



15 March 2019

Re: Notice of the 2019 Annual General Meeting of Shareholders
Delta Electronics (Thailand) Public Company Limited

To: Shareholders

- Attachments:
1. A copy of the Minutes of the 2018 Annual General Meeting of Shareholders;
 2. 2018 Annual Report (QR Code);
 3. Profiles of directors who retired by rotation and be proposed for re-election and directors who may be appointed as proxy in 2019 Annual General Meeting of Shareholders;
 4. List and profile of the auditors;
 5. Proxy Form (Form A, B and C) (the Proxy Form can be downloaded from the Company's website www.deltathailand.com);
 6. Documents or evidences which the person who will attend the 2019 Annual General Meeting of Shareholders must present at the Meeting;
 7. Company's Articles of Association (Relating to the Annual General Meeting of Shareholders);
 8. Map of the Meeting Venue;
 9. Request Form for the 2018 Annual Report in hard copy;
 10. Reservation Form for Shuttle Service for the Meeting; and
 11. Registration Form (**Please bring this Form to register at the Meeting**)

The Board of Directors of Delta Electronics (Thailand) Public Company Limited (the “**Company**” or “**DELTA**”) resolved to convene the 2019 Annual General Meeting of Shareholders (“**AGM 2019**”) to be held on **Tuesday, April 2, 2019 at 10.00 a.m.** at the Company's office located at 909 Moo 4, Bangpoo Industrial Estate, Tambol Prakasa, Amphur Muangsamutprakarn, Samutprakarn, Thailand to consider the following agenda

Agenda Item No. 1: To consider and approve the minutes of the 2018 Annual General Meeting of Shareholders

Purpose and Reason: The 2018 Annual General Meeting of Shareholders was held on April 2, 2018. A copy of those Minutes (Attachment 1) was submitted to the Securities and Exchange Commission and the Stock Exchange of Thailand according to the requirement of the laws and was published on the Company website (www.deltathailand.com).

Opinion of the Board: The Board of Directors has considered that the minutes of the 2018 Annual General Meeting of Shareholders held on April 2, 2018 were properly and accurately recorded and therefore it is proposed to AGM 2019 certify such minutes.

Remarks: A resolution on this agenda item must be certify with the majority of the votes of the shareholders attending the meeting and casting their votes.



Agenda Item No. 2: To consider and acknowledge the Company's operational results for the year 2018

Purpose and Reason: A summary of the Company's operating results for the fiscal year ended December 31, 2018 is appeared in the 2018 Annual Report under the heading "Management Discussion & Analysis", which is attached with this notice (Attachment 2).

Opinion of the Board: The Board of Directors has considered and has opined to propose the Company's operating results for the fiscal year ended December 31, 2018 to the AGM 2019 for acknowledgement.

Remarks: This agenda item does not require voting because there is agenda for acknowledgement.

Agenda Item No. 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

Purpose and Reason: In compliance with the Public Companies Limited Act B.E. 2535 (as amended), the Company must prepare financial statements, the statement of comprehensive income at the ending date of each fiscal year of the Company and ensure that they are audited by the auditor and reviewed by the Audit Committee before presenting them to the Shareholders' Meeting for approval. Details are appeared in the 2018 Annual Report under the section of "Report and Financial Statements", which is attached with this notice (Attachment 2).

Opinion of the Board: The Board of Directors has considered and has opined to propose the financial statements, the statement of comprehensive income for the fiscal year ended December 31, 2018 and the auditor's report, all of which have been audited by the auditor and reviewed by the Audit Committee to the AGM 2019 for approval.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the shareholders attending the meeting and casting their votes.

Agenda Item No. 4: To consider and approve the distribution of dividends for the year 2018

Purpose and Reason: The Company has a policy to pay a dividend of at least 30% of its net profits. However, the Company may adjust the dividend rate if financing is needed for a new investment plan or other possible future projects. The Company will pay the dividend for the fiscal year ended December 31, 2018 made out of the net profit at the rate of Baht 2.30 per share, which is the rate that conforms to the policy of the dividend distribution of the Company. The date to determine the names of shareholders who are entitled to receive dividend (Record Date) to be scheduled on March 4, 2019. The dividend payment will be scheduled on April 11, 2019.

