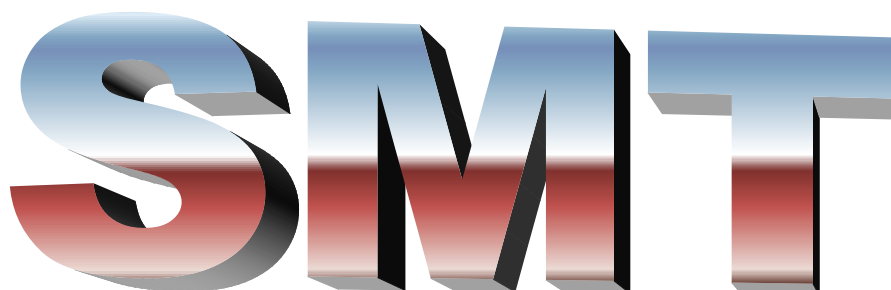




**Invitation to
The Annual General Meeting of Shareholders
for the year 2021**

Stars Microelectronics (Thailand) Public Company Limited



**Tuesday, April 27, 2021 at 14.00 p.m.
At Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel,
Viphavadee rangsit Road, Laksi, Donmuang, Bangkok**

Invitation to the Annual General Meeting of Shareholders for the year 2021

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

Invitation to the Annual General Meeting of Shareholders for the year 2021

Under Coronavirus disease 2019 (COVID-19) spreading, the company would like to encourage shareholders to give a proxy to independent director instead of attending the Shareholder's meeting by themselves. However, for this Annual General Meeting, the Company shall follow the recommendations of the Department of Disease Control, Ministry of Public Health on Prevention and Control of Coronavirus Infection Disease 2019 for arranging conferences, seminars or other similar activities.

Guidelines for the Meeting Attendees of 2021 Annual General Meeting of Shareholders during the Outbreak of Coronavirus Disease (COVID-19)

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

1. At-risk shareholder, e.g. any shareholder returning from an at-risk country according to the Notification of the Ministry of Public Health Re: Territories outside the Kingdom of Thailand defined as Disease Infected Zones less than 14 days or any shareholder with fever (has a body temperature of more than 37.5 degrees Celsius) or showing any respiratory symptoms such as cough, sneezing, runny nose, sore throat or breathing difficulties, are requested to follow the Department of Disease Control's suggestion by **not attending the meeting**, if at-risk shareholder intends to exercise their rights, such shareholder will be able to exercise voting rights by assigning an independent director or other person to vote on his/her behalf.
2. The Company will have a screening point for interrogation and checking every attendee's temperature at the entrance to the meeting room. If there is any suspect case, **the Company reserves the rights to restrict the entry of such person into the meeting room**. The Company would like to ask for coordination from every at-risk shareholder to vote by proxy by assigning an independent director or other person to attend and vote in the Meeting on his/her behalf.
3. The Company requests that every shareholder who passed through the screening point and would like to attend the 2021 Annual General Meeting of Shareholders to follow these recommendations:
 - Wear a facemask for the duration of his/her time in the meeting room
 - Frequently wash your hands with soap or hand sanitizer
 - Avoid touching your face (eyes, nose and lips) whenever possible
 - Avoid touching or sharing personal items with others
 - Please leave the Meeting if you develop a fever, cough, runny nose, sore throat or breathing difficulties
4. The Company will arrange the seats with distance. Therefore, there may be limited seats. If the seats are full, we advise that you appoint other people or the company's independent director to attend the meeting and vote on your behalf.

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

(Translation)

April 1, 2021

Subject : Invitation to the Annual General Meeting of Shareholders (“AGM”) for the year 2021

To : Shareholders Stars Microelectronics (Thailand) Public Company Limited.

- Enclosure :**
1. Copy of Minutes of the AGM 2020.
 2. The Company's Annual Report for the year 2020 (CD-ROM).
 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. Capital Increase Report Form Stars Microelectronics (Thailand) Public Company Limited 5 March 2021 (F-53-4)
 5. Summary details of the warrants to purchase ordinary shares of the Company No. 3 (“SMT-W3”) to be issued and offered to existing shareholders of the Company
 6. Summary details of the warrants to purchase ordinary shares of the Company to be issued and offered to directors and/or employees of the Company No. 3 (“SMT-WC”)
 7. Information Memorandum concerning the issuance and offering of the newly issued ordinary shares to reserve for the exercise of the warrants to purchase newly issued ordinary shares of the Company No. 3 (SMT-W3)
 8. Minute of the Meeting of Remuneration Committee No.2/2021 of Stars Microelectronics (Thailand) Public Company Limited
 9. Company’s Articles of Association relating to the AGM 2021.
 10. Documents required prior to attending the meeting, proxy, registration and voting.
 11. Profile of Independent Director proposed by the company to represent shareholders.
 12. Proxy Form A. Form B. and Form C.
 13. A map of the conference hall.

The Board of Directors of Stars Microelectronics (Thailand) Public Company Limited (“**the Company**”) has passed a resolution to convene the Annual General Meeting of Shareholders for the year 2021 (“**the Meeting**”) on **Tuesday, April 27, 2021 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 2020.**

Preamble: The Minutes of the Annual General Meeting of Shareholders for the year 2020 held on July 30, 2020 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 2020 held on July 30, 2020 which has correctly been stated.

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

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

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 Report for the year 2020 (CD-ROM) 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 2020.

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, 2020 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, 2020 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 2020 is as follows:

	<u>Consolidated</u>	<u>Separate</u>	
Total Assets	2,628	2,617	Million Baht
Total Liabilities	1,299	1,297	Million Baht
Total Revenues	1,953	1,905	Million Baht
Net Profit (Loss)	83	78	Million Baht
Earnings per Share	0.097	0.093	Baht/Share

Details of the above are shown in the financial statements of the Company's Annual Report for the year 2020 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 allocation of net profit as legal reserves and approve omitting the dividend payment from the operating result of the year 2020.**

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, 2020, the Company had net profit after deduction with accumulated losses of 27.51 Million Baht then the Company shall allocate net profit as legal reserves in the amount of 1.5 Million Baht.

Dividend Policy: The rate of 40% of the net profit after tax and legal reserves. The Board of Directors has the authority to refrain from following the policy (with additional conditions)

Moreover, as of December 31, 2020 the Company has reported slight retained earnings the Company then ought not to pay dividend from operating result of the year 2020.

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

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. Mr. Yunyong Sawasdi	Director
3. Assistant Professor Dr. Jitkasame Ngarmnil	Director

The Nomination and Remuneration Committee had an opinion that the 3 Directors should return to office for one more term because they are qualified according to The Public Limited Companies Act, B.E.2535 and other related regulations. They are knowledgeable and have experiences in the company's business which will be useful for the company.

Board of Directors' Opinion: The Board of Directors recommends proposing the Meeting should reappoint the 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. Mr. Yunyong Sawasdi	Director
3. Assistant Professor Dr. Jitkasame Ngarmnil	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 members. Therefore, they are qualified and beneficial to the business of the Company. Besides, the Board of Directors considers that the one nominated to be Independent Directors will be able to express their opinion freely and in line with the related rules and regulations.

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

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

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

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 2021 at the same amount as the year 2020.

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

	Position	Remuneration (Baht/person/month)	Meeting allowance (Baht/person/meeting)
Board of Directors	Chairman	36,000	5,000
	Member	24,000	5,000
Audit Committee	Chairman	36,000	5,000
	Member	30,000	5,000
Nomination and Remuneration Committee	Chairman	0	5,000
	Member	0	5,000
Risk Management Committee (Only the one who comes from Independent Director)	Chairman	0	5,000
	Member	0	5,000

* Other benefit -none-

Board of Directors' Opinion: The Board of Directors considers carefully and agrees to the proposal of the Nomination and Remuneration Committee to fix the remuneration of Directors for the year 2021 at the same amount as the year 2020 until the shareholders' meeting has other resolution and recommends proposing the Meeting to consider and approve the remuneration of Directors for the year 2021 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 2021.

Preamble: The Audit Committee considered and proposed that the Board of Directors approve and forward the Auditor from EY Office Limited to the AGM 2021 for considering and appointing as the external auditor of the Company for the year 2021

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 2021 proposed totally Baht 2,145,000 at the same amount compared to the year 2020, The Certified Public Accountants consisting Mr. Termphong Opanaphan (Certified Public Accountant License No. 4501); and/or Miss Vissuta Jariyathanakorn (Certified Public Accountant License No. 3853); and/or Miss Manee Rattanabunnakit (Certified Public Accountant License No. 5313). In the event 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 and Miss Vissuta Jariyathanakorn are original CPA since the year 2014-2020. Miss Manee Rattanabunnakit is an original CPA since the year 2015-2020.)

(unit: Baht)

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

The same amount from the year 2020

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

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

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

Agenda 8 Consider and approve the Capital Reduction by cancelling the ordinary shares left over from the allocation to accommodate the exercise warrants and amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital.

Preamble: According to the resolutions of the Company's Annual General Meeting of shareholders held on April 26, 2016 and April 30, 2018, granting for issuing and offering of warrants to purchase ordinary shares of the Company and issuing ordinary shares reserved for the exercise of warrants as follows:

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

As of 30 September 2020

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

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

For better understanding and clarify in financial statements reports suitable for shareholders and investors. It is proposed to the Shareholders to approve the decrease of the Company's registered capital in the amount of 393,410,769 Baht from the existing registered capital of 1,229,890,150 Baht to be registered capital of 836,479,381 Baht by eliminating the unpaid ordinary shares left over from the allocation to accommodate the exercise of warrants to purchase ordinary shares of the company types SMT-W1, SMT-WB and SMT-W2. These warrants had been allocated to the existing shareholders, directors and employees of the company without compensation and now they have already expired.

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

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

Preferred shares - Shares (-)

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

Board of Directors' Opinion: recommends proposing to the 2021 Annual General Meeting of Shareholders to approve the decrease of the Company's registered capital by THB 393,410,769 from the existing registered capital of THB 1,229,890,150 to be THB 836,479,381 by cancelling the unpaid ordinary shares left over from the allocation to accommodate the exercise warrants of 393,410,769 shares (Par value of THB 1.00) and to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association regarding registered capital (As mentioned above) to be in accordance with the decreasing of the Company's capital including the authorization as detailed as presented above.

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

Agenda items No. 9 to 11 and 13 (Increasing of the Company's register capital, the issuance of warrant to existing shareholders, the issuance of warrant to directors and/or employees and the allotment of newly issued ordinary shares which to be discussed in greater details) are interconnected and conditional upon one another. Therefore, if the Annual General Meeting of Shareholders for the year 2021 does not approve any of these items, no further considerations will be needed for other items which are interconnected with and conditional upon the items that are not approved and, in such case, the approved items will be cancelled

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

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

“Clause 4. Registered Capital	1,062,599,227 Baht	(One Thousand Sixty Two Million Five Hundred Ninety Nine Thousand and Two Hundred Twenty Seven Baht).
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Divided into	1,062,599,227	Shares	(One Thousand Sixty Two Million Five Hundred Ninety Nine Thousand and Two Hundred Twenty Seven Shares).
Par value of <i>Divided as follows;</i>	1.00	Baht	(One Baht).
Ordinary shares	1,062,599,227	Shares	(One Thousand Sixty Two Million Five Hundred Ninety Nine Thousand and Two Hundred Twenty Seven Shares).
Preferred shares	-	Shares	(-)"

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

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

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

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

Preamble: According to Agenda 9 the increasing of the Company's registered as presented above, the Company recommends proposing the Meeting to approve the issuance and offering of the warrants to purchase newly issued ordinary shares of the Company No. 3 (SMT-W3) in the amount of not exceeding 209,119,846 units to existing shareholders in proportion of shareholdings (Right Offering) without charge (the following is called "SMT-W3"), at the ratio of 4 existing shares to 1 unit of SMT-W3 (fractions will be discarded). The exercise ratio is 1 unit of SMT-W3 has a right to purchase 1 ordinary share of the Company, the exercise price is Baht 4.00 per share and term of warrants is 3 years from the issuance and offering of SMT-W3. Details are shown in Summary details of the warrants to

purchase ordinary shares of the Company to be issued and offered to existing shareholders No.3 (SMT-W3) (Enclosure 5).

The date to record the shareholders list entitled to be allocated SMT-W3 (Record Date) on June 2, 2021.

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

Board of Directors' Opinion: recommends proposing to the Annual General Meeting of shareholders for fiscal year 2021 to approve the issuance and offering of the warrants to purchase newly issued ordinary shares of the Company No. 3 (SMT-W3) in the amount of not exceeding 209,119,846 units to existing shareholders in proportion of shareholdings (Right Offering) without charge. Details are shown in Summary details of the warrants to purchase ordinary shares of the Company No.3 (SMT-W3) to be issued and offered to existing shareholders (Enclosure 5) including the authorization as detailed as presented above.

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

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

Therefore, the Board of Directors and/or the Nomination and Remuneration Committee and/or Executive Chairman or the person(s) who is authorized by the Board of Directors and/or the Nomination and Remuneration Committee and/or Executive Chairman shall be authorized to determine and supplement other details as may be appropriate to the extent that is not contradictory to or inconsistent with relevant notification rule or law including but not only limited to issue date of SMT-WC, maturity date as well as the authority to consider the necessity of the issuance of new ordinary shares to accommodate an adjustment or changes in exercise price and/or exercise ratio related to SMT-WC within the law and applicable regulations, to sign such documents and perform all such other acts as may be necessary in order to issue and offer SMT-WC including listing ordinary shares from

exercising of SMT-WC to the Stock Exchange of Thailand and performing necessary procedures for registration etc.

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

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

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

Note: This agenda requires an approval vote from the shareholder meeting by the vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote and no objection to issue SMT-WC from shareholders holding more than 10% of the total votes of the shareholders attending the meeting and eligible to vote in this agenda.

Agenda 12 Consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 3 ("SMT-WC") to directors and/or employees who are allotted exceeding 5% of this issued and offered SMT-WC for individual person.

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

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

Directors and/or employees will receive benefit as follows:

- | | | |
|----------------------------|---|--------------|
| 1. Mr. Prompong Chaikul | : | 272,000 Baht |
| 2. Mr. Virat Phugthai | : | 425,000 Baht |
| 3. Mr. Ruangpoj Phakdurong | : | 187,000 Baht |
| 4. Mr. Naris Chandang | : | 187,000 Baht |

The benefits are calculated based on Number of received SMT-WC warrants x (Market Price – Exercise Price – Offering Price of SMT-WC), details are shown in Summary details of the warrants to purchase ordinary shares of the Company to be issued and offered to directors and/or employees No. 3 (SMT-WC)(Enclosure 6).

The Opinion of The Board of Directors and The Nomination and Remuneration Committee:

(1) Mr. Prompong Chaikul

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

(2) Mr. Virat Phugthai

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

(3) Mr. Ruangpoj Phakdurong

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

(4) Mr. Naris Chandang

The Board of Directors and the Nomination and Remuneration Committee considered and had opinion that Mr. Naris Chandang, who presently occupies the positions of Chief Marketing Officer, is a person with experience, expertise and a responsibility for organizational management according to the goals and main missions of the Company. He has experience and expertise in developing and supplementing new business for the Company as well as multi-skill with key knowledge in contract manufacturing with worldwide business connections.

