may cause conflicts of interest.	:	-None-
Details of Meetings year 2023	:	Board Meeting 5/5 times AGM Meeting 1/1 times
Relationships among family members with other director.	:	-None-

Illegal Record in past 10 : -None-  
years

Criteria and Select Method : **Asst. Prof. Dr. Jitkasame Ngarmnil** 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

3 **Mr. Yunyong Sawasdi**  
Age 71 years



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Positions	:	Director , Nomination and Remuneration Committee Member , Executive Committee Member , Risk Management Committee Member and Company Secretary
Propose shareholders to appoint	:	Director
Education	:	<ul style="list-style-type: none"><li>- Master's Degree in Business Administration (MBA), Faculty of Commerce and Accountancy, Thammasat University</li><li>- Master's Degree in Public Administration, National Institute of Development Administration (NIDA)</li></ul>
Training	:	<ul style="list-style-type: none"><li>- Director Accreditation Program (DAP), Class of 98/2012, Thai Institute of Directors</li><li>- Company Secretary Program (CSP), Class of 33/2009, Thai Institute of Directors</li><li>- Role of the Compensation Committee Program (RCC), Class of 9/2009, Thai Institute of Directors</li></ul>
Number of shares and % of shareholding (as of 31 Dec 2023)	:	0.0001 %
The year tenure as directors	:	4 years (the first year 2020)
Position in other listed companies	:	-None-
Position in other institutions or companies	:	Guest Lecturer, Faculty of Dentistry, Mahidol University
Position in competing and / or in connection with the Company's business, which may cause conflicts of interest.	:	-None-
Details of Meetings year 2023	:	Board Meeting 5/5 times AGM Meeting 1/1 times Executive Committee Meeting 2/2 times Nomination & Remuneration Committee Meeting 4/4 times Risk Management Committee Meeting 4/4 times
Relationships among family members with other director.	:	-None-

Illegal Record in past 10 : -None-  
years

Criteria and Select Method : **Mr. Yunyong Sawasdi** 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.	-No-
<ul style="list-style-type: none"> <li>• 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</li> <li>• Be a person who provides any professional services, such as auditor including legal counseling or financial consulting services</li> </ul>	-No-
<ul style="list-style-type: none"> <li>• 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).</li> </ul>	-No-

Enclosure 4

## **Company's Articles of Association relating to the AGM 2024**

### **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.

## **Privacy Notice**

### **For the 2024 Annual Shareholders Meeting of Stars Microelectronics (Thailand) Public Company Limited**

For the 2024 Annual Shareholders Meeting, Stars Microelectronics (Thailand) Public Company Limited (the Company) prioritizes the protection of personal data of shareholders and/or proxies attending the Annual Shareholders Meeting and/or the Extraordinary Shareholders Meeting (if any). Therefore, the Company has prepared this Privacy Notice for the meeting to inform shareholders and to comply with the Personal Data Protection (PDPA) Act B.E. 2562 (2019) and related laws, including any subsequent amendments.

#### **1. Definition**

“Company” refers to Stars Microelectronics (Thailand) Public Company Limited.

“You” refers to the owner of personal data such as a shareholder or a proxy.

“Personal data protection law” refers to the Personal Data Protection Act B.E. 2562 (PDPA) and related laws including the subsequent amendments.

“Personal data” refers to any information about a person that may directly or indirectly identify the person, but this excludes information about the deceased as defined by laws related to the protection of personal data.

#### **2. Personal data:** The Company needs to collect personal data of shareholders for the purpose of facilitating the shareholder meetings and the participation of shareholders as follows:

2.1 General personal data including name, surname, age, address, phone number, national identification number, bank account number, email, fax number, securities holder registration number, photographs, and motion pictures during the shareholders meeting. When you are entering the Company’s premise equipped with closed-circuit television (CCTV) cameras, the Company will capture images from the CCTV cameras. However, the Company does not collect audio data through the CCTV cameras. The Company may record name and surname of shareholders or proxies who make inquiries during the meeting in the meeting minutes. The minutes will be disclosed on the Company’s website and submitted to the Stock Exchange of Thailand, the Department of Business Development, Ministry of Commerce, and relevant supervisory authorities as required by law.

2.2 The Company also collects and utilizes your data received from the Thailand Securities Depository Company Limited (TSD), considering that you have given your consent. This includes, but is not limited to, your name, surname, national identification number, passport number, and shareholding information.

#### **3. Purposes of personal data processing:**

The company collects your personal data, as provided by you to the company, including name, surname, address, telephone number, and national identification card number, as well as other information related to your participation in shareholder meetings for the utilization of the following purposes:

3.1 Convening the 2024 Annual Shareholders Meeting as well as organizing the Ordinary Annual Shareholders Meeting as stipulated by the law, and sending invitations and/or meeting related documents as attachment for proxy designation for the 2024 Annual Shareholders Meeting as mandated by law. However, if you do not give consent or withdraw consent for the collection or processing of personal data before obtaining permission to attend the meeting, you will not be able to register to participate in the shareholders meeting.

