



Minutes of the Extraordinary General Meeting of Shareholders No.1/2019 Delta Electronics (Thailand) Public Company Limited

Date time and place

The Extraordinary General Meeting of Shareholders No.1/2019 of Delta Electronics (Thailand) Public Company Limited (the “Company” or “Delta Thailand”) was held on June 24, 2019 at 10.00 a.m., at the Company’s office, located at No. 909 Moo 4, Tambol Prakasa, Amphur Muang Samutprakarn, Samutprakarn, Thailand. (the “Meeting”)

Shareholders attending the meeting and total amount of shares represented in the meeting

At the beginning of the Meeting, there were 59 shareholders, holding an aggregate amount of 193,744 shares, and 81 proxies holding an aggregate amount of 1,123,730,890 shares attending. The 140 shareholders and proxies who attended the Meeting held 1,123,924,634 shares, equivalent to 90.10 percent of the Company’s issued shares, which is 1,247,381,614 shares, constituting a quorum of the Meeting as prescribed by the Company’s Articles of Association.

Directors, executive members and other attendees:

Directors and executive members:

Mr. Ng Kong Meng	Chairman of the Board and Chairman of the Meeting
Mr. Anusorn Muttaraid	Director /Nomination & Compensation Committee Member Corporate Governance Committee Member
Mr. Chu Chih-yuan	Independent Director/Audit Committee Member/ Nomination & Compensation Committee Member
Mr. Boonsak Chiempricha	Independent Director/Audit Committee Chairman
Mr. Witoon Simachokedee	Independent Director/Nomination & Compensation Committee Chairman
Mrs. Tipawan Chayutimand	Independent Director/Audit Committee Member
Mr. Hsieh Shen-yen	President
Mr. Yu Po-wen	Chief Financial Officer (CFO)
Ms. Kulwadee Kawayawong	Investor Relations (IR)
Ms. Wilailak Funghanakun	Company Secretary

Other attendees

Mr. Cheng Ping	Nominated director
Mr. Ko Tzu-shing	Nominated director
Mr. Chang Tsai-hsing (Jackie Chang)	Nominated director
Ms. Varisa Soponpis	Legal Adviser and Representative from the Hunton Andrews Kurth (Thailand) Limited to monitor the counting of votes

Ms. Wilailak Funghanakun, the Company Secretary introduced the members of Board of Directors, Management and nominated the persons to be directors. Ms. Varisa Soponpis, Legal Adviser and Representative from the Hunton Andrews Kurth (Thailand) Limited, monitored the counting of votes in the Meeting. Mr. Ng Kong Meng, Chairman of the Board of Directors acting as chairman of the meeting (“the **Chairman**”) welcomed all shareholders.



Meeting Commencement

All six directors of the Board, or 100% of Board of Directors, were in attendance. The Chairman of the Board, Chairman of Audit Committees, the President and other key management members were present to listen to the shareholders' opinions or suggestions and answer any questions. The Company Secretary explained procedures of the Meeting, counting a quorum and vote casting to all attendees. When counting votes, 1 share equals to 1 vote. In order to speed up the vote counting process, the Company shall collect ballots only in the case that shareholders make a disapprove vote or an abstain vote and the Company shall deduct such votes from the total votes in each agenda to obtain the total votes of approval. In addition, the Company Secretary reported to the Meeting about the quorum and number of shareholders attending the Meeting together with total number of shares held by shareholders. The number of reported shares was separated by total number of shareholders attending in person and their total held shares and the total number of proxies and their total held shares.

After the meeting quorum was deemed constituted, as required by the Company's Articles of Association, the Chairman assigned Mr. Anusorn Muttaraid to conduct the Meeting in Thai. (“**The Conductor**”) proceeded the Meeting in accordance with the agenda items set in the meeting notice as follows :

Agenda Item No. 1 : To consider and approve the minutes of the 2019 Annual General Meeting of Shareholders

The Conductor proposed for the Meeting to consider and certify the minutes of the 2019 Annual General Meeting of Shareholders, held on April 2, 2019. The copy of the minutes have been delivered to all shareholders along with the invitation letter convening this Meeting .The copy of the minutes was also submitted to the Office of Securities and Exchange Commission and the Stock Exchange of Thailand within the period required by law, and posted on the Company's website (www.deltathailand.com).

The Conductor proposed to the Meeting to consider and certify the minutes of the 2019 Annual General Meeting of Shareholders, held on April 2, 2019, as per the details stated above.

Remarks: Resolution in this agenda shall be approved by the majority votes of the shareholders attending the Meeting and casting their votes.

Resolution: After due consideration, the Meeting certified the Minutes of the 2019 Annual General Meeting of Shareholder, held on April 2, 2019, with the following voting results:

Shareholders voting	No. of Votes	%
Approve	1,123,924,634	100
Disapprove	-0-	-0-
Abstain	-0-	-
Voided ballot	-0-	-

Agenda Item No. 2: To consider and approve the appointment of new directors.