The proposed allocation of warrants to directors and/or employees of 4 persons above are considered as remuneration and an incentive to perform even more efficiently and maintain a valuable resource for the Company in long-term and to generate revenues and profits of the Company to grow stronger in the future. The benefits of the directors and/or employees have minimal negative effect to the market price of the Company's shares, it is therefore worthwhile and reasonable as it will motivate the employees.

Board of Directors' Opinion: considers and approves as same as the opinion of the Nomination and Remuneration Committee (Enclosure 8) and recommends proposing the Annual General Meeting of shareholders for fiscal year 2021 to approve the issuance and offering of SMT-WC to directors and/or employees of the Company who are allotted exceeding 5% of this issued and offered SMT-WC for individual person.

Note: This agenda requires an approval vote from the shareholder meeting for individual person by the vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote and no objection from shareholders holding more than 5% of the total votes of the shareholders attending the meeting and eligible to vote in this agenda.

Furthermore, Mr. Prompong Chaikul holds shares of the Company as at 25 February 2021 amount 22,601,768 shares Mr. Virat Phugthai amount 13,300 shares and Mr. Naris Chandang amount 9,000 shares. Therefore, he has interest and has not eligible to cast his vote in the agenda of allocation of warrants to him.

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

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

- 1) Amount of not exceeding 209,119,846 new ordinary shares (or equal to 25.00% of total paid-up capital at the present) to reserve for the exercise of SMT-W3 that to be offered to existing shareholders in proportion. Details are shown in summary details of SMT-W3 (Enclosure 5).
- 2) Amount of not exceeding 17,000,000 new ordinary shares (or equal to 2.03% of total paid-up capital at the present) to reserve for the exercise of SMT-WC that to be offered to directors and/or employees of the Company. Details are shown in summary details of SMT-WC (Enclosure 6).

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

in relation to the increasing of registered capital of the Company with Department of Business Development, Ministry of Commerce.

Moreover, in compliance with the Notification of the Capital Market Supervisory Board No. TorChor. 73/2558 Re: List of Information Disclosed in the Notice of the Meeting of Shareholders of Listed Company to ask for Approval of Issuance and Offering of Securities, the Company would like to further clarify information regarding the allocation of newly issued ordinary shares as details are shown in Information Memorandum concerning the issuance and offering of the newly issued ordinary shares to reserve for the exercise of the warrants to purchase newly issued ordinary shares of the Company No. 3 (SMT-W3) (Enclosure 7).

Board of Directors' Opinion: recommends proposing the Annual General Meeting of shareholders for fiscal year 2021 to approve the allotment of newly issued ordinary shares of not exceeding 226,119,846 shares with par value of Baht 1.00 per share. The details are as follows:

1. Amount of not exceeding 209,119,846 new ordinary shares to reserve for the exercise of SMT-W3 that to be offered to existing shareholders in proportion of shareholding. Details are shown in summary details of SMT-W3 (Enclosure 5).
2. Amount of not exceeding 17,000,000 new ordinary to reserve for the exercise of SMT-WC that to be offered to directors and/or employees of the Company. Details are shown in summary details of SMT-WC (Enclosure 6).

Including the authorization as detailed as presented above.

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

Preamble: According to the business plan of the Company regarding providing designation, manufacturing and distribution of communication equipment, telecommunication equipment and providing aircraft services, the Company has to add the Company's objectives in order to be consistent and support the Company's business operations.

Board of Directors' Opinion: Resolved to propose the Shareholders' meeting to consider and approve the addition of the Company's objective Article 39 and article 40 and amendment of Memorandum of Association in Clause 3. Objective. Details are as follows:

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

shot controller tools, remote monitoring system, surveillance camera, night vision camera, all thermal imaging inspection cameras, small weapon camera. Including professional electronic trading communication system, communication and information technology system, force and control system, safety control system, electronic system, all apparels used in the military, police, civil and government agencies, parachutes, rubber rafts, such products and other activities related to service or after-sales support of the associated equipment.

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

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

Current:	“Clause 3 the Company has 38 objectives”
New:	“Clause 3 the Company has 40 objectives”

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

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

Agenda 15 Consider any other businesses (if any).

All shareholders are hereby invited to participate in the AGM 2021 on **Tuesday, April 27, 2021 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 11.

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 12. The Proxy form C. using only for the non-Thai shareholder appointing the Custodian in Thailand, shareholders may download from www.starsmicro.com

Please kindly submit the completed Proxy Form to the Company by Monday, April 26, 2021. 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 2021 and document for meeting in the Company's website (www.starsmicro.com) in advance to allow shareholders to review the information sufficiently in advance, before you get the information in a document from the Company.

Yours faithfully,

-Signature-

Mr. Yunyong Sawasdi

Director & Company Secretary

By Order of the Board of Directors

MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR 2020
OF
STARS MICROELECTRONICS (THAILAND)
PUBLIC COMPANY LIMITED

Time and Place

Held on Thursday, July 30, 2020 at 14.00 hrs. in Magic 2 Room, 2 floor, the Miracle Grand Convention Hotel, Viphavadee Road, Laksi , Donmuang , Bangkok.

Preliminary proceedings

Mrs.Kulkanist Khamsirivatchara, the Company's independent legal advisor and the meeting facilitator, started the 2020 annual general meeting of shareholders by welcoming the shareholders attending, and Miss Kajee Tanatpanjaroen, announced that 81 shareholders and proxies possessing a total of 421,620,293 shares or representing 50.4041 per cent of the total 836,479,381 paid up shares were at the meeting, forming a meeting quorum as specified by the Company's regulations. After the meeting was declared open more participants joined, bringing the number to 90 shareholders and proxies at the meeting, representing a total of 421,879,364 shares or 50.4351 per cent of the total paid up shares.

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

Six Board of Directors

- | | | |
|----|--|--|
| 1. | Mr. Prompong Chaikul | Vice Chairman, Chairman of Executive Director,
Risk Management Committee Member &
Chief Supply Chain Officer |
| 2. | Assoc. Prof. Dr. Preecha Jarungidanan | Independent Director, Audit Committee Member
& Chairman of the Remuneration Committee |
| 3. | Assoc. Prof. Dr. Aekkachai Nittayagasetwat | Independent Director, Audit Committee
Member& Remuneration Committee Member |
| 4. | Professor Dr. Kamphol Panyagometh | Independent Director, Audit Committee Member
& Chairman of the Risk Management Committee |
| 5. | Mr. Nattapong Chaikul | Director & Executive Director |
| 6. | Mr. Yunyong Sawasdi | Director, Company Secretary, Executive Director
& Risk Management Committee Member |

Seven executives to present information

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

Three auditors from EY Office Limited

1. Mr. Termphong Opanaphan
2. Miss. Patcharee Tantipitakkul.
3. Miss. Phanchita Phuwatchantearawong

Two independent legal advisors from Siam Premier International Law Office Limited

1. Mrs. Kulkanist Khamsirivatchara
2. Miss. Kajee Tanatpanjaroen

Financial & Compliance Consultant

1. Mr. Kanath Srisupa-at

Two officials from OJ International Co., Ltd.

1. Miss. Rinyaphat Phiraphatchaneechai
2. Miss. Wilaiwan Kaengkla

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 the Company Secretary invited Mr. Prompong Chaikul, who chaired the meeting to declare the meeting open. The Chairman welcomed shareholders to the Annual General Meeting of Shareholders for 2020, delivered an opening speech and assigned Mrs. Kulkanist Khamsirivatchara, to be the meeting facilitator.

Miss Kajee Tanatpanjaroen stated that given the circumstances of the spreading Coronavirus (Covid-19), the company will aim to keep this meeting within two hours. In the case the company can't answer all of the shareholders' questions, the Company will answer all of the questions on the website. For the benefit of everyone, the company prepared two sets of microphones for the shareholders to use,

reducing proximity needed with one another. The company asks that shareholders write their questions on paper and give them to the company's staff instead of using the microphones. Besides, the company also asks for the shareholders' cooperation in not to eating anything inside the meeting room. Moreover, the Company has prepared drinking water for the shareholders in the meeting room and the company will give the snack box to the shareholders before they return home.

Miss Kajee Tanatpanjaroen, provided details regarding voting procedures and the vote-counting methods summarized as follows:

- (1) Shareholders are entitled to one vote per share held. Each shareholder thus has as many votes as the number of the shares held or represented by proxy.
- (2) Shareholders having a conflict of interest regarding a particular agenda item are not entitled to cast a vote on that item.
- (3) The meeting facilitator shall ask in regard to every agenda item if there is any person who wants to vote against the item or abstain from voting. If so, the person is advised to express his/her wish in the vote ballot by making a check mark ☒ in the box as needed and then raise his/her hand to signal that the ballot be collected and counted. Other than that, it is considered that the agenda item gets a vote of approval, in which case those with no objection or abstaining do not have to vote in the vote ballot. The facilitator then deducts the number of votes against and the abstained votes from the total number of votes of the meeting attendees to get the final voting results for that particular agenda item.
- (4) The Company shall consider the votes of those who do not tender their ballots as votes for that particular agenda item.
- (5) Those proxy holders shall not cast their vote on the ballots in the case where shareholders have voted for or against or abstained on any agenda item in their proxy forms. The Company shall count the votes identified in the proxy forms for the convenience of meeting participants. However, in the case where the shareholders have not expressed their vote in their proxy forms, proxy holders are requested to vote on each agenda as though the shareholders were attending the meeting in person.
- (6) The meeting facilitator shall announce the voting results of each agenda item. The votes counted shall include both the votes of shareholders attending the meeting in person and by proxy. For each item, the latest number of shares of those attending the meeting shall apply.
- (7) Resolutions of this shareholders' meeting comprise the votes as follows:
 - Agenda items 1, 3-5, 7 require the majority vote of the total number of votes of the shareholders attending the meeting and voting.

- Agenda item 6 requires no less than two-thirds of the total number of votes of the shareholders attending the meeting.
 - Agenda item 8 requires no less than three-fourths of the shareholders who attending the meeting and eligible to vote.
 - Agenda item 2 does not require any voting as it is to inform only.
- (8) Those shareholders who wish to make inquiries or request additional information are requested to identify themselves for the Company's reference.

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

Agenda 1 **Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2019.**

The meeting facilitator stated that the Company held the 2019 annual general meeting of the shareholders on 29 April 2019. A copy of the minutes was delivered to shareholders along with the letter of invitation to the annual general meeting with details as per items attached 1. The minutes of the meeting were completed within 14 days from the date of the meeting and were submitted to the Securities Exchange of Thailand and the Ministry of Commerce within the time period specified by law. They were also disseminated through the Company's website.

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

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

Resolution: The Meeting Resolution to Adoption of Minutes of the Annual General Meeting of Shareholders for the year 2019 held on 29 April 2019 with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	421,683,262	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	votes		
Invalid	-			

Agenda 2 **Be informed of the Company's performance of the year 2019.**

The meeting facilitator asked Mr. Prompong Chaikul, Chairman, to inform the meeting about the progress of setting up the plan against corruption. To comply with the policy of the SEC and Thai Investors Association, which supports the company to implement the plan against corruption, follow up

and evaluate regularly. The company has set the policy and the direction of implementation to prevent the corruption for management and employees to follow and practice. The policy can be seen on page 35 of the company's annual report. The company hasn't been informed about any mal-practice or unethical acts.

After that the meeting facilitator asked the meeting participants to consider and acknowledge the Board of Directors' report as presented in the page 82 to 86 of 2019 annual report and invited Mr. Virat Phugthai, Chief Executive Officer, to present the Company's performance.

Mr. Virat Phugthai, CEO, said that there were 4 main topics to be presented as follows:



- Management update
- Business outlook and 4 years forecast
- 2020 strategy
- New customers and growth plan
- Summary
- **Management update:**

Mr. Virat Phugthai, CEO, introduced the 4 management members, Mr. Naris Chandang (CMO), Mr. Ruangpoj Phakdurong (COO), Mr. Virat Phugthai (CEO) and Mr. Chotisak Promwas (CFO). Together, they have over 30-year experiences. Mr. Chotisak Promwas has financial experience in automotive industry. Everyone has some experience from the same or related industries. Therefore, the team can work fast and learn the company's business well.



- **Business outlook and 4-year forecast**

The sales revenue from 2019 grew 2% from 2018. Optics group grew the most. Optics group is and will be important for the company. PCBA and Box build will be the second, but IC group will decrease 26%.



The 2019 sales revenues for quarters 1, 2, 3, and 4 were 482 million baht, 471 million baht, 368 million baht and 427 million baht respectively. The company had net profit in Quarter 1 and 2 but had losses in quarter 3 (46 million baht) and quarter 4 (21 million baht).



The sales revenue of quarter 1 for 2020 was lower than that of quarter 4 2019. The sales revenue of quarter 2 2020 was about 30% higher than quarter 1. The sales revenue of quarter 2, 2020 was 500 million baht. In quarter 3 and 4 there would be sales revenue from new businesses. The

Company expects that sales revenue of quarters 3 and 4 to be higher and sales revenue for 2020 to grow approximately 13% from 2019.

The sales revenue for Optics in quarter 1 and 2 in 2019 was up and down and will be on a positive trend in quarter 3 and 4 (2020). The Optics group is important for the company and has a promising future. In the next 3-4 years, the company will have more than one major market segment. In the past, the company focused on the IC Semiconductor. Therefore, the portfolio of the company will be more stable with the support of Optics and PCBA.



In the next four years, the IC group will grow but Optics and System build will grow significantly more. The 3 major businesses that will grow are as follows.

1. PCBA & System build
2. IC and Advance Packaging that have more added value.
3. Optics which has high growth. It is expected that sales revenue of Optics in 2023 will be 4,686 million baht.





In consideration of the world's economy and the company's business, we found that global demand has decreased. However, the company is expanding into niche markets and expects that the company's sales will grow. The company's new customers are in the ramp-up process. Besides the US market, the company explores the markets in China and Europe. With high potential, the company is confident to obtain more market shares.



The company sets the sales growth at 30% every year with 20% gross margin. The strategies in 2020 are as follows:

- Growth from current customers, called strategic customers.
- Build on the business model to make the company increase sales revenue.
- Expand market segments.
- Upgrade the supply chain for the company to buy materials and parts in addition to buying from Asian countries to reduce the company's costs.
- Increase technical solution.
- Cooperate with customers in design development to attract the customers to work with the company and to make it difficult for the competitors to gain the company's market share.
- Besides being a contract manufacturer, the company adds technology and expands services to create more opportunities for the Company.

- 2020 strategy



Regarding the market segment, the company expands more market segment and has 4 major customer groups as follows:

1. OSAT and Advance (IC) which has been the major business of the company for a long time.
2. PCBA & Box build which is the company's growing business. The company has had more new customers.
3. Optics which will have a lot of opportunities to grow.
4. High Precision / Medical

The company has various businesses to reduce the risks.