In this regards, the comparison of the rate of the dividend distribution of the fiscal year ended December 31, 2018 and of the fiscal year ended December 31, 2017 is presented as follows:

Details of Dividend Payment	The fiscal year ended December 31, 2018 (Proposed)	The fiscal year ended December 31, 2017
1. Net Profit (based on consolidated financial statements) (Baht)	5,126,438,772	4,928,832,799
2. Number of shares (Share)	1,247,381,614	1,247,381,614



Details of Dividend Payment	The fiscal year ended December 31, 2018 (Proposed)	The fiscal year ended December 31, 2017
3. Dividend per share (Baht)	2.30	2.20
4. Total dividends paid (Baht)	2,868,977,712	2,744,239,551
5. Percentage of dividend payment against the net profit	55.8%	55.7%

Shareholders are exempt from tax payment assessed on their dividend income derived from the BOI promoted business.

Opinion of the Board: The Board of Directors has considered and has opined to propose the Company's dividend payment for the fiscal year ended December 31, 2018 made out of the net profit at the rate of Baht 2.30 per share as detailed above to the AGM 2019 for approval.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the shareholders attending the meeting and casting their votes.

Agenda Item No. 5: To consider and approve the appointment of directors to replace the directors who will be retired by rotation

Purpose and Reason: In compliance with the Public Companies Act B.E. 2535 (as amended) and Article 15 of the company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors, or if the number is not a multiple of three, then the number nearest to one-third, who have been in office for the longest period must retire from office. For the 2019 Annual General Meeting of Shareholders, the retiring directors are:

Director who retires by rotation	Position	Appointment Date	Meeting Attendance in 2017
1. Mr. Hsieh Shen-yen	Director of the Board	13 Aug 2013	6/6
2. Mr. Anusorn Muttaraid	Director of the Board	22 Aug 1994	6/6
3. Mr. Boonsak Chiempricha	Independent Director	5 April 2016	6/6

The Nomination & Compensation Committee selected the candidates by considering their qualifications. The Committee considered each candidate's competence, experience and expertise, including their performance as directors in recent years (please find the director selection and nomination criteria and the qualifications of the independent directors in the 2018 Annual Report under the section "Corporate Governance" as attached with this notice (Attachment 2)).

The Board of Directors has reviewed the qualifications of the three nominated persons and has the opinion that such three persons are knowledgeable, experienced and skillful in benefit to the Company's operations and have full qualification and do not have any prohibited characteristics under the Public Limited Company Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), and relevant regulations (profiles of these persons have been sent to the shareholders of the Company together with this notice as Attachment 3).

The Board of Directors, excluding the nominated directors, has considered and opined to propose the re-appointment of (1) Mr. Hsieh Shen-yen (2) Mr. Anusorn Muttaraid and (3) Mr. Boonsak Chiempricha, who will be retiring to resume their directorships for another term to the AGM 2019 for approval.



In this regards, Mr. Boonsak Chiempricha, who is proposed to be re-elected for another term, will also be an independent director of the Company. His qualifications as an independent director (or definition of independent director) of the Company meet the requirements of the Capital Market Supervisory Board (please see details of the independent director's qualifications (or Definition of Independent Director) in the 2018 Annual Report in the section "Managerial Structure", which is attached to this notice (Attachment 2)). He is not an executive director, officer, employee or adviser who earns salary from the Company. He does not provide professional advisory services to the Company, its parent company, subsidiaries or associated companies or any juristic person with potential conflict of interest during the past two years.

In addition, the Company provided opportunities for the shareholders to propose name of qualified person to be elected but it received no response.

Opinion of the Board: The Board of Directors, excluding the nominated directors, has considered and opined to propose the re-appointment of (1) Mr. Hsieh Shen-yen (2) Mr. Anusorn Muttaraid and (3) Mr. Boonsak Chiempricha for another term to the AGM 2019 for approval.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the shareholders attending the meeting and casting their votes (in consideration of appointing directors to replace those who retire by rotation, the Company shall propose to consider and approve on person-by-person basis).