The Board of Director's Meeting No.3/2019 of the Company, which was held on 25 April 2019, resolved to propose EGM No.1/2019 to consider and approve the appointment of persons who are nominated by Delta Electronics International (Singapore) Pte. Ltd., which made the Conditional Voluntary Tender Offer from February 26, 2019 to April 1, 2019. On April 25, 2019, Delta Electronics International (Singapore) Pte. Ltd., Delta International Holding Limited and Delta Electronics, Inc.



held 795,591,896 ordinary shares of the Company in aggregate, equivalent to 63.78 percent of total ordinary shares sold by the Company.

In this regards, Delta Electronics International (Singapore) Pte. Ltd. nominated (1) Mr. Cheng Ping, (2) Mr. Ko Tzu-shing, and (3) Mr. Chang Tsai-hsing (Jackie Chang) to be new directors of the Company in replace of the three resigned directors (the “**Nominated Persons**”). The Board of Directors has reviewed the qualifications of the three nominated persons (as detailed in Attachment 2) and is of the opinion that the three persons are knowledgeable, experienced, and skilful to the benefit of the Company’s operations and do not have any prohibited characteristics under the Public Limited Company Act B.E. 2535 (as amended) (the “**Public Limited Company Act**”), the Securities and Exchange Act B.E. 2535 (as amended), and relevant regulations.

Notwithstanding, the three Nominated Persons are currently directors of other companies which have business considered to be in the same nature of the Company. In this regard, the Company is required to inform the shareholders’ meeting prior to the appointment, according to Section 86 of the Public Limited Company Act. After the Shareholders’ meeting has approved, the Company will have the Board of Directors in the total number of 9 persons as follows:

1. Mr. Ng Kong Meng
2. Mr. Anusorn Muttaraid
3. Mr. Boonsak Chiempricha
4. Mr. Chu Chih-yuan
5. Mr. Witoon Simachokedee
6. Mrs. Tipawan Chayutimand
7. Mr. Cheng Ping
8. Mr. Ko Tzu-shing
9. Mr. Chang Tsai-hsing (Jackie Chang)

The Conductor proposed to the Meeting to consider and approve the appointment of (1) Mr. Cheng Ping, (2) Mr. Ko Tzu-shing, and (3) Mr. Chang Tsai-hsing (Jackie Chang) to be new directors of the Company.

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 the appointment of new directors, the Company shall consider and approve on an individual basis).

The Conductor gave an opportunity for shareholders to ask and express their opinions.

Question 1: The shareholder would like to know how the three new directors are going to manage business conflicts when their business may be considered to be the same nature of the Company. How do they allocate time to help the Company since they are directors of many Delta companies?

Answer: Mr. Ko Tzu-shing, the representative of nominated new director answered that as a director of the Company it is their duty to protect the interests of Delta Thailand. Nowadays, the world economic situation has changed a lot. Business is not limited to one country. Therefore, we should not consider that we have a conflict of interest. To the contrary, it should be a good opportunity for us to work hand-in-hand to strengthen our business in various countries. We currently already have a consistent work in this direction.

Over the years, we have worked hard as company executives in many countries. Therefore, I am sure that we would adequately ensure and manage working time for the Company.



Question 2: How do the new directors contribute to benefit the Company?

Answer: Mr. Ko Tzu-shing answered that we would make sure that Delta Group has good operations in major areas in the world in order to occupy more markets. Based on his experience in managing large companies in many countries, he realized that having many companies in the same group with synergy will enable us to create a competitive advantage for the group.

Question 3: Do the three resigned directors still work for the Company?

Answer: Mr. Anusorn Muttaraid answered that they retired from directorship. However, with their valuable knowledge and abilities the Company may ask them for help in the future for some issues.

Question 4: Will the three new nominated directors hold other positions in the Company?

Answer: Mr. Anusorn Muttaraid answered that at this moment all three of them would be only director.

Question 5: Will the three new directors' remuneration continue from the previous directors? Or does it increase?

Answer: Mr. Anusorn Muttaraid answered that the three new directors would receive remuneration as previously agreed in the 2019 Annual General Meeting on 2 April 2019 and further informed that if there were any changes, the Company would propose it to the shareholders for approval again, pursuant to the laws.

Question 6: The shareholder would like to know the new directors' vision in solving the problem of raw materials shortage and exchange rates.

Answer: Mr. Ko Tzu-Shing as a representative of the new directors answered that the shortage of raw materials is not only the problem of Delta Thailand or Delta Taiwan, it is a problem with businesses all over the world. This is because the market needs raw materials at the same time. However, we will use our advantage in purchasing power and order together in large quantities and work together with customers to manage such problems. As for the exchange rate, he believed the experts of the Company were able to manage the exchange rate well from the past until now. Mr. Ng Kong Meng added that the Company used a natural hedge to manage a balance between income and expenses for the same foreign currency in order to have a similar proportion to reduce risk. As for the left over foreign currency, the Company will use financial instruments to manage risk. (FX hedging).