3.2 Disclosure and transfer of personal data. The Company may disclose or transfer your personal data to relevant individuals or organizations such as service providers and contractors of companies related to organizing meetings, information technology, data collection, website maintenance as well as auditors, government agencies or legally authorized officials. In such cases, the Company will disclose or transfer your personal data to service provider or contractors only to the extent necessary for service provision and will take measures to ensure that the service providers or contractors do not use your data for other purposes.

4. **Source of personal data:** The Company obtains personal data directly from shareholders and from the Thailand Securities Depository Company Limited (TSD), which serves as the registrar of securities for the company.
5. **Storage of personal data:** The Company will retain the personal data of shareholders for as long as it is necessary to fulfill the purposes mentioned above. The company anticipates keeping your personal data for a duration only as long as it is necessary for the intended purposes of data collection.
6. **Rights of the data owner:** As the data owner, you have rights as specified in the Personal Data Protection Act B.E. 2562 (2019). These rights include the right to withdraw consent, the right to request access to and receive personal data, the right to request correction of personal data, the right to request deletion or destruction of personal data, the right to request suspension of personal data usage, the right to request data transfer in accordance with legal procedures, the right to file a complaint, and the right to object to the collection, use, or disclosure of personal data concerning yourself. If you wish to exercise these rights, please contact the company via email at [ir@starsmicro.com](mailto:ir@starsmicro.com) or send a letter to the company's address as indicated in the meeting invitation. The company will consider your request as quickly as possible
7. **Contact the Company:** You can exercise the aforementioned rights or make any other requests related to your personal data by contacting the Investor Relations Department of Star Microelectronics (Thailand) Public Company Limited through telephone number 035-258-555, extension 301, or via email at [ir@starsmicro.com](mailto:ir@starsmicro.com).

Enclosure 6

## 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.

<b>Proxy</b>
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**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](http://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. 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 by Wednesday, April 24,2024 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. 301)

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](mailto: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.

<b>Meeting Registration</b>
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The Company will open the registration counter for meeting attendance **from 13.00 p.m. on Thursday, April 25, 2024 at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok** as per a map in Enclosure 9.

**Voting**

**Voting Regulation**

**General Agenda:**

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 7

## **Profile of Independent Director Proposed by the Company to Represent Shareholders for AGM 2024**



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

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

**Age:** 60 years

**% of shareholding** -none-  
(as of 31 Dec 2023)

**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 2024

### **2. Professor Dr.Kamphol Panyagometh**



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

**Age:** 51 years

**% of shareholding** 0.041%  
(as of 31 Dec 2023)

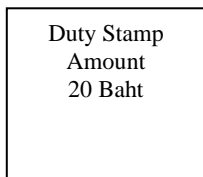
**Contact address:** Stars Microelectronics (Thailand) Public Company Limited  
605-606 Moo 2, Klongjig, Bang Pa-in, Ayuthaya 13160

**Interest in the agenda:**

Agenda 6 Consider and approve the remuneration of directors for the year 2024

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 8

**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 to .....votes as follows:

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

(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.Aekkachai Nittayagasetwat Age 60 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

(3) Prof.Dr. Kamphol Panyagometh Age 51 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 2024 to be held on **Thursday, April 25, 2024 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.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.

Assoc.Prof.Dr. Aekkachai Nittayagasetwat and Prof.Dr. Kamphol Panyagometh have 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 to .....votes as follows:  
Ordinary share..... shares and have the right to vote equal to .....votes

(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.Aekkachai Nittayagasetwat Age 60 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

(3) Prof.Dr. Kamphol Panyagometh Age 51 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 2024 to be held on **Thursday, April 25, 2024 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel,Viphavadee rangsit Road, Laksi, Donmuang,Bangkok** or at any adjournment thereof.

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

**Agenda 1: Adoption of Minutes of the Annual General Meeting of Shareholders for the year 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 2: Be informed of the Company's performance of the year 2023.**

**Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2023 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 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 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.Preecha Jarungidanan**

Approve                       Disapprove                       Abstain

2) **Asst.Prof.Dr. Jitkasame Ngarmnil**

Approve                       Disapprove                       Abstain

3) **Mr.Yunyong Sawasdi**

Approve                       Disapprove                       Abstain

**Agenda 6: Consider and approve the remuneration of Directors for the year 2024.**

(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. Aekkachai Nittayagasetwat and Prof.Dr. Kamphol Panyagometh as directors appointed the proxy have interest in this agenda

**Agenda 7: Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2024.**

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

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

Approve                       Disapprove                       Abstain

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

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

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

Approve                       Disapprove                       Abstain

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



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

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

Signed ..... Shareholder  
( )

Signed ..... Proxy  
( )

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

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

**Remarks:**

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

**ATTACHMENT TO PROXY FORM B**

Authorization on behalf of the Shareholder of **Stars Microelectronics (Thailand) Public Company Limited**, for the Annual General Meeting of Shareholders for the year 2024 to be held on **Thursday, April 25, 2024 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 to .....votes as follows:

