



## Minutes of the 2026 Annual General Meeting of Shareholders of Delta Electronics (Thailand) Public Company Limited

### Date, time, and place

The 2026 Annual General Meeting of Shareholders (the “AGM of 2026”) through electronic media (E-AGM) of Delta Electronics (Thailand) Public Company Limited (the “Company”) was held on April 8, 2026, at 10.03 a.m., which was broadcast from the Company’s office located at 909 Moo 4, Bangpoo Industrial Estate, Tambol Prakasa, Amphur Muang Samutprakarn, Samutprakarn (the “Meeting”).

### Preliminary proceedings

Ms. Wilailak Funghanakun, the Company Secretary (the “Company Secretary”), introduced the members of the Board of Directors, executives, and advisors in attendance as follows:

### Directors present:

Mr. Ng Kong Meng	Chairman of the Board (joining the Meeting through electronic media)
Mr. Cheng An	Director/Chief Executive Officer (CEO)/Chairman of the Executive Committee/Corporate Governance Committee Member
Mr. Ko Tzu-shing	Director (joining the Meeting through electronic media)
Mr. Chang Tsai-hsing	Director/President & Chief Operating Officer (COO)/Chairman of the Corporate Governance Committee/Executive Committee Member
Ms. Xue Li	Director/Executive Committee Member (joining the Meeting through electronic media)
Mr. Anusorn Muttaraid	Director/Chairman of the Nomination and Compensation Committee/Chairman of the Privilege Committee/Corporate Governance Committee Member
Mrs. Tipawan Chayutimanta	Independent Director/Chairman of the Audit Committee/Nomination and Compensation Committee Member/Privilege Committee Member
Dr. Somchai Harnhirun	Independent Director/Audit Committee Member/ Nomination and Compensation Committee Member/ Privilege Committee Member
Mrs. Saowanee Kamolbutr	Independent Director/Audit Committee Member/ Nomination and Compensation Committee Member/ Privilege Committee Member

(All nine directors of the Company were in attendance, representing 100% of the total number of directors.)



**Executives present:**

Ms. Nipaporn Jiarajareevong	Chief Financial Officer (CFO)
Ms. Anchalee Jieratham	Investor Relations Director (IR)
Ms. Wilailak Funghanakun	Company Secretary

**Advisors present:**

Mr. Chatchai Kasemsritanawat	Auditor from EY Office Limited (joining the Meeting through electronic media)
Mr. Karinevidch Olivero	Legal advisor from Wise Equity Legal Counsel Limited (joining the meeting through electronic Media)
Mr. Narat Aphiiphunya	Legal advisor from Wise Equity Legal Counsel Limited. (joining the Meeting through electronic media)
Mr. Jedsada Vittayatigonnsak	Legal advisor and inspector from Wise Equity Legal Counsel Limited. (joining the Meeting through electronic media)

At the commencement of the Meeting, there were 6 shareholders, holding an aggregate of 30,823 shares, and 1,421 proxies, holding an aggregate of 11,891,717,521 shares, or a total of 1,427 shareholders and proxies, holding an aggregate of 11,891,748,344 shares, or equivalent to 95.33% of the total 12,473,816,140 issued shares, in attendance, constituting a quorum according to Article 33 of the Articles of Association of the Company, which requires that a minimum of 25 shareholders holding not less than one-third of the total issued shares of the Company must be in attendance.

Prior to the consideration of Agenda Item No. 1, 3 additional shareholders attended the Meeting in person, bringing the total number of shareholders present at the Meeting to 1,430 shareholders, holding an aggregate of 11,891,750,545 shares, representing 95.33% of the total issued shares.

Mr. Ng Kong Meng, the Chairman of the Board, who presided as the Chairman of the Meeting (the “**Chairman**”), welcomed all shareholders and assigned Mr. Anusorn Muttaraid to act as the Meeting conductor (the “**Conductor**”).

The Conductor thanked the shareholders for attending the AGM of 2026 and assigned the Company Secretary to explain the meeting procedures and vote counting and present the business on the agenda of the Meeting.