Optics (Start to be Cash cow customers)

Year Sales	2019 Sales:	2020F Sales:	2021F Sales:
RSD MB	890 MB	592 MB	XX% Growth

Applications >

- Communication
- Data Center
- Medical
- Automotive

Products / Applications Examples:

- Optical Fiber Cables
- Optical Fiber Patch Cords
- Optical Fiber Routers
- Optical Fiber Switches
- Optical Fiber Transceivers
- Optical Fiber Amplifiers
- Optical Fiber Sensors
- Optical Fiber Lasers
- Optical Fiber Networks
- Optical Fiber Systems
- Optical Fiber Components
- Optical Fiber Modules
- Optical Fiber Connectors
- Optical Fiber Splices
- Optical Fiber Joints
- Optical Fiber Enclosures
- Optical Fiber Cabinets
- Optical Fiber Racks
- Optical Fiber Bundles
- Optical Fiber Strands
- Optical Fiber Ribbons
- Optical Fiber Cores
- Optical Fiber Claddings
- Optical Fiber Buffers
- Optical Fiber Jackets
- Optical Fiber Shields
- Optical Fiber Sleeves
- Optical Fiber Tapes
- Optical Fiber Wraps
- Optical Fiber Glues
- Optical Fiber Solder
- Optical Fiber Wires
- Optical Fiber Tubes
- Optical Fiber Pipes
- Optical Fiber Channels
- Optical Fiber Ducts
- Optical Fiber Conduits
- Optical Fiber Trunks
- Optical Fiber Manifolds
- Optical Fiber Splitters
- Optical Fiber Couplers
- Optical Fiber Combiners
- Optical Fiber Isolators
- Optical Fiber Attenuators
- Optical Fiber Amplifiers
- Optical Fiber Filters
- Optical Fiber Modulators
- Optical Fiber Demodulators
- Optical Fiber Detectors
- Optical Fiber Transmitters
- Optical Fiber Receivers
- Optical Fiber Processors
- Optical Fiber Controllers
- Optical Fiber Monitors
- Optical Fiber Analyzers
- Optical Fiber Testers
- Optical Fiber Calibrators
- Optical Fiber Standards
- Optical Fiber References
- Optical Fiber Certificates
- Optical Fiber Reports
- Optical Fiber Documents
- Optical Fiber Manuals
- Optical Fiber Guides
- Optical Fiber Instructions
- Optical Fiber Specifications
- Optical Fiber Drawings
- Optical Fiber Diagrams
- Optical Fiber Photographs
- Optical Fiber Videos
- Optical Fiber Presentations
- Optical Fiber Websites
- Optical Fiber Software
- Optical Fiber Hardware
- Optical Fiber Services
- Optical Fiber Support
- Optical Fiber Training
- Optical Fiber Consulting
- Optical Fiber Engineering
- Optical Fiber Design
- Optical Fiber Construction
- Optical Fiber Installation
- Optical Fiber Maintenance
- Optical Fiber Repair
- Optical Fiber Replacement
- Optical Fiber Upgrade
- Optical Fiber Expansion
- Optical Fiber Integration
- Optical Fiber Interconnection
- Optical Fiber Interfacing
- Optical Fiber Interoperability
- Optical Fiber Compatibility
- Optical Fiber Reliability
- Optical Fiber Durability
- Optical Fiber Performance
- Optical Fiber Quality
- Optical Fiber Safety
- Optical Fiber Security
- Optical Fiber Privacy
- Optical Fiber Confidentiality
- Optical Fiber Integrity
- Optical Fiber Availability
- Optical Fiber Accessibility
- Optical Fiber Usability
- Optical Fiber Portability
- Optical Fiber Scalability
- Optical Fiber Flexibility
- Optical Fiber Adaptability
- Optical Fiber Extensibility
- Optical Fiber Customizability
- Optical Fiber Configurability
- Optical Fiber Programmability
- Optical Fiber Scriptability
- Optical Fiber Automatability
- Optical Fiber Monitorability
- Optical Fiber Manageability
- Optical Fiber Operability
- Optical Fiber Maintainability
- Optical Fiber Recoverability
- Optical Fiber Resiliency
- Optical Fiber Fault Tolerance
- Optical Fiber Disaster Recovery
- Optical Fiber Business Continuity
- Optical Fiber Risk Management
- Optical Fiber Compliance
- Optical Fiber Regulatory
- Optical Fiber Industry Standard
- Optical Fiber Best Practice
- Optical Fiber Innovation
- Optical Fiber Research
- Optical Fiber Development
- Optical Fiber Production
- Optical Fiber Distribution
- Optical Fiber Logistics
- Optical Fiber Supply Chain
- Optical Fiber Procurement
- Optical Fiber Purchasing
- Optical Fiber Selling
- Optical Fiber Marketing
- Optical Fiber Sales
- Optical Fiber Customer Service
- Optical Fiber Feedback
- Optical Fiber Improvement
- Optical Fiber Optimization
- Optical Fiber Enhancement
- Optical Fiber Upgradation
- Optical Fiber Modernization
- Optical Fiber Transformation
- Optical Fiber Revolution
- Optical Fiber Evolution
- Optical Fiber Progression
- Optical Fiber Advancement
- Optical Fiber Development
- Optical Fiber Growth
- Optical Fiber Expansion
- Optical Fiber Increase
- Optical Fiber Rise
- Optical Fiber Surge
- Optical Fiber Boom
- Optical Fiber Thrive
- Optical Fiber Flourish
- Optical Fiber Prosper
- Optical Fiber Succeed
- Optical Fiber Triumph
- Optical Fiber Achieve
- Optical Fiber Accomplish
- Optical Fiber Attain
- Optical Fiber Reach
- Optical Fiber Arrive
- Optical Fiber Come
- Optical Fiber Go
- Optical Fiber Move
- Optical Fiber Advance
- Optical Fiber Proceed
- Optical Fiber Continue
- Optical Fiber Persist
- Optical Fiber Endure
- Optical Fiber Last
- Optical Fiber Remain
- Optical Fiber Stay
- Optical Fiber Keep
- Optical Fiber Hold
- Optical Fiber Grip
- Optical Fiber Grasp
- Optical Fiber Seize
- Optical Fiber Take
- Optical Fiber Grab
- Optical Fiber Catch
- Optical Fiber Receive
- Optical Fiber Get
- Optical Fiber Obtain
- Optical Fiber Acquire
- Optical Fiber Gain
- Optical Fiber Earn
- Optical Fiber Win
- Optical Fiber Beat
- Optical Fiber Defeat
- Optical Fiber Overcome
- Optical Fiber Surpass
- Optical Fiber Exceed
- Optical Fiber Outperform
- Optical Fiber Outdo
- Optical Fiber Outpace
- Optical Fiber Outrun
- Optical Fiber Outlast
- Optical Fiber Outlive
- Optical Fiber Outgrow
- Optical Fiber Outstep
- Optical Fiber Outmaneuver
- Optical Fiber Outwit
- Optical Fiber Outsmart
- Optical Fiber Outguess
- Optical Fiber Outplay
- Optical Fiber Outshine
- Optical Fiber Outglow
- Optical Fiber Outdoom
- Optical Fiber Outnumber
- Optical Fiber Outweigh
- Optical Fiber Outvote
- Optical Fiber Outrank
- Optical Fiber Outorder
- Optical Fiber Outstrip
- Optical Fiber Outdistance
- Optical Fiber Outrange
- Optical Fiber Outreach
- Optical Fiber Outstretch
- Optical Fiber Outspread
- Optical Fiber Outexpand
- Optical Fiber Outgrow
- Optical Fiber Outdevelop
- Optical Fiber Outimprove
- Optical Fiber Outenhance
- Optical Fiber Outupgrade
- Optical Fiber Outmodernize
- Optical Fiber Outtransform
- Optical Fiber Outrevolutionize
- Optical Fiber Outevolve
- Optical Fiber Outprogress
- Optical Fiber Outadvance
- Optical Fiber Outdevelop
- Optical Fiber Outgrow
- Optical Fiber Outincrease
- Optical Fiber Outrise
- Optical Fiber Outsurge
- Optical Fiber Outboom
- Optical Fiber Outthrive
- Optical Fiber Outflourish
- Optical Fiber Outprosper
- Optical Fiber Outsucceed
- Optical Fiber Outtriumph
- Optical Fiber Outachieve
- Optical Fiber Outaccomplish
- Optical Fiber Outattain
- Optical Fiber Outreach
- Optical Fiber Outarrive
- Optical Fiber Outgo
- Optical Fiber Outmove
- Optical Fiber Outadvance
- Optical Fiber Outproceed
- Optical Fiber Outcontinue
- Optical Fiber Outpersist
- Optical Fiber Outendure
- Optical Fiber Outlast
- Optical Fiber Outremain
- Optical Fiber Outstay
- Optical Fiber Outkeep
- Optical Fiber Outhold
- Optical Fiber Outgrip
- Optical Fiber Outgrasp
- Optical Fiber Outseize
- Optical Fiber Outtake
- Optical Fiber Outgrab
- Optical Fiber Outcatch
- Optical Fiber Outreceive
- Optical Fiber Outget
- Optical Fiber Outobtain
- Optical Fiber Outacquire
- Optical Fiber Outgain
- Optical Fiber Outearn
- Optical Fiber Outwin
- Optical Fiber Outbeat
- Optical Fiber Outdefeat
- Optical Fiber Outovercome
- Optical Fiber Outsurpass
- Optical Fiber Outexceed
- Optical Fiber Outoutperform
- Optical Fiber Outoutdo
- Optical Fiber Outoutpace
- Optical Fiber Outoutrun
- Optical Fiber Outoutlast
- Optical Fiber Outoutlive
- Optical Fiber Outoutgrow
- Optical Fiber Outoutstep
- Optical Fiber Outoutmaneuver
- Optical Fiber Outoutwit
- Optical Fiber Outoutsmart
- Optical Fiber Outoutguess
- Optical Fiber Outoutplay
- Optical Fiber Outoutshine
- Optical Fiber Outoutglow
- Optical Fiber Outoutdoom
- Optical Fiber Outoutnumber
- Optical Fiber Outoutweigh
- Optical Fiber Outoutvote
- Optical Fiber Out outrank
- Optical Fiber Out outorder
- Optical Fiber Out outstrip
- Optical Fiber Out outdistance
- Optical Fiber Out outrange
- Optical Fiber Out outreach
- Optical Fiber Out outstretch
- Optical Fiber Out outspread
- Optical Fiber Out outexpand
- Optical Fiber Out outgrow
- Optical Fiber Out outdevelop
- Optical Fiber Out outimprove
- Optical Fiber Out outenhance
- Optical Fiber Out outupgrade
- Optical Fiber Out outmodernize
- Optical Fiber Out outtransform
- Optical Fiber Out outrevolutionize
- Optical Fiber Out outevolve
- Optical Fiber Out outprogress
- Optical Fiber Out outadvance
- Optical Fiber Out outdevelop
- Optical Fiber Out outgrow
- Optical Fiber Out outincrease
- Optical Fiber Out outrise
- Optical Fiber Out outsurge
- Optical Fiber Out outboom
- Optical Fiber Out outthrive
- Optical Fiber Out outflourish
- Optical Fiber Out outprosper
- Optical Fiber Out outsucceed
- Optical Fiber Out outtriumph
- Optical Fiber Out outachieve
- Optical Fiber Out outaccomplish
- Optical Fiber Out outattain
- Optical Fiber Out outreach
- Optical Fiber Out outarrive
- Optical Fiber Out outgo
- Optical Fiber Out outmove
- Optical Fiber Out outadvance
- Optical Fiber Out outproceed
- Optical Fiber Out outcontinue
- Optical Fiber Out outpersist
- Optical Fiber Out outendure
- Optical Fiber Out out

Growth Plan

✓ Ultra Sonar Sensor
 ✓ Smart Card
 ✓ High Speed Cable
 ✓ 3D Monitor
 ✓ Audio Products
 ✓ 16:9 Screen
 ✓ 1000+ CAX
 ✓ Optical TV, 3D
 ✓ Power Plug
 ✓ Optical Detection
 ✓ Accessories

Q2'20
 [Image: Ultra Sonar Sensor]

Q3'20
 [Image: Smart Card]

Q4'20
 [Image: High Speed Cable]

Q1'21
 [Image: 3D Monitor]

Q2'21
 [Image: Audio Products]

Regarding the development plan, the company sets the process to analyze and select customers suitable and expand sales distribution to European markets more. The company will develop E-Marketing more to dive into more markets and look for new opportunities. The company develops organization transformation to encourage employee participation and take ownership of their work. The company is in the process of upgrading IT and ERP systems to be able to purchase things and materials from all over the world at the right quantity and time. It is expected to be completed in 2020. The company has plans to expand and increase their suppliers. Everything is done to make the company ready for future growth.



In conclusion, the company sets the sales growth target at 30% and the gross margin at 20% every year. The company focuses on OSAT, emphasizing the company's core value of expanding contract manufacturing into further markets. The company will focus on niche markets as well, including customers wanting flexibility, engineering and operations services. The above-mentioned are the things that the company is doing and will do so in the future.



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

Questions and suggestions of shareholders

1. Mr. Therdsak Wangsate, a shareholder, said that the Company has set the targets for many years, but the company cannot reach them. It is hoped that the company can reach the targets this year. Mr. Therdsak asked about the company's risks.

Mr. Virat Phugthai said that the spread of the coronavirus (Covid-19) is a challenge. Running a business needs opportunities to meet the customers. Now the company communicates with the customers via video conference. The company should have higher sales revenue than proposed if the company can meet the Customers. The proposed sales revenue was very conservative.

2. Ms. Bussakorn Ngarmpasuthadol, a shareholder, asked as follows:

- 2.1 2018 and 2019 sales revenue did not grow significantly. What are the gross profit margin and net profit of IC Packaging, PCBA and Optics?

- 2.2 IC Packaging sales revenue in 2018 and 2019 was 68% and 50% respectively. But sales revenue of PCBA and Optics increased. PCBA and Optics were regarded as the future of the Company. However, the Company made a loss in 2019.

Mr. Prompong Chaikul said that in the first half of 2019 the company expected that IC Packaging and Optics would grow in the second half of 2019. Because of the trade war between the US and China, sales revenue of IC Packaging with the gross profit of 10-20% and Optics with the gross profit of 10-40% dropped significantly. Moreover, the company could not adjust the fixed cost proportionately. As a result, the company had a loss in the second half of 2019. Therefore, the company did not meet the target in 2019. PCBA and Box build may not have a high margin, of around 5-20%, but the new products in the future will have more and be at least 20%.

Ms. Bussakorn Ngarmpasuthadol asked why the gross profit of quarter 2 (2020) increased. The gross profit of 2019 was 14%, but the gross profit of quarter 1 (2020) was down to 13%. Is it because the company has higher cost of goods sold?

Mr. Prompong Chaikul said the cost of goods sold is part of this, and the sales revenue of quarter 1 (2020) was low due to the trade war and the beginning of the spread of Covid-19. The company improved the cost structure of quarter 3 and 4 in 2019 and quarter 1 of 2020. Now the cost structure is better.

- 2.3 In 2020 the Company expects the sales revenue to increase 30%. What is the

effect on the Company's performance?

Mr.Virat Phugthai said the products that the Company produces have higher added value and have longer Operational process. As a result, the Company can make more income and profit.

Ms.Bussakorn Ngarmpasuthadol asked how many customers did the Company increase? And how much is the increased margin?

Mr.Virat Phugthai said the Company can manage the fixed cost better, has higher sales revenue and has high added value products. As a result the Company's gross margin will be higher. The sales revenue comes from the customers that the Company has already signed the business contracts with. The Company's business is manufacturing. The margin will increase because the products have longer manufacturing process.

Ms.Bussakorn Ngarmpasuthadol said in 2020 the Company will have 30% sales growth. What is the Net profit margin?

Mr.Virat Phugthai said the net profit margin would be around 6-10%.

3. Mr.Therdsak Wangsate, a shareholder, asked about the Company's risk factors that can have effects on the customer's orders.

