

**30 March 2005**

**To:** The President  
The Stock Exchange of Thailand

**Subject:** Report on the Resolutions of the Annual General Shareholders Meeting No. 1/2005

**Enclosures:** Annex A: Detail of ESOP 2005 Project

Delta Electronics (Thailand) Plc. would like to inform that the Annual General Shareholders' Meeting No. 1/2005 was held on 30 March 2005 at 10.00 a.m. at 909 Moo 4, Tambol Praksa, Amphur Muang Samutprakan, Samutprakan has passed the following resolutions:

**Agenda 1**

The Meeting approved the minutes of the Annual General Shareholders' Meeting No. 1/2004 held on 29 March 2004.

**Agenda 2**

The Meeting acknowledged the operation result of the Company in 2004.

**Agenda 3**

The Meeting approved the Financial Statements for the year ended 31 December 2004 and the auditor's report.

**Agenda 4**

The Meeting approved to appoint Mr. Wang, Ming-Cheng, Mr. Anusorn Muttaraid Directors, and Assistant Professor Wattanee Phanachet Independent Director & Audit Committee Chairman, whose term has expired by rotation be re-elected as Directors of the Company, and approved the remuneration for Directors at Baht 240,000 per annum paid in two equal payment at Baht 120,000 and the meeting fee for each Independent Director was fixed at Baht 10,000 per meeting.

**Agenda 5**

The Meeting approved to appoint Ernst & Young Office Limited by Khun Narong Puntawong, CPA No. 3315 and/or Khun Ruth Chaowanagawi CPA No. 3247 and/or Khun Supachai Phanyawattano, CPA No. 3930 and/or Khun Siraporn Ouaanunkun CPA No. 3844 as the Company's auditor for the year 2005. In the absence of the above-mentioned auditors, Ernst & Young Office Limited is authorized to identify another Certified Public Accountant with the company to carry out the work. The estimated audit fee of Baht 600,000 which based on 2,000 audit hours, the out of pocket expenses will be charged to the Company at actual cost.

**Agenda 6**

The Meeting approved the payment of bonus for the year 2004 at Baht 2,020,000 to Directors.

**Agenda 7**

The Meeting approved the dividend payment of year 2004 from seventy eight percent of EPS at

Baht 0.80 per share to the shareholders, whose names appeared on the Registration Book as of 10 March 2005 ("XD") at noon. The dividend will be paid from the profit of BOI privilege and is scheduled on 7 April 2005.

#### **Agenda 8**

The Meeting approved the issuance and offering of the warrants to purchase the Company's ordinary shares to Directors and employees of the Company ("ESOP 2005 Project"). The details of the ESOP 2005 Project appear in Annex A.

In this regard, the Board of Directors and/or the Executive Director and/or the person(s) entrusted by the Board of Directors or the Executive Director shall have the power to determine and fix other details and conditions in relation to the ESOP 2005 Project and the warrants such as fixing the Exercise Date, the termination of the exercise rights under the warrants, etc, and to have the powers to do any acts and things necessary and desirable in connection with the establishment of the ESOP 2005 Project and the issuance and offering of the warrants in all respects, including but not limited to, contacting the Office of the Securities and Exchange Commission, preparing any Exchange Commission, amending or adding any other details related thereto in accordance with the order or suggestion of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand and/or any other government authority or to be in accordance with the applicable law or as such person(s) deem appropriate, provided that in the latter case, such amendment shall not be material in nature, allotment of the newly issued shares as well as listing of the warrants on the Stock Exchange of Thailand and, listing of the ordinary shares resulting from the exercise of rights under the warrants on the Stock Exchange of Thailand.

#### **Agenda 9**

The Meeting approved the increase of the registered capital from Baht 1,200,000,000 to Baht 1,259,000,000 by issuing 59,000,000 new ordinary shares at a par value of Baht 1 each.

#### **Agenda 10**

The Meeting approved the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company, to be in line with the increase of capital, to read as follows:

"Clause 4 Registered capital of Baht 1,259,000,000 (One Thousand Two Hundred Fifty Nine Million Baht) divided into 1,259,000,000 shares (One Thousand Two Hundred Fifty Nine Million shares) with a par value of Baht 1 (one Baht) each, categorized into ordinary shares in the number of 1,259,000,000 shares (One Thousand Two Hundred Fifty Nine Million shares), preference share -None-".

#### **Agenda 11**

The Meeting approved the allotment of 59,000,000 new ordinary shares at a par value of Baht 1 each for the exercise of the rights of purchase the ordinary shares of the Company under the warrants to be issued and offered under the ESOP.

**Agenda 12**

The Meeting approved the listing of the warrants to be issued under the ESOP 2005 Project on the Stock Exchange of Thailand.

Yours very truly,

(Wang, Ming-Cheng /Anusorn Muttaraid)  
Vice Chairman /Director