Agenda Item No. 6: To consider and approve the determination of remuneration of directors for the year 2019

Purpose and Reason: The Board of Directors assigned the Nomination & Compensation Committee to determine the remuneration of the directors and propose the directors' remuneration to the Board of Directors for approval. In this regards, the Company has policy and guidelines for determination of director remuneration as follows:

Policy and Guidelines for determination of director remuneration

- 1 Remuneration package must be reasonable in order to attract and retain competence director. Major factors to determine director remuneration include:
 - Scope of works and responsibilities
 - Current market rate
 - The Company's overall performances
 - Others specified by the Nomination & Compensation committee or the Board of Directors
- 2 Chairman of the Board of Directors and Chairman of Sub-Committees would receive higher remuneration in accordance with their responsibilities.
- 3 Non-Executive Director would receive a competitive remuneration which may be higher than that of Executive Director, in order to attract the knowledgeable and capable person to be Non-Executive director or independent director.
- 4 Remuneration may be entirely fixed or partially fixed with some variable amount and shall include meeting allowance or other incentives.

However, pursuant to the Public Companies Act B.E. 2535 (as amended), the directors' remuneration must also be approved by the shareholders' meeting.



Particulars of comparison of the directors' remuneration between year 2019 and year 2018 are presented as follows:

Remuneration	Year 2019 (Proposed)						Year 2018					
	Chairman of the Board	Non-Executive Director	Independent Director/Audit Committee Chairman	Independent Director / Nomination & Compensation Committee Chairman	Independent Director / Audit Committee Member	Executive Director	Chairman of the Board	Non-Executive Director	Independent Director/Audit Committee Chairman	Independent Director / Nomination & Compensation Committee Chairman	Independent Director / Audit Committee Member	Executive Director
Remuneration /year (Baht/ Person)	1,650,000	1,150,000	1,250,000	1,250,000	1,150,000	500,000	1,650,000	1,150,000	1,250,000	1,250,000	1,150,000	500,000
Meeting allowance (Baht/Person/ Meeting)	10,000	10,000	10,000	10,000	10,000	-	10,000	10,000	10,000	10,000	10,000	-

Remarks

- 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 (the Company will pay such meeting allowance shall be paid only to the Chairman of the Board, Non-Executive Directors, Independent Directors who are members of the Board, Audit Committee Corporate Governance Committee and Nomination & Compensation Committee attending the meeting)
- Others remuneration of directors : None of other remuneration and benefit

Opinion of the Board: The Board of Directors has considered and opined to propose the annual directors' remuneration for the year 2019 to the AGM 2019 for approval.

Remarks: A resolution on this agenda item must be approved with not less than two-thirds of the votes of the shareholders attending the meeting and having the right to vote. However, a director being a shareholder of the Company is not eligible to vote in this agenda item.

Agenda Item No. 7: To consider and approve the appointment of the auditor and the determination of their remuneration for the year 2019

Purpose and Reason: In compliance with the Public Companies Act B.E. 2535 (as amended), the shareholders' meeting must approve the appointment of the auditors and determine the auditor remuneration for each fiscal year. For the fiscal year ended December 31, 2019, the Audit Committee has proposed to the Board of Director to appoint the auditors from EY Office Limited as the auditors of the Company, so that any one of the following persons can conduct the audit and express an opinion as to the financial statements of the Company (but not of its subsidiaries):

- Mr. Preecha Arunnara, CPA No. 5800, or (who has never endorsed the Company's financial statements)
- Mr. Narong Puntawong, CPA No. 3315 (who has endorsed the Company's financial statements in year 2014 - 2018), or
- Ms. Supanee Triyanantakul, CPA No. 4498 (who has never endorsed the Company's financial statements)

Their independence is satisfactory. They have no relationships with or interests in the Company or its subsidiaries, executives, major shareholders or their affiliates and 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 7 years. The list and profile of the auditors are given in Attachment 4.



Having considered the Audit Committee's advice, the Board of Directors resolved to propose the Meeting of Shareholders to approve the appointment of (1) Mr. Preecha Arunnara, CPA No. 5800, or (2) Mr. Narong Puntawong, C.P.A Registration No. 3315, or (3) Ms. Supanee Triyanantakul, CPA No. 4498, of EY Office Limited to be the Company's auditor for the year 2019. In the event that such auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and provide an opinion on the Company's financial statements in their place. The remuneration of the auditor shall be in the amount 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 will pay the audit fee at 70% of the normal charge-out rate of the audit firm.