Mr.Virat Phugthai said there is nothing to be concerned. The sales forecasts from the customers are clear. Everything is according to the sales target set.

There were no questions, the meeting facilitator concluded that the meeting acknowledged the report of the Board of Directors in 2019 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 2019.

Agenda 3 Consider and approve the statement of financial position and income statement for the year ended on December 31, 2019 and the report of the auditor.

Mr. Wijaya Klinkesorn, Senior Director (Accounting & Finance) presented details of the balance sheets and the profit and loss statement as well as the auditors' report as it appeared on pages 87-136 of the 2019 annual report delivered along with the letter of invitation to the annual general meeting of the shareholders. Performance in 2019 according to the separate financial

statement & consolidated financial statements of the Company and its subsidiaries can be summarized as follows:

(unit: million baht)

Description	Consolidated financial statement	Separate financial statement
Total assets	2,796	2,787
Total liabilities	1,551	1,544
Total revenues	1,819	1,783
Net (Loss) Profit	(41.89)	(35.64)
Earnings (Loss) per share (baht per share)	(0.047)	(0.043)

Questions and suggestions of shareholders

1. Mr.Staporn Koteeranurak, a shareholder, asked as follows.

1.1 What does TFRS 15 affect the revenue record of the Company? How does the Company have to change the contracts?

Mr.Wijaya Klinkesorn, Senior Director of Finance & Accounting, said that the Company has little effect from the new accounting standard and the Company has already recorded. Therefore the change has no effect on the Company.

1.2 There are some effects on financial ratios such as Current Ratio, Current Assets and Current Liability. How does the Company manage the liquidity of the Company?

Mr.Wijaya Klinkesorn said that the Company doesn't have any problem with the liquidity now, but the Company has contacted the 3 main banks to support the Company financially. The financial ratios of the Company may not be good now. It is believed that with the company's good business plan, the Company's financial ratios will be better in the future.

1.3 In 2019 the company transferred the legal reserve of 79,300,000 baht and the premium on shares of 514,608,864 baht to compensate the company's deficit of 593,908,864 baht. What was the effect on the company such in regards to tax benefits? Will the Company write off the accumulated loss in 2020?

Mr. Wijaya Klinkesorn said that the company wrote off the accumulated losses in 2019. The method was to swap the premium on shares and the

accumulated losses. The advantage is there is no accumulated losses. In case the company has profit, the company can pay dividend. There is little effect on tax benefits because it is just an accounting transaction record. In 2020 the company has no plan to write off the accumulated loss before the amount is not too high.

- 1.4 In 2020 there will be new accounting standards such as TFRS 9 and TFRS 16. Has the company analyzed the effect on the company and prepared any method to cope with?

Mr. Wijaya Klinkesorn said that the company has studied the new accounting standards and has received some advice from the auditors. TFRS 9 and TFRS 16 don't have any significant effect on the company.

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

There were no questions, The meeting facilitator moved that the meeting approve the statement of financial position and the income statement for the year ending 31 December 2019 and the auditors' report.

Resolution: The meeting unanimously resolved to approve the statement of financial position and income statement for the year ended on December 31, 2019 and the report of the auditor with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	421,813,262	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	votes		
Invalid	-			

Agenda 4 Consider and approve omitting the allocation of net profit as legal reserves and approve omitting the dividend payment from the operating result of the year 2019.

The meeting facilitator said that as of 31 December 2019, the company had net loss about (36) Million Baht and the Company has accumulated losses (51) Million Baht then the Company shall not allocate legal reserves in year 2019.

The company still had the accumulated loss. By law, the company cannot pay the dividend from the performance of the year 2019, according to the invitation letter to

the AGM sent to the shareholders in advance. Therefore, the Board of Directors recommends not paying the dividend from the 2019 performance.

The meeting facilitator asked if there were any questions.

There were no questions, The meeting facilitator moved that the meeting approve omission the allocation of net profit as legal reserves and approve the omission of dividend payment for the performance of the year 2019 as proposed and asked if there were any shareholders who wanted to object or to abstain from voting. There were no shareholders who wanted to do so. Therefore, the votes were announced.

Resolution: The meeting unanimously resolved to approve omitting the allocation of net profit as legal reserves and omitting the dividend payment from the operating result of the year 2019 with the majority vote of the shareholders who attend the meeting and casting their vote as follows;

Approval	421,879,262	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	votes		
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 Public Limited Company Act and the Company's regulations stipulate that one third of the Directors have to vacate after completing their terms at the general meeting of shareholders. For 2020, three Directors shall vacate after completing their terms, comprising the following persons:

- | | |
|--|--|
| 1.Assoc. Prof. Dr. Aekkachai Nittayagasetwat | Independent Director, Audit Committee Member& Remuneration Committee Member |
| 2.Professor Dr. Kamphol Panyagometh | Independent Director, Audit Committee Member & Chairman of the Risk Management Committee |

The two directors have high credentials. They are knowledgeable and capable and they understand the company's business very well. Their working backgrounds are transparent.

They have worked as directors and in sub-committees very well. Therefore, they are qualified for the Company's business.

The Board of Directors recommends that the Meeting should reappoint the 2 Directors to be Directors for another term.

1.Assoc. Prof. Dr. Aekkachai Nittayagasetwat	Independent Director, Audit Committee Member& Remuneration Committee Member
2.Professor Dr. Kamphol Panyagometh	Independent Director, Audit Committee Member & Chairman of the Risk Management Committee

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

The meeting facilitator asked if there were any questions.

There were no questions, The meeting facilitator moved that the meeting appoint Directors to replace those completing their terms of office individually.

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

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

Approval	421,879,262	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	votes		
Invalid	-			

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

Approval	421,879,262	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	votes		
Invalid	-			

Agenda 6 Consider and approve the remuneration of Directors for the year 2020.

The meeting facilitator said that the Company's Board meeting proposed that the Remuneration Committee consider the competitiveness of remuneration in listed companies in the same industry, performance, directors' accountability, maintaining the same rates as those approved by the shareholders' meeting in 2019.

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

Board of Directors	Chairman	36,000	5,000
	Member	24,000	5,000
Audit Committee	Chairman	36,000	5,000
	Member	30,000	5,000
Remuneration Committee	Chairman	0	5,000
	Member	0	5,000
Risk Management Committee (Only Risk Management Committee member who came from Independent Director)	Chairman	0	5,000
	Member	0	5,000

* Other benefit -none-

The meeting facilitator asked if there were any questions.

Participants were then given the opportunity to raise questions. As no questions were raised, the meeting facilitator moved that the meeting approve the remuneration of Directors and Committee Members for 2020 as proposed.

Resolution: The meeting unanimously resolved to approve the remuneration of Directors for 2020 with the vote more than two-thirds of the total number of votes of the shareholders attending the meeting.

Approval	421,879,364	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	votes		
Invalid	-			

Agenda 7 Consider and approve the appointment of Auditor and fix Auditor Fee for the year 2020.

The meeting facilitator said that, to comply with the law, the Company's Board of Directors' resolution asked the general shareholders' meeting to consider and appoint the auditors for the accounting year 2020 and determine their remuneration. The Company proposed the appointment of

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

of EY Office Limited as the auditors for 2020 of the Company and its subsidiaries. Any of the said auditors shall have the authority to audit and give opinions regarding the Company's financial statements including the consolidated financial statements. In the case where the auditors whose names are listed above cannot fulfill their duties, EY Office Limited shall have the authority to appoint other EY Office Limited auditors to do the work instead. Pertaining to this, the auditors shall not have any relationship or hold any stake in the Company, its directors, major shareholders or any person related to them.

(Note : Mr. Termphong Opanaphan and Miss Vissuta Jariyathanakorn are original accountants since the year 2014-2019. Miss Manee Rattanabunnakit is an original accountant since the year 2015-2019.)

The auditor fee for the year 2020 proposed totally 2,145,000 baht increasing of 100,000 baht from the year 2019.

(unit: Baht)		
Descriptions	2020	2019
- Examination of the financial statements of the Company (SMT)	2,145,000	2,045,000
Increase from the year 2019 Amount of Baht 100,000		
- 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	100,000
Totals	205,000	255,000

The meeting facilitator asked if there were any questions.

Questions and suggestions of shareholders

1. Mr. Kullapong Bangtamai, the representative from the Thai Investors Association asked as follows:
 - 1.1 Why did the audit fee increase 100,000 baht from 2019 to 2020?

Mr. Wijaya Klinkesorn, Senior Director (Finance & Accounting) said the audit fee is fixed based on the time spent on auditing of the past year including the new accounting standards. The company negotiated the fee and received the discount of the fee for the subsidiaries.

2. Mr. Staporn Koteeranurak, a shareholder, asked as follows:

2.1 Who is the auditor of Stars USA and how much is the fee?

Mr. Wijaya Klinkesorn said that Stars USA is located in the US. Stars USA is responsible for the audit fee. The auditors of stars USA cooperate with the auditors of the company. And the company pays for the review of the consolidated financial statements.

Mr. Staporn Koteeranurak asked whether Stars USA is a subsidiary or an associated company.

Mr. Wijaya Klinkesorn said it is a subsidiary and the financial statements are consolidated.

Mr. Staporn Koteeranurak asked if there is an audit fee in the consolidated financial statements, how much and who are the auditors?

Mr. Wijaya Klinkesorn said he would need to review the information to answer that question.

2.2 Why does SS RFID, a subsidiary, have a lower audit fee? Does it still run the business? If not, why does it still exist?

Mr. Wijaya Klinkesorn said that the auditors don't spend much time on auditing and the company also negotiated the fee.

Mr. Staporn Koteeranurak suggested in the case the subsidiary has no activities, it should be closed to reduce the expenses and not cause any burden for the company.

The meeting facilitator said the company will inform the name of the auditor of Stars USA via its website.

Mr. Staporn Koteeranurak asked if the company had checked the information about EY before appointing EY the company's auditor. Has the company acknowledged the information about EY Office Limited abroad? How is the situation of EY Office Limited abroad? Is there any effect on EY Office Limited in Thailand?

Mr. Wijaya Klinkesorn invited Mr. Termphong Opanaphan, a certified auditor from EY Office Limited, to explain the details.

There were no questions, The meeting facilitator then moved that the meeting approve the appointment of the auditors and the remuneration for 2020 as proposed.

Resolution: The meeting unanimously resolved to approve the appointment of the auditors and the Auditor Fee for the year 2020 as proposed, with the majority vote of the shareholders who attend the meeting and casting their votes as follows;

Approval	421,879,364	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	votes		
Invalid	-			

Agenda 8 Consider and approve the amendment article No. 21 of articles of association.

The meeting facilitator state that as the Royal decree of the conferences through Electronic Media B.E. 2020 ("Royal Decree") has promulgated on 18 April 2020, resulting in the attendees to attend the meeting through the electronic media in accordance with the Royal Decree, can join the meeting from anywhere and no need to be in the same place. Meeting via the electronic media according to this Royal decree can be arranged by connecting via electronic media that can be discussed and commented, the Board of Directors therefore recommends to propose the Shareholder's meeting to consider and approve the amendment article no. 21 to be in accordance with The Royal decree of the conferences through electronic media B.E. 2020 as details appeared in the shareholder's annual general meeting invitation letter and shown slide.

Current Articles	Propose the amendment of Article
<p>Article 21 The board of directors shall hold a meeting at least once every three (3) months.</p> <p>In convening a meeting of the Board of Directors, the Chairman or the authorized person shall send the notice of the meeting to the director no less than seven (7) days prior to the date of the meeting. Except in urgent cases. To maintain the rights and benefits of the company. The meeting will be informed by other means. And the meeting is faster than that.</p> <p>The Board of Director meeting shall be arranged in the locality in which the head office of the company situated or appropriate place.</p> <p>At least two directors shall be requested for a summons of a meeting of the board of directors, the chairman of the board or the authorized person shall fix the date of the meeting within fourteen days as from the date of the request.</p>	<p>Article 21 The board of directors shall hold a meeting at least once every three (3) months.</p> <p>In convening a meeting of the Board of Directors, the Chairman or the authorized person shall send the notice of the meeting to the director no less than seven (7) days prior to the date of the meeting. Except in urgent cases. To maintain the rights and benefits of the company. The meeting will be informed by other means. And the meeting is faster than that.</p> <p>The Board of Director meeting shall be arranged in the locality in which the head office of the company situated or appropriate place.</p> <p>At least two directors shall be requested for a summons of a meeting of the board of directors, the chairman of the board or the authorized person shall fix the date of the meeting within fourteen days as from the</p>

	<p>date of the request.</p> <p><u>The meeting of the Board of Directors and Subcommittees can be held via teleconference through electronic devices in accordance with the criteria, methods, and the information security standards, announcement and in accordance with information security standards set forth in the law and including any relevant legal announcements that are currently available or will be amended in the future.</u></p> <p><u>In delivering a notice and related documents, may send such notice and documents by an electronic mail as specified by law. In this regard, the copy of such notice and related documents must be kept as evidence, which may be kept in electronic data Format.</u></p>
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There were no questions. The meeting facilitator therefore recommended the meeting to consider the amendment of the Company's Articles of Association Article no. 21 as it has been proposed earlier and asked if there were any shareholders who wanted to object or to abstain from voting. There were no shareholders who wanted to do so. Therefore, the votes were announced.

Resolution: The meeting unanimously resolved to approve approve the amendment article No. 21 of articles of association as proposed, with the vote more than three-fourths of the total number of votes of the shareholders attending the meeting.;

Approval	421,879,364	votes	=	100.0000%
Disapproval	0	votes		
Abstention	0	votes		
Invalid	-			

Agenda 9 Consider any other businesses (if any).

Chairman gave opportunities to shareholders to put any questions as follows-

Question and suggestion of shareholders:

1. Mr. Thaworn Juanrommanee, a shareholder, asked as follows:

The sales revenue of the company in 2019 didn't meet the target, especially in quarter 3 and 4 due to the trade war which continues to still exists. What are the measures of the company to be confident that the sales revenue of 2020 will reach the target?

Mr. Virat Phugthai said that the strategy of 2020 is to expand the market to other markets besides the US and China. The company got many customers from China due to trade war because the customers moved production bases from China to Thailand. Many European customers also moved production bases from China. It is the company's opportunity to export the products to the US.

2. Mr. Therdsak Wangsate, a shareholder, asked as follows:

2.1 What is the progress of the legal cases. When will the company get its money back?

Mr. Wijaya Klinkesorn said that the company won the civil case of the Set Top Box. The company is in the process of following up the assets for the company. When the company will get the assets back depends the process and necessary follow-up. This can take time. And the criminal case is still under the court's consideration.

As nobody raised any other matters for consideration, the meeting facilitator invited the Chairman of the Meeting to close the meeting. The Chairman of the Meeting thanked shareholders for attending the meeting and providing valuable support for the Company's operations and declared the meeting closed at 15.30 p.m.