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

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

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

(2) Assoc.Prof.Dr.Aekkachai Nittayagasetwat Age 60 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

(3) Prof.Dr. Kamphol Panyagometh Age 51 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 2024 to be held on **Thursday, April 25, 2024 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 Annual General Meeting of Shareholders 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 2: Be informed of the Company's performance of the year 2023.**
- Agenda 3: Consider and approve the statement of financial position and income statement for the year ended on December 31, 2023 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 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 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.Preecha Jarungidanan**
- Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote
- 2) **Asst. Prof.Dr. Jitkasame Ngarmnil**
- Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote
- 3) **Mr.Yunyong Sawasdi**
- Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote
- Agenda 6: Consider and approve the remuneration of Directors for the year 2024.**
- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ vote  Disapprove \_\_\_\_\_ vote  Abstain \_\_\_\_\_ vote
- Remark: Assoc.Prof.Dr. Aekkachai Nittayagasetwat and Prof.Dr. Kamphol Panyagometh as directors appointed the proxy have interest in this agenda
- Agenda 7: Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2024.**
- (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.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 Annual General Meeting of Shareholders for the year 2024 to be held on **Thursday, April 25, 2024 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

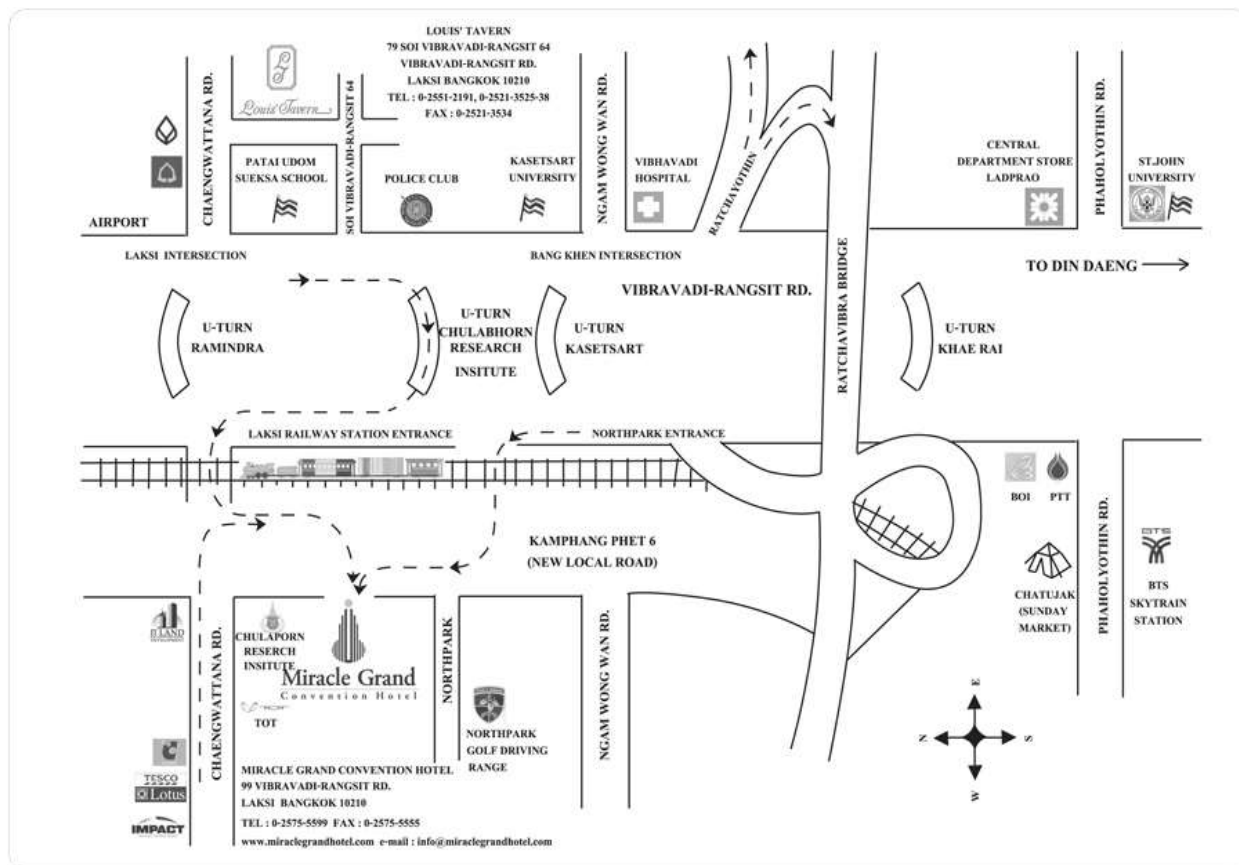
Name of Director \_\_\_\_\_.

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

Name of Director \_\_\_\_\_.

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

## A map of the conference hall



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

### Contact information

**Stars Microelectronics (Thailand) Public Company Limited**

605-606 Moo 2, Klongjig, Bang Pa-In, Ayutthaya 13160

Investor Relation

Phone: 035-258-555 ext .301

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[www.starsmicro.com](http://www.starsmicro.com)