The Company Secretary explained that for this E-AGM, the Company has arranged Online Asset Co., Ltd., a meeting control system provider and service provider of the IR PLUS AGM application, which is certified by the Electronic Transactions Development Agency (ETDA) and complied with ISO/IEC 27001:2022, to be the administrator of all systems relating to the E-AGM and explained the procedures for attending the Meeting through electronic media via the IR PLUS AGM application to be used in conjunction with the Zoom meeting, which is a standardized system that complies with the conditions and methods under the Emergency Decree on Electronic Meetings B.E. 2563 and the Notification of the Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (as amended), as well as the procedures for casting votes and submitting questions or expressing opinions as detailed in the notice of the Meeting. Prior to proposing that the Meeting vote on each agenda item, the Company would provide an opportunity for the Meeting to submit questions or express opinions relevant to that agenda item as appropriate. In addition, one share would be equal to one vote and if shareholders did not vote on a matter through the IR PLUS AGM

application, it would be considered that they had voted to approve such matter. As for the agenda item on the appointment of directors in place of those retiring by rotation, the voting would be conducted for each director individually. As for the vote counting, the Company had counted the votes as specified in the proxy forms and e-Proxy Voting via Investor Portal (IVP) of Thailand Securities Depository Co., Ltd. (TSD) and recorded those votes in advance upon meeting registration. Then, the Company Secretary proposed business on the agenda as set out in the notice of the Meeting and in compliance with the Articles of Association of the Company as follows:

**Agenda Item No. 1: To consider and acknowledge the Company’s operating results for the year 2025**

The Company Secretary informed the Meeting that the Company had summarized the operating results for the fiscal year ended December 31, 2025, as shown in the 2025 Annual Report (Form 56-1 One Report) under the section “*Management Discussion & Analysis*”, and then invited Mr. Cheng An, the CEO, to present the Company’s overall business for 2025, which can be summarized as follows:

- The Company reported strong financial performance for FY2025, supported by disciplined cost control and production capacity growth driven by growing demand particularly in AI related products. Total revenue for FY2025 reached Baht 198.2 billion (representing an increase of 20.3% year-over-year), with net profit rising to Baht 24.8 billion (representing an increase of 31.0% year-over-year) or 12.5% of total revenue.
- **Key Achievements of the Company in 2025 are as follows:**
  - The Company organized its inaugural Delta ESG Forum with the theme “Collaborating for Thailand”;
  - The Delta DIPROM Angel Fund marked its 10<sup>th</sup> anniversary; and
  - Two new manufacturing plants located in the Wellgrow Industrial Estate, Chachoengsao, were successfully completed.
- **The Company’s Strategic Directions for 2026 are as follows:**
  - To achieve double-digit growth driven by diversified products and solutions for global and regional customers;
  - To position AI-related products as a key growth driver;
  - To expand and enhance manufacturing facilities Thailand and India;
  - To recruit, develop, and upskill the Company’s personnel;
  - To strengthen local leadership across Southeast Asia countries to deepen market penetration and enhance customer service; and
  - To invest in initiative to achieve targets under RE100 and SBTi frameworks.
- **Regional Business Development**
  - 2025 was another year of strong growth for the Company. The Company reported total revenue for FY2025 of Baht 198.2 billion (representing an increase of 20.3% year-over-year), with net profit rising to Baht 24.8 billion (representing an increase of 31.0% year-over-year) or 12.5% of revenue.
  - Delta Singapore signed a three-year MOU with the College of Design and Engineering (CDE) at the National University of Singapore (NUS) to develop advanced technologies for next-generation sustainable data centers.

- Delta Australia launched Australia’s first 50kW pole-mounted EV charger, enabling scalable deployment without dedicated charging infrastructure footprint.
- **Sustainability Development**
  - The Company established a new power electronics laboratories at leading Thai universities.
  - The Company hosts “Delta ESG Forum 2025” to support Thailand’s transition toward sustainable and inclusive growth.
  - The Company was recognized in the Clean200™ list for leadership in sustainable technology.
  - The Company was recognized in S&P Global Sustainability Yearbook 2025.
- **Operational Progress**
  - With respect to ESG, the Company has been included in FTSE4Good Index and Clean200™ ranking, and has exceeded RE100 target for 2025 by achieving 67%, compared to the target of 60%, with an ultimate goal of reaching RE100 by 2030.
  - With respect to branding, the Company’s “Superior Energy Efficiency in AI from Grid to Chip” campaign showcases its end-to-end solutions for building high-performing, efficient and sustainable AI data centers, covering power, cooling, and infrastructure.
  - With respect to employees and recruitment, the Company launched a master’s degree scholarship program for graduates from leading Thai universities and expanded talent development programs across various level.
  - With respect to supply chain, the Company has increased its supplier localization rate to 70%, and has worked closely with local mechanical parts suppliers, as well as supported establishment of material distribution hubs in Thailand by overseas suppliers, in order to mitigate geopolitical issue ensure business continuity.
  - With respect to partnership, the Company has entered into a partnership with Siemens to develop prefabricated modular power solutions for faster, lower-cost data center deployment.