-Signature-

(Mr. Prompong Chaikul)

Director and Chairman of the Meeting

-Signature-

(Mr. Yunyong Sawasdi)

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 73 years**

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">- Director Accreditation Program (DAP), Class of 9/2004, Thai Institute of Directors- Director Certification Program (DCP), Class of 89/2007, Thai Institute of Directors- Audit Committee Program (ACP), Class of 24/2008, Thai Institute of Directors
Number of shares and % of shareholding (as of 31 Dec 2020)	:	-None-
The year tenure as directors	:	13 years (the first year 2007)
Position in other listed companies	:	<ul style="list-style-type: none">- Independent Director and Audit Committee Member of Thai German Product Public Company Limited- Director and Audit Committee Member of Lam Soon (Thailand) Public Company Limited
Position in other institutions or companies	:	Chairperson of NIDA Council
Position in competing and / or in connection with the Company's business, which may cause conflicts of interest.	:	-None-
Details of Meetings year 2020	:	Board Meeting 7/7 times AGM Meeting 1/1 times Audit Committee Meeting 4/4 times

Nomination & Remuneration Committee 1/1 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 Mr. Yunyong Sawasdi
Age 68 years

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">- Master's Degree in Business Administration (MBA), Faculty of Commerce and Accountancy, Thammasat University- Master's Degree in Public Administration, National Institute of Development Administration (NIDA)
Training	:	<ul style="list-style-type: none">- Director Accreditation Program (DAP), Class of 98/2012, Thai Institute of Directors- Company Secretary Program (CSP), Class of 33/2009, Thai Institute of Directors- Role of the Compensation Committee Program (RCC), Class of 9/2009, Thai Institute of Directors
Number of shares and % of shareholding (as of 31 Dec 2020)	:	0.0001 %
The year tenure as directors	:	1 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 2020	:	Board Meeting 7/7 times AGM Meeting 1/1 times Executive Committee Meeting 8/8 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

3 Asst. Prof. Dr. Jitkasame Ngarmnil
Age 54 years



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">- Director Certification Program (DCP 107), Thai Institute of Directors (IOD)- Financial Statements for Directors: FSD, Thai Institute of Directors (IOD)
Number of shares and % of shareholding (as of 31 Dec 2020)	:	-None-
The year tenure as directors	:	2 months (Appointed in 2021)
Position in other listed companies	:	-None-
Position in other institutions or companies (in the past)	:	<ul style="list-style-type: none">- Co-CEO and Director, International Research Public Company Limited.- Managing Director, International Engineering Public Company Limited.- Dean of faculty of engineering, Mahanakorn University of Technology.- Vice President , Mahanakorn University of Technology.- Secretary to University Council, Mahanakorn University of Technology.- President of Institute of Electrical and Electronics Engineers (IEEE).- Secretary to Minister of Ministry of Information and Communication Technology.- Director, Executive Director, Risk Management Committee member and Budgeting Committee member of CAT Telecom Public Company Limited.
Position in competing and / or in connection with the Company's business, which may cause conflicts of interest.	:	-None-
Details of Meetings year 2020	:	-None-
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

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

Enclosure 4

(F 53-4)

CAPITAL INCREASE REPORT FORM**STARS MICROELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED
5 March 2021**

Stars Microelectronics (Thailand) Public Company Limited (the “Company”) hereby report of the resolution of the Board of Directors’ Meeting No. 2/2021, held on 5 March 2021 at 13.00 p.m. in respect of capital increase and share allotment as follows:

1. The reduction and increase of the registered capital**1.1 The reduction of the registered capital**

The Board of Directors’ meeting No.7/2020, held on 5 November 2020 approved to reduce the registered capital from 1,229,890,150 Baht to be 836,479,381 Baht which consists of ordinary shares of 836,479,381 shares with par value of 1 Baht by cancelling 393,410,769 unsubscribed shares left over from the allotment of shares reserved for the exercise of warrants to purchase the Company’s shares.

1.2 The increase of the register capital

The meeting of the Board of Directors passed a resolution approving the increase of the Company’s registered capital from Baht 836,479,381 to Baht 1,062,599,227 by issuing 226,119,846 new ordinary shares with par value of Baht 1.00 per share, totaling Baht 226,119,846. Details of each type of capital increase are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	226,119,846	1.00	226,119,846
<input type="checkbox"/> General mandate	Ordinary	-	-	-

2. Allotment of the newly issued ordinary shares

The meeting of the Board of Directors passed a resolution approving the allotment of issuing 226,119,846 ordinary shares with par value of Baht 1.00 per share, totaling Baht 226,119,846. Details are as follows:

2.1 The Details of Allotment

Allotted to	No. of shares	Ratio	Selling Price per share (Baht)	Subscripti on Date	Remarks
1) Reserved for the exercise of SMT-W3 which is allotted to existing shareholders	Not exceeding 209,119,846	1 unit of SMT-W3 has right to purchase 1 new ordinary share of the Company	Exercise price Baht 4.00 per share	-	Please see Summary details of SMT-W3 as Enclosure 5

2) Reserved for the exercise of SMT-WC which is allotted to directors and/or employees	Not exceeding 17,000,000	1 unit of SMT-WC has right to purchase 1 new ordinary share of the Company	Exercise price Baht 4.00 per share. (Not less than 90 % of the market price of Baht 4.17 per share. The market price of the Company's share was calculated from the weighted average price of shares traded in the Stock Exchange of Thailand respectively in 7 trading days prior the date of Board of Directors Meeting between 23 February - 4 March 2021)	-	Please see Summary details of SMT-WC as Enclosure 6
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2.2 The Company's plan in case there is a fraction of shares remaining

Any remaining shares shall be discarded

3. Schedule for the shareholders' meeting to approve the capital increase and allotment

The Annual General Meeting of shareholders for fiscal year 2021 shall be held on 27 April 2021 at 14.00 p.m. at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee Road, Laksi, Donmuang, Bangkok. The determination of the list of shareholders entitled to attend the Annual General Meeting of shareholders for fiscal year 2021, whose names appear on the shareholders register book (Record Date) on 25 March 2021

4. Approval of the capital increase / share allotment by relevant governmental agency and condition for such approval (if any)

- 4.1 Approval of the Annual General Meeting of shareholders for fiscal year 2021 to increase of registered capital and other related matter.
- 4.2 The Company shall register the capital increase with Department of Business Development, Ministry of Commerce and shall amend the clauses that related to the amendment of the increase of registered capital in the Memorandum of Association.
- 4.3 The Company shall submit the application form to the Stock Exchange of Thailand for approval of listing and trading newly issued ordinary shares from exercising of SMT-W3 and SMT-WC in the Stock Exchange of Thailand.

5. Objectives of the capital increase and capital utilizing plans

Money receives from this capital increase of 904.48 million Baht (if the warrant holders exercise their rights to purchase newly issued ordinary shares of the Company in full amount), the Company will use as working capital for the operation of the Company and/or reserve for repayment of loans and/or other objective determined by the Board of Directors or Executive Committee. The capital utilizing plan will be used within the year 2024.

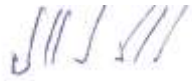
6. Benefits which the Company will receive from the capital increase / share allotment

- 6.1 To strengthen the Company's working capital for business operation.
 - 6.2 To strengthen the liquidity to be accommodated with the expansion of the Company's business in the future.
 - 6.3 The Issuance and offering of SMT-WC warrants to directors and/or employees of the company as a reward on performance and determination and dedication of the directors and employees of the company. It also creates motivation for the directors and employees of the company. Making feeling of participation and ownership of the company. And adhere to perform duties and work with the company in the long term.
- 7. Benefits which the shareholders will receive from the capital increase/share allotment**
- Money receives from this capital increase will be used as working capital making the Company have sufficient capital for expansion. This will result in the Company's ability to make a profit and have better operation. As a result, shareholders will benefit from increased business value including dividends to be received in the future. The shareholders should receive the following benefits:
- 7.1 Dividend Policy
The Company has a policy of dividends payment at 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 or to change the policy on occasion under the condition that such decisions are made for the maximum benefit of shareholders, such as for use as capital reserves for loan repayments, for use as investment capital for production expansion, or in situations where market changes which may affect the Company's cash flow in the future.
 - 7.2 The Company will apply for SMT-W3 to be listed on the Stock Exchange of Thailand. However, the warrant holders of SMT-W3 who have exercised their rights to purchase newly issued ordinary shares of the Company will be shareholders of the Company only when the Company has registered the change of paid-up capital to the Department of Business Development, Ministry of Commerce.
 - 7.3 Rights of ordinary shares issued in accordance with the exercise of SMT-W3, SMT-WC will have the rights and conditions as ordinary shares of the Company. It has the right to receive dividends from the date and the names appear in the register of shareholders list that apply for a capital increase with the Department of Business Development, Ministry of Commerce.
- 8. Other details necessary for the shareholders to approve the capital increase/share allotment**
- None -
- 9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase / share allotment**

Procedure	Date
The Board of Directors Meeting approved the increase of registered capital, the allocation of newly issued ordinary shares, the issuance and offering SMT-W3, SMT-WC and related matters.	5 March 2021
Announce the resolution of the Board of Directors Meeting to the Stock Exchange of Thailand	5 March 2021
Determination date of the list of shareholders entitled to attend the Annual General Meeting of shareholders for fiscal year 2021	25 March 2021
The Annual General Meeting of shareholders for fiscal year 2021	27 April 2021
Registration of the increase of registered capital and related matters with Department of Business Development, Ministry of Commerce	Within 14 days after obtaining the approval of the Annual General Meeting of Shareholders
Determination date of the list of shareholders entitled to allocate SMT-W3	2 June 2021

Procedure	Date
Registration of the change of paid-up capital with Department of Business Development, Ministry of Commerce	Within 14 days from each exercise date

The Company hereby certifies that the information contained in this report form is true and complete in all respects.


 Signature.....
 (Mr. Yunyong Sawasdi)
 Director and Company Secretary
 Authorized to sign on behalf of the Company

Enclosure 5**Summary details of the warrants to purchase ordinary shares of the Company No. 3 (“SMT-W3”) to be issued and offered to existing shareholders of the Company****1. Details of the Warrants issued to existing shareholders of the Company**

Items	Descriptions
Issuer	Stars Microelectronics (Thailand) Public Company Limited
Type of securities	Warrant to purchase newly issued ordinary shares of Stars Microelectronics (Thailand) Public Company Limited No. 3 (SMT-W3)
Type of warrants	Identify holder and can be transferred
Number of warrants	Not exceeding 209,119,846 units
Number of shares reserved for exercising warrants	Not exceeding 209,119,846 shares with par value of Baht 1.00 or 25.00% of the paid-up capital of the Company by 836,479,381 shares as of 5 March 2021 of total paid-up capital at the present
Offering price	0.00 Baht (zero Baht) per units
Allocation method	Allocation to existing shareholders of the Company at the ratio of 4 existing shares per 1 unit of warrant. Any fraction will be disregarded. The date to record the names of the shareholders who are entitled to be allocated SMT-W3 (Record Date) on 2 June 2021.
Exercise ratio	1 unit of warrant has a right to purchase 1 ordinary share except to change in accordance with the adjustment of rights.
Exercise price	Baht 4.00 per share except to change in accordance with the adjustment of rights
Issue date	Within 1 year from the date of shareholders' meeting to approve the issuance and offering of SMT-W3
Term of warrants	3 years from the issuance and offering of SMT-W3. However, after the issuance of the Warrants, the Company will not extend the term of the Warrants.
Exercise period	Every last business day of March, June, September and December of each year until the maturity date of warrants. The last exercise date is the maturity date. In case the exercise date is on the holiday of the Company, the exercise date will be made on the last business day prior each exercise date
Date to notify the Intention to exercise	The (SMT-W3) warrant holders who wish to exercise his/her rights to purchase ordinary shares of the Company shall notify such intention during 9.00 am. to 3.50 pm. of any day within 7 days prior to each exercise date except the last exercise period which the warrant holders can notify such intention within 15 days prior to the last exercise date
Expected money receive from the exercise of warrants	836.48 million Baht (if the warrant holders exercise their rights to purchase newly issued ordinary shares of the Company in full amount)
Secondary market for warrants	The Company shall proceed to list the warrants (SMT-W3) on the Stock Exchange of Thailand Note: After issuing the SMT-W3 warrants, the Company will submit an application for listing SMT -W3 warrants as listed securities on the Stock Exchange of Thailand. ("SET"), however, the company cannot certify that the SET will approve the SMT-W3 warrant as listed securities. Which if the SET considered not to be listed securities, SMT-W3 warrant holders will not be able to trade SMT-W3 warrants on the SET.
Secondary market for ordinary shares from exercising warrants	The Company shall register ordinary shares from the exercise of SMT-W3 on the Stock Exchange of Thailand

Items	Descriptions
Adjustment of rights	<p>The Company will adjust the exercise price and/or the exercise ratio throughout the maturity of SMT-W3 Warrants upon the occurrences of any of the following events. It may cause the Company to issue new ordinary shares to reserve for the adjustment of rights in order to maintain the benefits of the warrant holders are no less than favorable.</p> <ol style="list-style-type: none"> 1. The par value of shares of the Company is changed due to combining or dividing shares. 2. The Company offers to sell its new ordinary shares at a lower price less than 10% of the market price of the Company's shares. 3. The Company offers to sell any new securities which provide the rights to convert to or purchase its new ordinary shares at a lower price less than 10% of the market price of the Company's shares. 4. The Company pays dividends, in whole or in part, in the form of newly issued shares to the shareholders. 5. The Company pays dividends exceeding 80% of net profit after tax of the Company. 6. Any event which occurs which is similar to the events stated in Item 1. to Item 5. rendering that the benefits enjoyed by the warrant holders shall be less favorable.
Other conditions	<p>The Board of Directors and/or Executive Chairman or the person(s) who is authorized by the Board of Directors and/or Executive Chairman shall be authorized to determine and supplement other details as may be appropriate to the extent that is not contradictory to or inconsistent with relevant notification rule or law including but not only limited to issue date of SMT-W3, maturity date as well as the authority to consider the necessity of the issuance of new ordinary shares to accommodate an adjustment or changes in exercise price and/or exercise ratio related to SMT-W3, and shall also be empowered to sign in any documents and to take any actions necessary as appropriate regarding to the issuance and offering of SMT-W3. Listing SMT-W3 and ordinary shares from exercising of SMT-W3 on the Stock Exchange of Thailand as well as to proceed for necessary approval from relevant authorities.</p>
Warrant registrar	Thailand Securities Depository Company Limited

2. The impact on shareholders from the issuance of SMT-W3 (Dilution Effect) to existing shareholders of the Company

2.1 Control dilution impact

2.1.1 Only SMT-W3

$$\begin{aligned}
 Q_O &= \text{Number of paid-up shares} & 836,479,381 \text{ shares} \\
 Q_{W3} &= \text{Number of shares reserved for exercising SMT-W3} & 209,119,846 \text{ shares} \\
 &= \frac{Q_{W3}}{(Q_O + Q_{W3})} \\
 &= \frac{209,119,846}{(836,479,381 + 209,119,846)} \\
 &= 20.00\%
 \end{aligned}$$

2.1.2 Include SMT-WC

$$Q_{WC} = \text{Number of shares reserved for exercising SMT-WC} \quad 17,000,000 \text{ shares}$$

$$\begin{aligned} &= \frac{Q_{W3} + Q_{WC}}{(Q_O + Q_{W3} + Q_{WC})} \\ &= \frac{209,119,846 + 17,000,000}{(836,479,381 + 209,119,846 + 17,000,000)} \\ &= 21.28 \% \end{aligned}$$

In case, the existing shareholders fully exercise their right, the existing shareholders will not be affected by control dilution. However, if SMT-W3 are fully exercise by other parties, voting rights will be diluted equal to 20.00 % and in case that include SMT-WC, the control dilution will dilute equal to 21.28 %.