Question 7: The conflict of the two-superpowers may result in the technology market divided into 2 parts, which one will Delta choose to do business with since the two superpowers would not rely on each other's parts or spare parts.

Answer: Ms. Kulwadee Kawayawong answered that the Company's power supply products are able to support products manufactured in both the United States and in China. We currently have customers in these 2 regions. As industrialists we are never been squeezed into the corner. We always prepare for the flexibilities of regional conflict. For example, in the past our monitor products have had to shift production base to the United States or to nearby regions according to our customer requirement. We solved the problem by shifting the production base to Mexico. We always find a way out of any business challenges.

No further questions were raised, The Conductor requested to the Meeting to consider and approve (1) Mr. Cheng Ping (2) Mr. Ko Tzu-shing and (3) Mr. Chang Tsai-hsing (Jackie Chang) to be the new directors of the Company.

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 the appointment of new directors, the Company shall consider and approve on an individual basis).



Resolution: After due consideration, the Meeting approved the appointment of the following persons to be the Company directors with the following voting result:

- (1) Approved to appoint Mr. Cheng Ping to be the director of the Company with the following voting results:

Shareholders voting	No. of Votes	%
Approve	1,122,276,732	99.85
Disapprove	1,647,902	0.15
Abstain	-0-	-
Voided ballot	-0-	-

- (2) Approved to appoint Mr. Ko Tzu-shing to be the director of the Company with the following voting results:

Shareholders voting	No. of Votes	%
Approve	1,122,161,182	99.84
Disapprove	1,763,452	0.16
Abstain	-0-	-
Voided ballot	-0-	-

- (3) Approved to appoint Mr. Chang Tsai-hsing (Jackie Chang) to be the director of the Company with the following voting results:

Shareholders voting	No. of Votes	%
Approve	1,121,832,982	99.81
Disapprove	2,091,652	0.19
Abstain	-0-	-
Voided ballot	-0-	-

Agenda Item No .10 : Other matters (if any)

Questions from shareholders

Question 8: According to the minutes meeting of the 2019 Annual General of Shareholders Meeting, the Company expected to have orders coming continuously in 2019 for revenue from the manufactured products from Delta Group. The shareholder would like to know whether the Company already has sales revenue for this portion of business.

Answer: Ms. Kulwadee Kawayawong referred to the meeting on the resolution of the trade war between the United States and China, the Company was expected to have approximately USD 500 - 1,000 million in revenue coming to Delta Thailand from contract manufacturing for Delta Group for the next 5 years. This is a long-term estimate figure for high value added product, which cannot be produced in high volume.

Question 9: At present, the proportion of minority shareholders of the Company is about 30%. The shareholder would like to know whether the Company plans to reduce the proportion of minor shareholders again or not. Will the Company delist from stock market?

Answer: Mr. Ng Kong Meng answered that the management of the Company including Delta Taiwan do not have a policy to buy additional shares to reduce the proportion of minority shareholders and they do not have any plans to remove Delta Thailand from the stock market.



Question 10: Is it true that Delta is trying to move some products from China to Thailand? Will it cause any long-term effects on production costs since labor cost of Thailand is higher than China?

Answer: Mr. Ng Kong Meng answered that Delta Group moved production to Thailand due to the trade war situation. The Company has taken steps to prepare by using Delta Smart Manufacturing system in production, which would help reduce labor costs. Besides, the Company has production facilities located in Thailand, Myanmar, India and Slovakia, which allows us to deliver products on spec, on cost and on time.

Question 11: The shareholder would like to know the progress of the Internet of Things (IoT) business development from the previous year. What are the new IoT products for the next 2-3 years?

Answer: Ms. Kulwadee Kawayawong answered that the Company's IoT business is a regional business, which depends on the specific requirements of each region. The Company collaborated with Delta Taiwan to strengthen more of the products and solution team's capability to handle many projects. For example in India, we have railways or smart city project. Since the IoT business in India is new and depends on government policy, we could not see much business progress now because most of projects are in the trial stage.

Question 12: Will Delta Thailand's R&D cost and capital investment increase from the production line of products transfer from China?

Answer: Ms. Kulwadee Kawayawong answered that the proportion of R&D costs would remain the same. As for the capital investment, it was expected to be a periodic investment and not an injection of the whole amount at once.

No further questions were raised. Moreover, there was no shareholder holding an aggregate amount of one-third of the total issued shares necessary for the Meeting to consider other matters. The Chairman then thanked all shareholders and adjourned the Meeting at 11.15 hours.

(Anusorn Muttaraid)
Director
On behalf of the Chairman of
the Board of Directors