



February 18, 2019

Re: Distribution of dividends, fixing the date to convene the 2019 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 inform that the following resolutions of the Board of Directors Meeting No.1/2019 held on February 18, 2019 were passed:

- 1) Resolved to propose the 2019 Annual General Meeting of Shareholders (the “**2019 AGM**”) to acknowledge the Company’s operating results for the year 2019
- 2) Resolved to propose the 2019 AGM to approve the Company’s financial statements, the statement of comprehensive income for the year ended December 31, 2018 which has been audited by Certified Public Accountant and the auditor’s report.
- 3) Resolved to propose the 2019 AGM to approve the Company’s dividend payment for the year 2018 made out of the net profit according to the Company’s audited financial statements, the statement of comprehensive income for the year ended December 31, 2018 at the rate of Baht 2.30 per share and the payment to be made on April 11, 2019. 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 shall be on March 4, 2019.

However, the right to receive the Company’s dividend remains uncertain pending the approval of the 2018 AGM to be held on April 2, 2019.

- 4) Resolved to propose the 2019 AGM to approve the re-appointment of the following directors who will be retired by rotation at the 2019 AGM to be directors of the Company for another tenure:
  1. Mr. Hsieh Shen-yen Director
  2. Mr. Anusorn Muttaraid Director
  3. Mr. Boonsak Chiempricha Independent Director
- 5) Resolved to propose the 2019 AGM to approve the remuneration of the directors for the year 2019, and meeting allowance for the year 2019 with the following details:

1. The remuneration of the directors for the year 2019

<u>Position</u>	<u>Remuneration/year (Baht)</u>
Chairman of the Board	1,650,000
Non-Executive Director	1,150,000
Executive Director	500,000



Independent director/Audit Committee Chairperson	1,250,000
Independent director/Nomination & Compensation Committee Chairperson	1,250,000
Independent director	1,150,000

2. The meeting allowance for the year 2019

The meeting allowance for the year 2019 is proposed to be Baht 10,000 per meeting per director, equaling to the meeting allowance for the year 2018.

Such meeting allowance shall be paid only to the Chairman of the Board, Directors, Independent Directors who are members of the Board, Audit Committee and Nomination & Compensation Committee attending the meeting.

- 6) Resolved to propose the 2019 AGM to approve the appointment of Mr. Preecha Arunnara, C.P.A Registration No. 5800, or Mr. Narong Puntawong, C.P.A Registration No. 3315, or Ms. Supanee Triyanantakul, C.P.A Registration No. 4498, of EY Office Limited, to be the Company's auditor for the year 2019 for a total remuneration of Baht 4,910,000. 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.

In this regards, all 3 auditors are not the Company's shareholders and do not provide service to the Company as advisor. In addition, on performing their duties, there is none of them performing their duties over 5 years. Moreover, the appointment of auditors and the determination of audit fee already been reviewed and approved by Audit Committee.

- 7) Resolved to propose the 2019 AGM to approve the amendment and addition of the Company's objectives and the amendment to clause 3 of the Memorandum of Association of the Company to be in line with the amendment and addition of the Company's objectives as follows:

The amendment of Company's objectives on Clause 16 and Clause 20, totaling 2 clauses as follows:

**Previous version**

“Clause 16 : To engage in business of providing services and advice in relation to the design and installation of the system for energy conservation or energy saving, solar energy, alternative and renewable energy, or solving environmental problems caused by the use or production of energy, including the purchase, sales, bidding, lease-out, import or export of various tools and equipment in relation to energy conservation or energy saving, solar energy and other types of alternative energy.



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.”

### **Revised version**

“Clause 16 : To engage in business of providing services **in relation to the electrical products, electronic products**, and advice in relation to the design and installation of the system for energy conservation or energy saving **products**, solar energy, alternative and renewable energy, or solving environmental problems caused by the use or production of energy, including the purchase, sales, bidding, lease-out, import or export of various tools and equipment in relation to energy conservation or energy saving, solar energy and other types of alternative energy.

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, **tools usage, equipment usage, system usage, machinery usage, mechanical usage**, provided that it is not related to a normal schooling business.”

### The addition of Company’s objectives totaling 11 clauses as follows:

“Clause 23 : To engage in business of manufacturing, sale, import and export including providing services for installation, repair, maintenance of wired/wireless network communication devices, telecommunication products, radio transmitters and all related equipment.