2.2 Earnings per share Dilution

2.2.1 Only SMT-W3

$$\begin{aligned} &= \frac{(\text{Earnings per shares before offering} - \text{Earnings per share after offering SMT-W3})}{\text{Earnings per shares before offering}} \\ &= \frac{(0.093 - 0.075)}{0.093} \\ &= 19.35 \% \end{aligned}$$

2.2.2 Including SMT-WC

$$\begin{aligned} &= \frac{(\text{Earnings per shares before offering} - \text{Earnings per share after offering SMT-W3, SMT-WC})}{\text{Earnings per shares before offering}} \\ &= \frac{(0.093 - 0.073)}{0.93} \\ &= 21.51 \% \end{aligned}$$

By which

Earnings Per Share before offering = Net Profits / Total issued shares before offering

Earnings Per Share after offering = Net Profits / Total issued shares after offering

Remark: earning per share before and after the offering calculated based on net profit attributable to the parent company for the year ended 31 December 2020 equal to 78.06 million Baht based on the Company's audited and reviewed financial statement.

The issuance offering and then fully exercise of SMT-W3, earning per share of the Company will be affected equal to 19.35 %. In case, issuance offering and then fully exercise SMT-W3 and SMT-WC, earning per share of the Company will be affected equal to 21.51 %.

2.3 Price Dilution

2.3.1 Only SMT-W3

$$= \frac{(\text{Market price before offering*} - \text{Market price after offering**})}{\text{Market price before offering}}$$

By which

* Market price before offering = The weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand for 7 consecutive business days prior to the date on which the Board of Directors' Meeting No. 2/2021, held on 5 March 2021, which is during the period of 23 February – 4 March 2021, equal to Baht 4.17 per share.

$$\text{** Market price after offering} = \frac{(P_o * Q_o) + (P_w \times Q_w)}{(Q_o + Q_w)}$$

P_o = Market price before offering

SMT-W3

Qo = Paid-up shares
Pw = Exercise price of SMT-W3
Qw = Number of shares reserved for exercising

$$\text{Market price after offering} = \frac{(4.17 \times 836,479,381) + (4.00 \times 209,119,846)}{836,479,381 + 209,119,846}$$

$$= 4.14$$

$$\text{Price dilution} = \frac{(4.17 - 4.14)}{4.17}$$

$$= 0.72 \%$$

2.3.2 Include SMT-WC

$$= \frac{(\text{Market price before offering}^* - \text{Market price after offering}^{**})}{\text{Market price before offering}}$$

By which

* Market price before offering = The weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand for 7 consecutive business days prior to the date on which the Board of Directors' Meeting No. 2/2021, held on 5 March 2021, which is during the period of 23 February – 4 March 2021, equal to Baht 4.17 per share.

$$^{**} \text{ Market price after offering} = \frac{(\text{Po} \times \text{Qo} + \text{Pw3} \times \text{Qw3} + \text{Pwc} \times \text{Qwc})}{(\text{Qo} + \text{Qw3} + \text{Qwc})}$$

Po = Market price before offering
Qo = Paid-up shares
Pw3 = Exercise price of SMT-W3
Qw3 = Number of shares reserved for exercising SMT-W3
Pwc = Average exercise price of SMT-WC
Qwc = Number of shares reserved for exercising SMT-WC

$$\text{Market price after offering} = \frac{(4.17 \times 836,479,381) + (4.00 \times 209,119,846) + (4.00 \times 17,000,000)}{836,479,381 + 209,119,846 + 17,000,000}$$

$$= 4.13$$

$$\text{Price dilution} = \frac{(4.17 - 4.13)}{4.17}$$

$$= 0.96 \%$$

The issuance offering and then fully exercise of SMT-W3, price per share of the Company will be affected equal to 0.72%. In case, issuance offering and then fully exercise of SMT-W3, SMT-WC, price per share of the Company will be affected equal to 0.96%.

3. Calculate the share proportion reserved for warrants

Number of shares reserved for exercising SMT-W3 (which offering in this time) 209,119,846 Shares
Number of paid-up shares 836,479,381 Shares

$$\text{Equal to percentage} = \frac{(209,119,846 / 836,479,381) \times 100}{25.00} \%$$

Enclosure 6**Summary details of the warrants to purchase ordinary shares of the Company to be issued and offered to directors and/or employees of the Company No. 3 (“SMT-WC”)****1. Objectives and necessities of the issuance and offering the SMT-WC**

The issuance and offering the SMT-WC to directors and/or employees of the Company in this time has objectives for retaining quality employees to work with the Company which is an important factor that will contribute to the Company and develop a sustainable enterprise, as well as a reward for the performance of directors and/or employees who were willingness to work, sacrifice, dedication and selfless to the Company. Also motivate directors and employees feel engaged in the ownership and to retain them to work for the Company in long-term. This will be favorable to business operation and future performance of the Company.

2. Summary details of SMT-WC

Subject	Detail
Issuer	Stars Microelectronics (Thailand) Public Company Limited.
Type of securities	Warrant to purchase newly issued ordinary shares of Stars Microelectronics (Thailand) Public Company Limited No. 3 (SMT-WC) which to be issued and offered to directors and/or employees of the Company.
Type of warrants	Identify holder and non-transferable, except for the transfer by inheritance
Number of warrants	Not exceeding 17,000,000 units.
Number of shares reserved for exercising warrants	Not exceeding 17,000,000 shares with par value of Baht 1.00 or 2.03% of total paid-up capital at the present.
Offering price	0.00 Baht (zero Baht) per units.
Allocation Method	Allocate to directors and/or employees of the Company. Not through the broker. Persons who are allocated must be directors and/or employees on the date of allocation. Therefore, the Nomination and Remuneration Committee has considered the allocation of warrants to purchase ordinary shares of the Company to each director and/or employee by considering from working period, experience, position and important to the organization including the efficiency and working potential as appropriate before proposes to the Board of Directors for approval. The warrants to purchase ordinary shares of the Company issued and offered to directors this time will be an offering price. Including the terms and conditions not better than the warrants to purchase ordinary shares of the Company offered to employees this time.
Exercise ratio	1 unit of warrant has right to purchase 1 ordinary share. Except to change in accordance with the terms and condition of warrant adjustment.
Exercise Price	4.00 Baht per share. (The exercise price is not less than 90 % of market price which is Baht 4.17 per share, the market price of the Company calculated from the weighted average price of shares traded in the Stock Exchange of Thailand respectively in 7 trading days prior the date of Board of Directors Meeting between 23 February - 4 March 2021). The above exercise price subject to change in accordance with the terms and condition of warrant adjustment.
Background, reasons and appropriateness of the offering price determination	The exercise price is reasonable having its discount not over than 10 % of market price. Which has a calculation method as detailed in "Exercise price" above.

Subject	Detail
Offer period	Within the period of 1 year from the date of the shareholders' meeting has the resolution to approve warrants.
Term of warrants	3 years from the issuance and offering of warrants. However, after the issuance of the Warrants, the Company will not extend the term of the Warrants.
Issuance date	The date determined by The Board of Directors and/or the Nomination and Remuneration Committee and/or Executive Chairman or the person(s) who is authorized by the Board of Directors and/or the Nomination and Remuneration Committee and/or Executive Chairman after the Annual General Meeting of Shareholders Year 2021 has approved the Company to issuance and offering of warrants.
Exercise period	Warrant holders could exercise their rights 2 times for each year on last business day of June and December until the maturity date of warrants. The last exercise date is the maturity date. In case the exercise date is on the holiday of the Company, the exercise date will be made on the last business day prior each exercise date.
Date to notify the Intention to exercise	The warrant holders who wish to exercise their rights to purchase ordinary shares of the Company shall notify such intention during 9.00 am. to 3.50 pm. of any day within 7 days prior to each exercise date except the last exercise period which the warrant holders can notify such intention within 15 days prior to the last exercise date.
Expected money received from the exercise of warrants	68.00 million Baht (if the warrant holders exercise their rights to purchase newly issued ordinary shares of the Company in full amount)
Restrictions on the exercise	<p>Each warrant holder is entitled to exercise to purchase ordinary shares of the Company as the amount specified below:</p> <p><u>The First Year</u> (The first exercise and the second exercise) Not exceeding 35.00% of the total warrants allotted to each warrant Holder by the Company</p> <p><u>The Second Year</u> (The third exercise and the fourth exercise) Not exceeding 35.00% of the total warrants allotted to each warrant Holder by the Company (exercise can be accumulated up to 70.00% of the total warrants)</p> <p><u>The Third Year</u> (The fifth exercise and the sixth exercise) Can exercise in all of the remaining warrants (exercise can be accumulated up to 100.00% of the total warrants)</p> <p>Therefore, the warrants remaining from the exercise or do not exercise in each exercise date, can accumulate to be exercised in the next exercise date throughout the term of the warrant according to the term and exercise price which to be set at each time.</p>
Secondary market for warrants	The Company shall not register warrants on the Stock Exchange of Thailand.
Secondary market for ordinary shares from exercising warrants	The Company shall register ordinary shares from the exercise of warrants on the Stock Exchange of Thailand.
Adjustment of rights	<p>The Company will adjust the exercise price and/or the exercise ratio throughout the maturity of Warrants upon the occurrences of any of the following events. It may cause the Company to issue new ordinary shares to reserve for the adjustment of rights in order to maintain the benefits of the warrant holders are no less than favorable.</p> <ol style="list-style-type: none"> 1. The par value of shares of the Company is changed due to combining or dividing shares. 2. The Company offers to sell its new ordinary shares at a lower price less than 10% of the market price of the Company's shares.

Subject	Detail
	<p>3. The Company offers to sell any new securities which provide the rights to convert to or purchase its new ordinary shares at a lower price less than 10% of the market price of the Company's shares.</p> <p>4. The Company pays dividends, in whole or in part, in the form of newly issued shares to the shareholders.</p> <p>5. The Company pays dividends exceeding 80% of net profit after tax of the Company.</p> <p>6. Any event which occurs which is similar to the events stated in Item 1. to Item 5. rendering that the benefits enjoyed by the warrant holders shall be less favorable.</p>
Tax	Directors and employee who exercise warrants, agree to have personal income tax deduction from capital gains incurred during the months.
Others	The Board of Directors and/or the Nomination and Remuneration Committee and/or Executive Chairman or the person(s) who is authorized by the Board of Directors and/or the Nomination and Remuneration Committee and/or Executive Chairman shall be authorized to determine and supplement other details as may be appropriate to the extent that is not contradictory to or inconsistent with relevant notification rule or law including but not only limited to issue date of SMT-WC, maturity date as well as the authority to consider the necessity of the issuance of new ordinary shares to accommodate an adjustment or changes in exercise price and/or exercise ratio related to SMT-WC within the law and applicable regulations, to sign such documents and perform all such other acts as may be necessary in order to issued and offered SMT-WC including listing ordinary shares from exercising of SMT-WC to the Stock Exchange of Thailand and performing necessary procedures for registration etc.

3. Names of directors and /or employees who have been allotted SMT-WC exceeding 5% of all warrants that issued and offered in this time.

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

No.	Name	Position	No. of Warrant (units)	%
1.	Assoc.Prof.Dr. Preecha Jarungidanan	Chairman (Acting) and Chairman of Audit Committee Chairman of Nomination and Remuneration Committee	650,000	3.83
2.	Mr. Prompong Chaikul	Vice Chairman and Chairman of Executive Committee	1,600,000	9.41
3.	Mr. Nattapong Chaikul	Director	500,000	2.94
4.	Mr. Yunyong Sawasdi	Director and Company Secretary Nomination and Remuneration Committee Member	850,000	5.00
5.	Asst. Prof.Dr. Jitkasame Ngarmnil	Director	500,000	2.94
6.	Prof.Dr. Kamphol Panyagometh	Audit Committee Member Chairman of Risk Management Committee	500,000	2.94
7.	Assoc.Prof.Dr. Aekkachai Nittayagasetwat	Audit Committee Member Nomination and Remuneration Committee Member	500,000	2.94
Total			5,100,000	30.00

3.2 Name of directors and/or employees who have been allotted exceeding 5% of all warrants that issued and offered in this time.

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

3.2.1 The benefit that director and/or employee of the Company obtained from this issued and offered of SMT-WC.

The Company issued and offered warrants to directors and/or employees without charge and determined the exercise price of 4.00 Baht per share. Comparing with the market price of the Company at 4.17 Baht per share, directors and/or employees will receive benefit as follows:

- | | | | |
|----|-------------------------|---|--------------|
| 1. | Mr. Prompong Chaikul | : | 272,000 Baht |
| 2. | Mr. Virat Phugthai | : | 425,000 Baht |
| 3. | Mr. Ruangpoj Phakdurong | : | 187,000 Baht |
| 4. | Mr. Naris Chandang | : | 187,000 Baht |

The market price of The Company shares calculated from the weighted average price of shares traded in the Stock Exchange of Thailand respectively in 7 trading days prior the date of Board of Directors Meeting between 23 February - 4 March 2021).

3.2.2 Opinions of the Board of Directors and the Nomination and Remuneration Committee.

(1) Mr. Prompong Chaikul

The Board of Directors and the Nomination and Remuneration Committee considered and had opinion that Mr. Prompong Chaikul, who presently occupies the positions of Chairman of Executive Committee, Vice Chairman has experience with expertise in business and organization management according to the Company's goals and missions. He has experience in Supply Chain Management. He has vision of business management, entering into a contract with suppliers, cost management, supply chain and also has the potential to develop new business and has the ability to negotiate and advise suppliers as well.

(2) Mr. Virat Phugthai

The Board of Directors and the Nomination and Remuneration Committee considered and had opinion that Mr. Virat Phugthai, who presently occupies the positions of Chief Executive Officer, has experience with expertise in organizational management according to the goals and main missions of the Company. He is outstanding and understandable in revenue management costs structure and expenses. He has good principles in human resource development. He has potential to develop and strengthen new businesses for the Company which helps to develop the capabilities of the Company to compete with external companies successfully. As a result, the Company can generate more income and profits.

(3) Mr. Ruangpoj Phakdurong

The Board of Directors and the Nomination and Remuneration Committee considered and had opinion that Mr. Ruangpoj Phakdurong, who presently occupies the positions of Chief Operation Officer, is an experienced person in management and has expertise in the electronics industry, especially engineering and industrial management. He is knowledgeable about the organization's business. He also has the ability to develop and strengthen the teamwork as well as continuously encourage the Company to have a strong point in the industry.

(4) Mr. Naris Chandang

The Board of Directors and the Nomination and Remuneration Committee considered and had opinion that Mr. Naris Chandang, who presently occupies the positions of Chief Marketing Officer, is a person with experience expertise and responsibility for organizational management according to the goals and main missions of the Company. He has experience and expertise in developing and supplementing new business for the Company as well as multi-skill with key knowledge in contract manufacturing with worldwide business connections.

