

February 10, 2015

Re: Distribution of dividends, fixing the date to convene the 2015 Annual General Meeting of Shareholders, and other resolutions

To: The President of the Stock Exchange of Thailand

Delta Electronics (Thailand) Public Company Limited (the “**Company**”) would like to give notice that the following resolutions of the Board of Directors Meeting No.1/2015 held on February 10, 2015 were passed:

- 1) Approved to propose the shareholders’ meeting to approve the Company’s audited financial statements for the year ended December 31, 2014 and the report of the auditor.
- 2) Approved to propose the shareholders’ meeting to approve the Company’s dividend payment made out of the net profit at the rate of Baht 3.00 per share and the payment to be made on April 9, 2015. The shareholders are exempted from income tax payment for dividends derived from the Board of Investment (BOI) promoted business. The date to determine those shareholders entitled to receive dividends on February 25, 2015, and the gathering of names of shareholders as a process under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended), by closing the share register book and suspending of share transfer on February 26, 2015.

The above proposed dividend payment is subject to the approval of the Meeting of Shareholders.

- 3) Approved to propose the shareholders’ meeting to approve the re-appointment of the following directors who will be retired by rotation at the 2015 Annual General Meeting of Shareholders to be directors of the Company for another tenure:

1. Mr. Ng Kong Meng Chairman

2. Mr. Hsieh, Heng-Hsien Director

And to appoint Mr. Witoon Simachokedee to be the director, the independent director, the member of audit committee and the member of compensation committee in place of Mr. Supat Limpaporn.

The Board of Directors had considered the qualifications of the directors who will retire by rotation. It is deemed that all three persons have knowledge, ability, experience and expertise which will be the advantage for the Company’s operation. In addition, Mr. Witoon Simachokedee is the person who qualified with the qualifications of the

independent directors and the member of the audit committee as prescribed in the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand in all respects.

- 4) Approved to propose the shareholders' meeting to approve the remuneration of the directors for the year 2015, in forms of annual remuneration and meeting attendance fee with the following details:

<u>Position</u>	<u>Remuneration/year (Baht)</u>
Chairman of the Board	1,650,000
Executive Director	500,000
Independent director/Audit Committee Chairperson	1,250,000
Independent director/Compensation Committee Chairperson	1,250,000
Independent director	1,150,000
Director	1,150,000

The directors' remuneration for the year 2015 is Baht 9,750,000.

The meeting attendance fee for the year 2015 is proposed to be Baht 10,000 per meeting, equaling to the meeting attendance fee for the year 2014. Such meeting attendance fees shall be paid only to the Chairman of the Board, directors, independent directors who are members of the Board, audit committee and compensation committee.

- 5) Approved to propose the shareholders' meeting to approve the appointment of Mr. Narong Puntawong, C.P.A Registration No. 3315, or Ms. Waraporn Prapasirikul, C.P.A Registration No. 4579, or Ms. Supanee Triyanantakul, C.P.A Registration No. 4498, of EY Office Limited, to be the Company's auditor for the year 2015 for a total remuneration of Baht 4,620,000. The fee is based on 5,000 audit hours. If the actual audit hours exceed the estimated fee, the Company is required to reimburse 70% of the additional cost of the audit as calculated at its normal charge-out rates. In the event those auditors are unable to perform their duties, EY Office Limited is authorised to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.
- 6) Approved to propose the shareholders' meeting to approve the addition of three more scope of business to the Company's existing scope of business as follows:-

“Clause 18: To engage in business of design, assembly, procurement, installation, providing services in relation to the repair, maintenance, inspection of electrical control system and all types of electrical system including pneumatic, hydraulic, electronic systems and equipments and tools or other related working systems.”

“Clause 19: To engage in business of distribution, import, export, let-out, lease-out of working systems, equipments, tools as mentioned in items (16) and (18) including other types of electrical equipment.”

“Clause 20: To engage in business of training, educating, teaching, practicing in relation to electrical control system and all kinds of electrical and electronic system, provided that it is not related to a normal schooling business.”

and amendment of Clause 3 of the Company's Memorandum of Association re: scope of business to reflect the addition of three more scope of business as follows;

Previous version

“Clause 3. The Company’s objectives have 17 clauses as detailed in Bor Mor Jor 002”.

Revised version

“Clause 3. The Company’s objectives have 20 clauses as detailed in Bor Mor Jor 002”.

- 7) The names of shareholders who shall have the right to attend the 2015 Annual General Meeting of Shareholders (Record Date) on February 25, 2015, shall be determined and the share register book shall be closed on February 26, 2015 so as to gather the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended).
- 8) The 2015 Annual General Meeting of Shareholders shall be convened on March 30, 2015 at 10.00 hrs at the Company office, 909 Soi 9, Moo 4, Bangpoo Industrial Estate, Tambol Phraksa, Amphur Muang Samutprakarn, Samutprakarn and the agenda listed below shall be addressed:
 1. To consider and approve the minutes of the 2014 Annual General Meeting of Shareholders;
 2. To consider and acknowledge the Company's operational results for the year 2014;
 3. To consider and approve the Company's audited financial statements for the year ended December 31, 2014 and the auditor’s report;
 4. To consider and approve the distribution of dividends for the year 2014;
 5. To consider and approve the appointment of directors to replace the directors who will be retired by rotation;
 6. To consider and approve the determination of remuneration of directors for the year 2015;
 7. To consider and approve the appointment of the auditor and the determination of their remuneration for the year 2015;
 8. To consider and approve the addition of the scope of business and amendment to clause 3 of the Memorandum of Association of the Company to be in line with the amendment of the scope of business; and
 9. To consider other business (if any)

Please be informed accordingly.

Yours sincerely,

Delta Electronics (Thailand) Public Company Limited

(Anusorn Muttaraid)
Director