Clause 24 : To engage in business of trading in medical devices and equipment, ultrasound machine, x-ray machine, diagnostic radiation machine, radiation treatment machine, diagnostic x-ray computer, electromagnetic diagnosis machine and all kinds of medical devices and equipment, medical supplies, chemical supplies, pharmaceutical and dental supplies, all kinds of medical procedure devices and equipment, communication tools and equipment, office supplies, kitchen equipment, air-conditioners, ventilators, electrical appliances, telecommunication tools and equipment, educational tools and equipment, computers, cooling equipment, machinery, engines, mechanical tools, labor-saving devices, power generators, vehicles, plumbing equipment, radio and television equipment, furniture, scientific equipment, construction tools and equipment, all kinds of lighting and brightening products, calculating machine, all kinds of electrical and electronic products and equipment, including parts and spare parts of goods mentioned above.

Clause 25 : To provide services in engineering and technical support in relation to the medical system, security system, energy transportation system, industrial system, communication and telecommunication system, construction system, and various operating control system for home, buildings and industrial factories.

Clause 26 : To provide services in relation to the assembly, design, installation, maintenance and repair of machinery, engines and equipment in various business such as medical system, energy system, industrial system, communication and telecommunication system, transportation system, construction land traffic transportation system, waterway and air traffic transportation system, infrastructure system, production system, lighting system and security system as well as various generating control system for home, buildings and industrial factories.

Clause 27 : To provide services in the design and development of computer programs.



Clause 28 : To engage in business of the e-commerce for all kinds and types of business, developing and setting up the e-commerce system.

Clause 29 : To engage in business of bidding for sale of goods and providing services, according to the objectives of the company, to person, group of person, juristic person, government agencies, government enterprises, and government organizations both within and outside the country.

Clause 30 : To act as a broker, agent, commission agent in all types of transaction and businesses except for business of insurance, soliciting members for association and trading of securities.

Clause 31 : To borrow money, overdraw money from banks, juristic person or other financial institutions and to lend money or otherwise extend credit with or without security including to accept, issue, transfer and endorse bills or other negotiable instruments except for bank, finance and credit foncier business.

Clause 32 : To manufacture Actuator such as equipment for valve control and manufacture Cartesian Robot such as arm robotic for industrial use, manufacture Belt Drive, Multi Axis and Table Top Model, Electro-Thrust Cylinder, Telescopic Lifting Column, manufacture Ball screw and Lead screw of the aforesaid products, distribute the manufactured products and equipment both domestic and overseas.

Clause 33 : To undertake Industrial Automation Solution Projects, design, manufacture, install products and provide Solution Data Center Service for power management, manufacture electronics components, manufacture industrial electric vehicle, industrial robot, provide Automation systems service such as automatic machine, automatic factory, automatic manufacturing system, auto robot for quality control of goods and to control product cost, to save labor and energy for industrial businesses.”

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 22 clauses as detailed in Bor Mor Jor 002”.

**Revised version**

“Clause 3. The Company’s objectives have 33 clauses as detailed in Bor Mor Jor 002”.

- 8) Resolved to propose the 2019 AGM to approve the amendment of Article 31(3) of the Articles of Association as follows

**Previous version**

Article 31:

“(3) The Board of Directors may summon extraordinary meetings of shareholders whenever the Board thinks fit or the shareholders holding shares altogether not less than one-fifth (1/5) of the total number of shares issued or not less than twenty-five (25) shareholders holding shares altogether not less than one-tenths (1/10) of the total number of



shares issued may submit their names in a letter requesting the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give reasons for such a request in the said letter. In such case, the board of directors shall arrange for the meeting of shareholders to be held within one (1) month from the date of receipt of such request from the shareholder.”

#### **Revised version**

“(3) One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In the case that the Board of Directors does not hold such meeting within the period specified in the first paragraph, the shareholders who have submitted the requestor other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five days from the lapse of the period referred in the first paragraph. In this case, it shall be deemed that such shareholder’s meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the second paragraph cannot be formed as required by this Articles of Association, the shareholders under the second paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.

- 9) Resolved to determine the names of shareholders who shall have the right to attend the 2019 AGM (Record Date) on March 4, 2019.
- 10) The 2019 AGM shall be convened on April 2, 2019 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 2018 Annual General Meeting of Shareholders;
  2. To consider and acknowledge the Company's operational results for the year 2018;
  3. To consider and approve the Company's financial statements, the statement of comprehensive income for the year ended December 31, 2018 which has been audited by Certified Public Accountant and the auditor’s report;
  4. To consider and approve the distribution of dividends for the year 2018;
  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 2019;



7. To consider and approve the appointment of the auditor and the determination of their remuneration for the year 2019;
8. To consider and approve the revision and 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
9. To consider and approve the revision of the scope of business and
10. To consider other business (if any)

Please be informed accordingly.

Yours sincerely,

**Delta Electronics (Thailand) Public Company Limited**

---

(Anusorn Muttaraid)

Director