



February 17, 2020

Re: Distribution of dividends, fixing the date to convene the 2020 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.1/2020 held on February 17, 2020 were passed:

- 1) Resolved to hold the 2020 AGM shall be convened on March 31, 2020 at 10.00 hrs at the Company office, 909 Soi 9, Moo 4, Bangpoo Industrial Estate, Tambol Phraksa, Amphur Muang Samutprakarn, Samutprakarn
- 2) Resolved to determine the names of shareholders who shall have the right to attend the 2020 AGM (Record Date) on March 2, 2020.
- 3) Resolved to propose the 2020 AGM to acknowledge the Company’s operating results for the year 2019
- 4) Resolved to propose the 2020 AGM to approve the Company’s financial statements, the statement of comprehensive income for the year ended December 31, 2019 which has been audited by Certified Public Accountant (“**CPA**”) and the auditor’s report.
- 5) Resolved to propose the 2020 AGM to approve the Company’s dividend payment for the year 2019 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, 2019 at the rate of Baht 1.80 per share and the payment to be made on April 9, 2020. 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 2, 2020.

However, the right to receive the Company’s dividend remains uncertain pending the approval of the 2020 AGM to be held on March 31, 2020.

- 6) Resolved to propose the 2020 AGM to approve the re-appointment of the following directors who will be retired by rotation at the 2020 AGM to be directors of the Company for another tenure:
 1. Mr. Ng Kong Meng Director / Chairman of the Board of Director
 2. Mr. Chu Chih-yuan Independent Director
 3. Dr. Witoon Simachokedee Independent Director
- 7) Resolved to propose the 2020 AGM to approve the remuneration of the directors for the year 2020, and meeting allowance for the year 2020 with the following details:



1. The remuneration of the directors for the year 2020

<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 2020

The meeting allowance for the year 2020 is proposed to be Baht 10,000 per meeting per director, equaling to the meeting allowance for the year 2019.

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

- 8) Resolved to propose the 2020 AGM to approve the appointment of Mr. Preecha Arunnara, CPA Registration No. 5800, or Mr. Narong Puntawong, CPA Registration No. 3315, or Ms. Supanee Triyanantakul, CPA Registration No. 4498, of EY Office Limited, to be the Company's auditor for the year 2020 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 and fee for the review of group reporting package amount Baht 500,000.

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.

- 9) Resolved to propose the 2020 AGM to approve the (1) Operating procedure of transactions of derivative financial commodities (2) Operating procedures of fund lending and (3) Operating procedures of acquisition or disposal of assets.
- 10) Resolved to propose the agendas of 2020 AGM as below:
1. To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2019;
 2. To consider and acknowledge the Company's operational results for the year 2019;



3. To consider and approve the Company's financial statements, the statement of comprehensive income for the year ended December 31, 2019 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 2019;
 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 2020;
 7. To consider and approve the appointment of the auditor and the determination of their remuneration for the year 2020;
 8. To consider and approve (1) the Operating procedure for transactions of derivative financial commodities, (2) Operating procedures of fund lending and (3) Operating procedures of acquisition or disposal of assets; and
 9. To consider other business (if any)
- 11) Acknowledged the resignation of Mr. Hsieh Shen-yen from the President of the Company with effective on 1 April 2020 and approved the appointment of Mr. Chang Tsai-hsing (Jackie Chang) as the President of the Company with effective on 1 April 2020.

Please be informed accordingly.

Yours sincerely,

Delta Electronics (Thailand) Public Company Limited

(Anusorn Muttaraid)

Director