The benefits of the directors and/or employees have minimal negative effect to the market price of the Company's shares, it is therefore worthwhile and reasonable as it will motivate the employees. Moreover, this allocation of warrants, any of members of the Nomination and Remuneration Committee does not receive the warrants exceeding 5% of all warrants that issue and offer in this time. The allocation is as following:

No.	Name	Position	No. of warrants (units)	%
1.	Assoc.Prof.Dr. Preecha Jarungidan	Chairman (Acting) Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee	650,000	3.83
2.	Assoc.Prof.Dr. Aekkachai Nittayagasetwat	Audit Committee Member Nomination and Remuneration Committee Member	500,000	2.94
3.	Mr. Yunyong Sawasdi	Director and Company Secretary Nomination and Remuneration Committee Member	850,000	5.00

3.2.3 Number of attendance and absence as director in 2020

Name	Position	Total meeting (times)	Attendance (times)	Absence (times)
Mr. Prompong Chaikul	Vice Chairman Chairman of Executive Committee	7	7	-

4. Qualification of directors and/or employees of the Company who have allotted SMT-WC and can exercise their rights to purchase ordinary shares of the Company

4.1 Those who have been allotted SMT-WC must be directors and/or employees of the Company at the date of issue and offer SMT-WC based on years of working, experience, position and important to the organization and working efficiency and contribution as appropriate.

4.2 When those who have been allotted SMT-WC would like to exercise their rights to purchase ordinary shares must be directors and/or employees of the Company at the exercise date except cases as mention in Item 4.4.

4.3 In case that those who have been allotted SMT-WC terminate from directors and/or employees of the Company with reasons of resigns or dismissed from the Company including retirement, the remaining of SMT-WC to purchase ordinary share of the Company has expire immediately and has been cancelled automatic.

4.4 In case that those who have been allotted SMT-WC died, disappeared judged by court, disabled, or were incompetent and could not be able to self-managed, the heir or beneficiary of those who have been allotted SMT-WC could exercise SMT-WC such rights as those who have been allotted SMT-WC have at their death, disappearance judged by court, disabled, or incompetent, as the cases may be, within its remaining period of validity.

4.5 In case that those who have been allotted SMT-WC fails to exercise warrants before its expiry date or not fully exercise warrants until the maturity date of warrants, this considered that the directors and/or employees have waiver their rights to exercise. Therefore, they cannot claim anything from the Company.

4.6 Those who have been allotted SMT-WC shall responsible for all taxes and commissions payable upon purchase of ordinary shares by allotment and/or exercise warrants (if any).

5. Dilution effect to shareholders from issuing and offering of SMT-WC to directors and/or employees of the Company in this time

The issuance and offering SMT-WC to directors and/or employees of the Company in this time having formula to calculate impacts as follows:

5.1 Control Dilution

5.1.1 Only SMT-WC

$$= \frac{\text{No. of shares reserved for SMT-WC}}{(\text{Paid-up shares} + \text{No. of shares reserved for SMT-WC})}$$

$$= \frac{17,000,000}{(836,479,381 + 17,000,000)}$$

$$= 1.99 \%$$

5.1.2 Include SMT-W3

$$= \frac{\text{No. of shares reserved for SMT-WC} + \text{No. of shares reserved for SMT-W3}}{(\text{Paid-up shares} + \text{No. of shares reserved for SMT-WC} + \text{No. of shares reserved for SMT-W3})}$$

$$= \frac{17,000,000 + 209,119,846}{(836,479,381 + 17,000,000 + 209,119,846)}$$

$$= 21.28 \%$$

In case, SMT-WC are fully exercised to purchase new issue shares of the Company, voting rights will be diluted equal to 1.99 % and in case that include SMT-W3. The control dilution will be diluted equal to 21.28%

5.2 Earnings per share Dilution

5.2.1 Only SMT-WC

$$= \frac{(\text{Earnings per shares before offering} - \text{Earnings per share after offering SMT-WC})}{\text{Earnings per shares before offering}}$$

$$= \frac{(0.093 - 0.091)}{0.093}$$

$$= 2.15 \%$$

5.2.2 Include SMT-W3

$$= \frac{(\text{Earnings per shares before offering} - \text{Earnings per share after offering SMT-WC, SMT-W3})}{\text{Earnings per shares before offering}}$$

$$= \frac{(0.093 - 0.073)}{0.093}$$

$$= 21.51 \%$$

By which

Earnings Per Share before offering = Net Profits / Total issued shares before offering

Earnings Per Share after offering = Net Profits / Total issued shares after offering

Remark: earning per share before and after the offering calculated based on net profit attributable to the parent company for the year ended 31 December 2020 equal to 78.06 million Baht based on the Company's audited and reviewed financial statement.

The issuance offering and exercise of SMT-WC, earning per share of the Company will be affected equal to 2.15%. In case, issuance offering and exercise of SMT-W3, SMT-WC, earning per share of the Company will be affected equal to 21.51%.

5.3 Price Dilution

5.3.1 Only SMT-WC

$$= \frac{(\text{Market price before offering}^* - \text{Market price after offering}^{**})}{\text{Market price before offering}}$$

By which

* Market price before offering = The weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand for 7 consecutive business days prior to the date on which the Board of Directors' Meeting No. 2/2021, held on 5 March 2021, which is during the period of 23 February – 4 March 2021, equal to Baht 4.17 per share.

$$^{**} \text{ Market price after offering} = \frac{(\text{Po} \times \text{Qo}) + (\text{Pwc} \times \text{Qwc})}{(\text{Qo} + \text{Qwc})}$$

By which

Po = Market price before offering

Qo = Paid-up shares

Pwc = Exercise price of SMT-WC

Qwc = Number of shares reserved for exercising SMT-WC

$$\text{Market price after offering} = \frac{(4.17 \times 836,479,381) + (4.00 \times 17,000,000)}{836,479,381 + 17,000,000}$$

$$= 4.17$$

$$\text{Price dilution} = \frac{(4.17 - 4.17)}{4.17}$$

$$= 0.00 \%$$

5.3.2 Include SMT-W3

$$= \frac{(\text{Market price before offering}^* - \text{Market price after offering}^{**})}{\text{Market price before offering}}$$

Market price before offering

By which

* Market price before offering = The weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand for 7 consecutive business days prior to the date on which the Board of Directors' Meeting No. 2/2021, held on 5 March 2021, which is during the period of 23 February – 4 March 2021, equal to Baht 4.17 per share.

** Market price after offering =
$$\frac{(Po \times Qo + Pwc \times Qwc + Pw3 \times Qw3)}{(Qo + Qwc + Qw3)}$$

Po = Market price before offering
 Qo = Paid-up shares
 Pw3 = Exercise price of SMT-W3
 Qw3 = Number of shares reserved for exercising SMT-W3
 Pwc = Average exercise price of SMT-WC
 Qwc = Number of shares reserved for exercising SMT-WC

Market price after offering =
$$\frac{(4.17 \times 836,479,381) + (4.00 \times 209,119,846) + (4.00 \times 17,000,000)}{836,479,381 + 209,119,846 + 17,000,000}$$

Price dilution =
$$\frac{4.13}{4.17} = 0.96\%$$

The issuance offering and then fully exercise of SMT-WC, price per share of the Company will be affected equal to 0.00%. In case, issuance offering and then fully exercise of SMT-W3, SMT-WC, price per share of the Company will be affected equal to 0.96%.

6. Number of votes that must be approved by the shareholders' meeting

The issuance and offering of SMT-WC must be approved by the shareholders' meeting with the vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote and no objection from shareholders holding more than 10% of the total votes of the shareholders attending the meeting and eligible to vote in this agenda.

The issuance and offering of SMT-WC exceeding 5% of the total SMT-WC that issue and offer in this time to any one director and/or employee of the Company requires approval by the shareholders' meeting with the vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote and no objection from shareholders holding more than 5% of the total votes of the shareholders attending the meeting and eligible to vote in this agenda.

7. Financial assistance available from the Company as funding granted to directors and/or employees of the Company

The Company does not have a policy to financial assistant for exercising SMT-WC that issuing and offering to directors and/or employees of the Company in this time.

Enclosure 7**Information Memorandum concerning the issuance and offering of the newly issued ordinary shares to reserve for the exercise of the warrants to purchase newly issued ordinary shares of the Company No. 3 (SMT-W3)**

In compliance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 73/2558 Re: List of information disclosed in the Notice of the Meeting of Shareholders of Listed Company to ask for Approval of Issuance and Offering of Securities, Stars Microelectronics (Thailand) Public Company Limited (the “Company”) would like shareholders to consider the details as follows;

1. Details of offering of newly issued ordinary shares

The Company shall increase of the Company’s registered capital from Baht 836,479,381 to Baht 1,062,549,227 by issuing 209,119,846 new ordinary shares with par value of Baht 1.00 per share to reserve for the exercise of the warrants to purchase newly issued ordinary shares of Stars Microelectronics (Thailand) Public Company Limited No. 3 (SMT-W3) to existing shareholders in proportion of shareholdings (Right Offering) without charge (And issuing new ordinary share of 17,000,000 shares offer to directors and/or employees) the following is called “SMT-W3”), at the ratio of 4 existing shares to 1 unit of SMT-W3 (fractions will be discarded). The exercise ratio is 1 unit of SMT-W3 has a right to purchase 1 ordinary share of the Company, the exercise price is Baht 4.00 per share and term of warrants is 3 years from the issuance and offering of SMT-W3.

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

Therefore, details of the capital increase are shown in Capital increase report (F 53-4) (Enclosure 4) and summary details of the warrants to purchase ordinary shares of the Company No.3 (SMT-W3) to be issued and offered to existing shareholders (Enclosure 5).

2. Objectives of issuance of capital increase shares and plans for utilizing the capital increase fund

The Company shall allocate new issuance shares to reserve for exercise of SMT-W3. The money, received from this capital increasing, would be used as working capital for the operation of the Company and/or reserve for the repayment of the Company's loans. The capital utilizing plan will be used within the year 2024.

3. Effect to existing shareholders which may occur from the offering of newly issued ordinary shares

Details of the effects to the existing shareholders are shown in summary details of SMT-W3 (Enclosure 5) Clause 2. The impact on shareholders from the issuance of SMT-W3 (Dilution Effect) to the existing shareholders.

4. Opinion of the Board of Directors**(1) Reasons and necessity of the capital increase**

This capital increase will help the Company has strong financial including helps strengthen the Company's financial liquidity. As a result, the Company has additional funds for use as working

capital in operation and/or reserve for repayment of the Company's loans to maintain the financial ratio in appropriate level and to strengthen financial stability in the long term. This will benefit the Company's business.

If the Company cannot increase this capital, it will make the Company has burden of working capital and higher financial costs. This may affect liquidity, appropriateness of acquisition and use of funds including the Company's performance.

(2) Feasibility of plans for utilizing the fund received from the offering shares

If the warrant holders of SMT-W3 exercise their rights to purchase newly issued ordinary shares of the Company in full amount will make the Company receive approximately Baht 836.48 million which enough for use as working capital to generate income and reserve for repayment of the Company's loans to reduce the burden of interest and financing to repay debt. As a result, the Company will be able to meet the objectives of this capital increasing in accordance with the plan for the use of funds as determined.

(3) Reasonableness of the capital increase, plans for utilizing the fund received from the offering shares and project to be operated including sufficiency of source of fund

This capital increase is reasonable and appropriate because the offering of SMT-W3 in accordance with future cash requirements. The Company will use funds from the capital increase to use as working capital in the Company and/or reserve for repayment of loans. This will reduce the financial cost and strengthen the financial position of the Company. The amount of money that the Company expects to receive from the exercise of the warrants is in line with the objectives of this capital increase.


(4) Expected effect incurred to the business operation of the Company, financial status and performance results of the Company due to the capital increase and operation in accordance with the utilizing plan or project


The issuance and offering of SMT-W3 without charge that has the exercise price of Baht 4.00 per share which make the Company have higher liquidity and long-term capital. It is good for the business of the Company in terms of financial strength, decrease debt-to-equity ratio, increase earning potential and reduces cost of borrowing. This will enable the Company to grow steadily in the long run.

(5) Warranty of the Board of Directors of the Company regarding the capital increase

The Board of Directors certifies that the Board of Directors has performed its duties with honesty, and has carefully preserved the benefits of the Company in relation to the capital increase. However, if director did not perform his duty and causes damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in Section 85 of the Securities and Exchanges Act B.E. 2535 (1992) (as amended). In addition, in the case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in Section 89/18 of the Securities and Exchanges Act B.E. 2535 (1992) (as amended).

The Company hereby certifies that the information contained in this report is accurate and complete in all respects.

Signature  uthorized Company Director
(Mr. Prompong Chaikul)
Director

Signature  Authorized Company Director
(Mr. Nattapong Chaikul)
Director

Enclosure 8

Translation-

**MINUTES OF THE MEETING OF REMUNERATION COMMITTEE NO. 2/2021
OF
STARS MICROELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED
(Only related agenda)**

Time and Place

Held on Friday, 5 March 2021 at 12.00 hrs. at Pimarnman Room, Anantara Siam Bangkok Hotel, 155 Rajadamri Road, Bangkok

Committee's Member who attending the Meeting

1. Assoc. Prof. Dr. Preecha Jarungidanan
(Independent Director, Acting Chairman, Audit Committee Member and Chairman of the Nomination and Remuneration Committee)
2. Assoc. Prof. Dr. Aekkachai Nittayagasetwat
(Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member)
3. Mr. Yunyong Sawasdi
(Director, Company Secretary and Nomination and Remuneration Committee Member)

Attendance

Mr. Kanath Srisupa-at

Open the Meeting

Mr. Yunyong Sawasdi, Company Secretary, invited Assoc. Prof. Dr. Preecha Jarungidanan, Chairman of the Remuneration Committee, to declare the meeting open. The Chairman delivered an opening speech and announced to the meeting that the Nomination and Remuneration Committee Member attended a total of three persons. The meeting was then declared complete quorum. Subsequently, the meeting was conducted according to the agenda as follows:

Agenda 4 To Consider of SMT-WC to be allotted to directors and/or employees of the Company that be allotted exceeding 5% of SMT-WC that issued in this time.

The Chairman announced to the meeting that according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 32/2551 Re: Offering of new securities to the Company's directors and employees stated that "If exceeding 5% of all securities are to be allocated to any director and employee, this allocation has been approved by the Nomination and Remuneration Committee, which comprises of 3 directors who does not receive the securities exceeding 5% of all ESOP warrants that issue and offer in this time" including send an opinion of the Nomination and Remuneration Committee with the Notification of the Meeting of Shareholders for decision-making approved by the shareholders.

And according to the Agenda 3, SMT-WC are to be allocated to 4 directors and employees exceeding 5% of the total SMT-WC that issue and offer in this time. Details of names, number of allocation, reasons and benefit that the Company will receive from this allocation are as following:

(1) Mr. Prompong Chaikul

Allocated 1,600,000 units or 9.41 percent of all SMT-WC warrants issued this time. By receiving a benefit of 272,000 baht (the difference of the exercise price and the market price).

Rationale, necessity and benefits that the company has received

Mr. Prompong Chaikul presently occupies the positions of Vice Chairman and Chairman of Executive Committee. He is a person with experience expertise and a responsibility on the part of the Board of Directors and senior executives of the Company. In addition, Mr. Prompong Chaikul is also a person who has contributed significantly to reducing product costs resulting from the raw materials

management and is the key person to create and develop the new products to the Company. He is a dedicated executive who works at full ability. Moreover, He is experienced with expertise in business and organization management according to the Company's goals and missions. He has experience in Supply Chain Management. He has vision of business management, entering into a contract with suppliers, cost management, supply chain and also has the potential to develop new business and has the ability to negotiate and advise suppliers as well.