Comparison of the auditor's remuneration for the fiscal year ended December 31, 2019 and the fiscal year ended December 31, 2018 is as follows:

Audit Fee	For the fiscal year ended December 31, 2019 (Proposed)	For the fiscal year ended December 31, 2018*
1. Audit Fee (Baht)	4,910,000	4,910,000
2. Others Fee (Baht)	None	None

Remark: *Actual audit fee for the fiscal year 2018 is Baht 4,910,000 excluding all out-of-pocket expenses such as photocopying of documents, travel expenses and others, which the Company paid the actual expenses to the auditors.

The auditors of some of the Company's subsidiaries are the auditors from the same audit firm and some subsidiaries use the services provided by other audit firms. The selection criteria of auditors are principally based on the service quality and the fees of the auditor.

Opinion of the Board: Having considered the Audit Committee's advice, the Board of Directors has considered and opined to propose the appointment of the auditors of the Company and the auditor's remuneration for the fiscal year ended December 31, 2019 as proposed by the Audit Committee above to the AGM 2019 for approval.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the shareholders attending the meeting and casting their votes.

Agenda Item No. 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

Purpose and Reason: The Company wishes to amend and add to the Company's objectives to include all areas of its operations

Opinion of the Board: The Board of Directors has considered and opined to propose the amendment/ addition of the Company's objectives to the AGM 2019 for approval 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.”

Moreover, the Board of Directors proposes the amendment to Clause 3 of the Company's Memorandum of Association re: scope of business to reflect the addition of two more scope of business to the AGM 2018 for approval 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”.

Remarks: A resolution on this agenda item must be approved with not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda Item No. 9: To approve the amendment of the Company’s Articles of Association

Purpose and Reason: The Company wishes to amendment of the Company’s Articles of Association, In order to be in line with the Order of the Head of the National Council for Peace and Order No.21/2560 dated 4th April 2017 Re: the Legal Amendment to Facilitate the Business Operation.

Opinion of the Board: The Board of Directors has considered and opined to propose the amendment of Article 31(3) of the Company’s Articles of Association to the AGM 2019 for approval 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.

Remarks: A resolution on this agenda item must be approved with not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda Item No. 10: To consider any other business (if any)

You are cordially invited to attend this meeting at the date, time and venue stated above. The Company will publish the convening notice for this meeting and the other supporting documents on its website (www.deltathailand.com) from March 1, 2019 to enable the shareholders to consider the agenda in advance. On the meeting date, registration for attendance at the meeting will begin at 8.30 a.m. To speed up the registration process, you are requested to **fill out the Registration Form (Attachment 11)** and bring your identity card, or passport, or government official identity card, or driver’s licence as evidence of your right to attend the meeting (please refer to Attachment 6 for the list of Documents or evidence which the person who will attend the 2019 Annual General Meeting of Shareholders shall take and present to the Meeting)



If you wish to appoint another person or a Director of the Company (profiles of Directors for consideration of proxy from shareholders are set out in Attachment 3) to attend and vote at the meeting on your behalf, please complete the enclosed Proxy Form B, for foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form A, Proxy Form B or Form C in Attachment 5, or download the Proxy Form from the Company's website www.deltathailand.com and also bring the documents or evidence which the person who will attend the 2019 Annual General Meeting of Shareholders shall take and present to the Meeting as specified in Attachment 6. A duty stamp for the proxy will be provided at the registration desk without any charge. Shareholders who have questions concerning the meeting or matters related to the Company's business may submit those questions in advance to the Company or via e-mail: info@deltathailand.com.

If you expect to attend the Meeting by using the Company's shuttle bus services, please make a reservation **by March 27, 2019**. Please see Attachment 10 for more information relating to the timetable, bus stop and booking procedures for the Company's shuttle bus services.

Very truly yours,

A handwritten signature in blue ink, appearing to be 'Hsieh Shen-yen', written over a horizontal line.

(Hsieh Shen-yen)

Director/President