Number of attendance and absence as director in 2020

Name	Position	Total meeting (times)	Attendance (times)	Absence (times)
Mr. Prompong Chaikul	Vice Chairman Chairman of Executive Committee	7	7	-

(2) Mr. Virat Phugthai

Allocated 2,500,000 units or 14.71 percent of all SMT-WC warrants issued this time. By receiving a benefit of 425,000 baht (the difference of the exercise price and the market price).

Rationale, necessity and benefits that the company has received

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

(3) Mr. Ruangpoj Phakdurong

Allocated 1,100,000 units or 6.47 percent of all SMT-WC warrants issued this time. By receiving a benefit of 187,000 baht (the difference of the exercise price and the market price).

Rationale, necessity and benefits that the company has received

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

(4) Mr. Naris Chandang

Allocated 1,100,000 units or 6.47 percent of all ESOP-WC warrants issued this time. By receiving a benefit of 187,000 baht (the difference of the exercise price and the market price).

Rationale, necessity and benefits that the company has received

Mr. Naris Chandang presently occupies the positions of Chief Marketing Officer. He is a person with experience, expertise and a responsibility for organizational management according to the goals and main missions of the Company. He has experience and expertise in developing and supplementing new business for the Company as well as multi-skill with key knowledge in contract manufacturing with worldwide business connections

The allocation of warrants to the 4 executives above this time. To return their commitment to work and create incentives to work with the company in the long run. To generate income and profits of the company and become stronger in the future. Moreover, the benefits of the directors and/or

employees have minimal negative effect to the market price of the Company's shares, it is therefore worthwhile and reasonable as it will motivate the employees.


The allocation of warrants to the 4 executives above this time. To return their commitment to work and create incentives to work with the company in the long run. To generate income and profits of the company and become stronger in the future. Moreover, the benefits of the directors and/or employees have minimal negative effect to the market price of the Company's shares, it is therefore worthwhile and reasonable as it will motivate the employees.

This allocation of warrants, any of members of the Nomination and Remuneration Committee does not receive the warrants exceeding 5% of all warrants that issue and offer in this time. The allocation is as following:

No.	Name	Position	No. of warrants (units)	%
1.	Assoc.Prof.Dr. Preecha Jarungidanan	Chairman (Acting) and Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee	650,000	3.83
2.	Assoc.Prof.Dr. Aekkachai Nittayagasetwat	Audit Committee Member Nomination and Remuneration Committee Member	500,000	2.94
3.	Mr. Yunyong Sawasdi	Director and Company Secretary Nomination and Remuneration Committee Member	850,000	5.00

Therefore, under the Notification of the Capital Market Supervisory Board No. Tor Jor. 32/2551 Re: Offering of new securities to the Company's directors or employees, the issuance and offering of SMT-WC exceeding 5% of the total SMT-WC that issue and offer in this time to any one director and/or employee of the Company requires approval indivial by the shareholders' meeting with the vote of not less than three-fourths of the total votes of the shareholders attending the meeting and eligible to vote and no objection from shareholders holding exceeding 5% of the total votes of the shareholders attending the meeting and eligible to vote.

Resolution: The Nomination and Remuneration Committee considered and approved the issuance and offering of SMT-WC to director and/or employee who received exceeding 5% of the total SMT-WC that issue and offer in this time as proposed above and propose to the Board of Directors for approval and propose to the Shareholders' Meeting for consideration.


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


Company Secretary
(Mr. Yunyong Sawasdi)

Company's Articles of Association relating to the AGM 2021

Shareholder

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

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

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

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

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

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

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

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

Proxy and Voting

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

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

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

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

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

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

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

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

Directors' Qualifications, Election and Rotation of Directors

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

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

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

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

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

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

Company at that time, the chairman of the meeting shall be entitled to a second or casting vote.

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

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

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

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

Dividend Payment

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

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

Payment of dividends shall be approved by the shareholder meeting.

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

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

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

Enclosure 10

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

Documents Required Prior to Attending the Meeting
--

1. For Natural Person

1.1 Attendance in person:

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

1.2 Attendance by proxy:

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

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

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

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

2.2 Attendance by proxy:

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

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

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

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

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

Proxy

Form of the Proxy

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

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

Appointment of Proxy

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

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

- 1.2 Shareholders listed in the share register book as a non-Thai shareholder appointing the Custodian in Thailand can select only one of three Proxy Forms (Form A, Form B, or Form C).
2. Authorize a person or an Independent Director as specified by the Company (Assoc.Prof.Dr. 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 Monday, April 26,2021 or one hour before beginning of the Meeting for verification of documents.

* In case of the Custodian which granted Proxy from several shareholders, please submit the Proxy form to the Company to verify at least one day prior to the meeting date by facsimile: 035-258-914 (for information: contact Investor Relation Tel. 035-258-555 ext. 313)

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed *except for the Custodian appointed by the non-Thai shareholder in accordance with Proxy Form C.*

Meeting Registration

The Company will open the registration counter for meeting attendance **from 13.00 pm. on Tuesday, April 27, 2021 at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok** as per a map in Enclosure 13.

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 11

Profile of Independent Director Proposed by the Company to Represent Shareholders



1. Assoc.Prof.Dr.Aekkachai Nittayagasetwat

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

Age: 57 years

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 2021

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

The benefits received from the issuance and offering of SMT-WC

Number of SMT-WC that has been received in this time (Units)	The benefits that have been received * (Baht)
500,000	85,000

Note * The issued and offered of SMT-WC in this time is allotted to directors and/or employees without charge. The exercise price is Baht 4.00 per share and market price is Baht 4.17 per share calculated from the weighted average price of shares traded in the Stock Exchange of Thailand in 7 trading days respectively prior to the date of Board of Directors Meeting between 23 February - 4 March 2021.

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

2. Professor Dr.Kamphol Panyagometh



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

Age: 48 years

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 2021

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

The benefits received from the issuance and offering of SMT-WC

Number of SMT-WC that has been received in this time (Units)	The benefits that have been received * (Baht)
500,000	85,000

Note * The issued and offered of SMT-WC in this time is allotted to directors and/or employees without charge. The exercise price is Baht 4.00 per share and market price is Baht 4.17 per share calculated from the weighted average price of shares traded in the Stock Exchange of Thailand in 7 trading days respectively prior to the date of Board of Directors Meeting between 23 February - 4 March 2021.

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

Enclosure 12

Duty Stamp
Amount
20 Baht

PROXY FORM A (SIMPLE FORM)

Written at.....

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

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

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

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

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

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

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

☐ (2) Assoc.Prof.Dr.Aekkachai Nittayagasetwat Age 57 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

☐ (3) Prof.Dr. Kamphol Panyagometh Age 48 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 2021 to be held on **Tuesday, April 27, 2021 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.and agenda 11

Duty Stamp
Amount
20 Baht

PROXY FORM B (SPECIFIC DETAILS FORM)

Written at

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

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

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

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

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

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

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

☐ (2) Assoc.Prof.Dr.Aekkachai Nittayagasetwat Age 57 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

☐ (3) Prof.Dr. Kamphol Panyagometh Age 48 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 2021 to be held on **Tuesday, April 27, 2021 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 2020.**

☐ (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 2020.**

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

☐ (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 allocation of net profit as legal reserves and approve omitting the dividend payment from the operating result of the year 2020.

☐ (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 director individually

1) Assoc.Prof.Dr.Preecha Jarungidanan

☐ Approve

☐ Disapprove

☐ Abstain

2) Mr.Yunyong Sawasdi

☐ Approve

☐ Disapprove

☐ Abstain

3) Asst.Prof.Dr. Jitkasame Ngarmnil

☐ Approve

☐ Disapprove

☐ Abstain

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

☐ (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 2021.

☐ (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 and approve the Capital Reduction by cancelling the ordinary shares left over from the allocation to accommodate the exercise warrants and amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital.

☐ (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 9: Consider and approve the increasing of the Company's registered capital and the

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

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

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

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

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

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

☐ Agenda 12: Consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 3 (“SMT-WC”) to directors and/or employees who are allotted exceeding 5% of this issued and offered SMT-WC for individual person.

- ☐ (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 vote individually

- 1) **Mr. Prompong Chaikul** has been allotted warrants 1,600,000 units, 9.41% of all warrants that issued and offered in this time

☐ Approve ☐ Disapprove ☐ Abstain

- 2) **Mr. Virat Phugthai** has been allotted warrants 2,500,000 units, 14.71% of all warrants that issued and offered in this time

☐ Approve ☐ Disapprove ☐ Abstain

- 3) **Mr. Ruangpoj Phakdurong** has been allotted warrants 1,100,000 units, 6.47% of all warrants that issued and offered in this time

☐ Approve ☐ Disapprove ☐ Abstain

- 4) **Mr. Naris Chandang** has been allotted warrants 1,100,000 units, 6.47% of all warrants that issued and offered in this time

☐ Approve ☐ Disapprove ☐ Abstain

Remark: Mr. Prompong Chaikul , Mr. Virat Phugthai , Mr.Ruangpoj Phakdurong and Mr. Naris Chandang have interest in this agenda.

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

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

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

- ☐ (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 15: 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 2021 to be held on **Tuesday, April 27, 2021 at Magic 2 Room, 2nd floor, Miracle Grand Convention Hotel, Viphavadee rangsit Road, Laksi, Donmuang, Bangkok**, or at any adjournment thereof.

☐ **Agenda No ____ :** _____

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

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

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No ____ :** _____

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

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

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No ____ :** _____

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

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

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No ____ :** _____

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

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

☐ Approve

☐ Disapprove

☐ Abstain

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

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Duty Stamp
Amount
20 Baht

PROXY FORM C

(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

Written at

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

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

As the custodian of.....

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

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

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

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

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

☐ (2) Assoc.Prof.Dr.Aekkachai Nittayagasetwat Age 57 years with address at 605-606 Moo 2, Klongjig, Bang Pa-In, Ayuthaya 13160

☐ (3) Prof.Dr. Kamphol Panyagometh Age 48 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 2021 to be held on **Tuesday, April 27, 2021 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 2020.

- ☐ (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 2020.

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

- ☐ (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 allocation of net profit as legal reserves and approve omitting the dividend payment from the operating result of the year 2020.

- ☐ (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 director individually

1) Assoc.Prof.Dr.Preecha Jarungidanan

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

2) Mr.Yunyong Sawasdi

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

3) Asst. Prof.Dr. Jitkasame Ngarmnil

☐ Approve_____vote ☐ Disapprove_____vote ☐ Abstain_____vote

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

- ☐ (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 2021.

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

☐ Agenda 8: Consider and approve the Capital Reduction by cancelling the ordinary shares left over from the allocation to accommodate the exercise warrants and amendment of Clause 4. of the Memorandum of Association of the Company concerning the registered capital.

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

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

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

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

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

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

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

☐ Agenda 12: Consider and approve the issuance and offering of the warrants to purchase ordinary shares of the Company No. 3 ("SMT-WC") to directors and/or employees who are allotted exceeding 5% of this issued and offered SMT-WC for individual person.

- ☐ (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 vote individually

- 1) **Mr. Prompong Chaikul** has been allotted warrants 1,600,000 units, 9.41% of all warrants that issued and offered in this time

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

- 2) **Mr. Virat Phugthai** has been allotted warrants 2,500,000 units, 14.71% of all warrants that issued and offered in this time

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

- 3) **Mr. Ruangpoj Phakdurong** has been allotted warrants 1,100,000 units, 6.47% of all warrants that issued and offered in this time

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

- 4) **Mr. Naris Chandang** has been allotted warrants 1,100,000 units, 6.47% of all warrants that issued and offered in this time

Remark: Mr. Prompong Chaikul , Mr. Virat Phugthai , Mr.Ruangpoj Phakdurong and Mr. Naris Chandang have interest in this agenda.

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

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

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

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

- ☐ (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 15: 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

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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 2021 to be held on **Tuesday, April 27, 2021 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

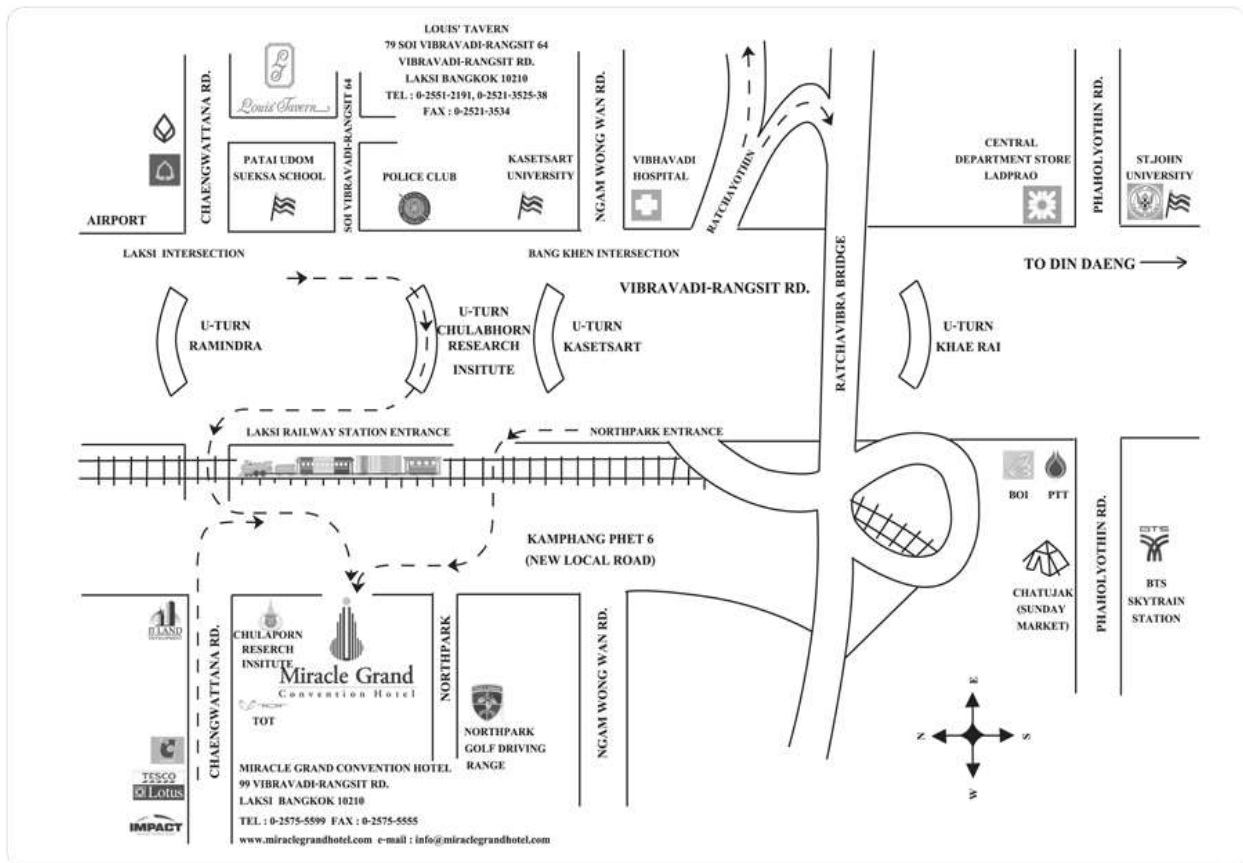
Name of Director _____.

☐ 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

“SMT”

Stars Microelectronics (Thailand) Public Company Limited
605-606 Moo 2, Klongjig, Bang Pa-In, Ayutthaya
Phone: 035-258-555 Fax: 035-258-914
www.starsmicro.com