The Company’s manufacturing highlights key activities and notable awards in recognition of its achievements in 2025, can be summarized as follows:

- **Key Manufacturing Developments**

- **Thailand**

Two new factories in Bangpoo Industrial Estate were completed in the first quarter of 2026. Another new plant and a new building for head quarter with a second research & development center will be completed by the third quarter of 2026.

- **India**

The Company is constructing three new factory buildings in Krishnagiri, India to support data center solutions, Battery Energy Storage Systems (BESS) and warehousing. Construction is scheduled to begin in June 2026 and completed by June 2028 on the previously approved land

- **Awards and Recognition**

- The Company was honored as CDP's 2024 Supplier Engagement Leader for the 2nd time.
- The Company was included in FTSE4Good Index (London Stock Exchange Group) for the 7th time.
- The Company was honored with 2nd Consecutive IAA Awards for Outstanding CEO and Investor Relations in Technology & Communication Sector.
- Brand Finance ranked the Company as Most Valuable Thai Electronics Brand in Thailand 50 2025 Report.

- **Anti-Corruption Initiatives**

The Company continues to promote anti-corruption awareness through campaigns, participation in the “Demand a bribe, we will report” initiative, and training on competition law. Anti-corruption policy training has also been expanded across Southeast Asia. In addition, the Company promotes transparency and disclosure to stakeholders through events such as Delta ESG Forum 2025 and Suppliers Day 2025 and has submitted its 3<sup>rd</sup> for Collective Action Against Corruption (CAC) certification.

The Conductor informed the Meeting that the Board of Directors considered and deemed it appropriate to propose the Company's operating results for the fiscal year ended December 31, 2025, to the AGM of 2026 as detailed above for consideration and acknowledgment and provided an opportunity to the Meeting to submit questions or express opinions relevant to this agenda item, there were 2 shareholders who raised the questions as follows:

1. Mr. Wanchai Lertsrijatuporn, proxy holder, raised the following questions:

Question 1: Mr. Wanchai Lertsrijatuporn asked the management to provide its perspective and assessment on the current situation in the Middle East, which has resulted in a production halt at three helium plants in Qatar. Specifically, clarification was sought regarding the direct impact of the resulting shortages on raw material and precursor on the Company's production processes. Additionally, what are the indirect impacts on advanced processing chips, both in the short and long term, as well as the Company's contingency plan to mitigate such risks

Answer 1: Mr. Cheng An, CEO, explained that the ongoing conflict in the Middle East has begun to impact the petroleum and natural gas industries. However, for the Company, there has been no significant direct impact at present, as helium is not a key raw material used in the Company's production processes. Nevertheless, should the situation be prolonged, it may rise to cost pressures, particularly from increasing energy prices and related raw materials. Such impacts may not be limited to helium, but could also extend to other chemicals and inputs used in the production process.

Question 2: Mr. Wanchai Lertsrijatuporn inquired about the Company's mitigation in the event that the situation in the Middle East persists for another three months. Furthermore, clarification was sought on how such a prolonged conflict affect the overall business operations of the Company and its subsidiaries, as well as the extent to which it is expected to impact the Company's projected earnings for the current fiscal year, expressed in percentage terms.

Answer 2: Mr. Cheng An, CEO, explained that the global economy could be affected in the event of disruptions to transportation, particularly impacting petroleum and natural gas sectors, which may have widespread implications across multiple countries. The Company has been working closely with local energy suppliers to negotiate and secure energy reserves for the next three months in order to mitigate



potential risks. In addition, the Company expects that electricity costs may trend upward in the near future. While the Company has adopted renewable energy to a certain extent, it is not yet sufficient to meet overall demand, and additional energy sources are currently under consideration. From the management's perspective, the situation has not yet reached a critical level; however, it will continue to be closely monitored. The recent news of a temporary ceasefire is viewed as a positive development, which may help ease pressure on petroleum and natural gas prices.

2. Proxy holder (anonymous) raised the following question:

Question 3: A question was raised regarding the percentage of Company's total production capacity currently being utilized. In addition, clarification was sought on whether the existing capacity, together with the two expansion projects, would be sufficient to support growth over the next 2-3 years.

Answer 3: Mr. Cheng An, CEO, explained that the Company operates across several core business segments. The electric vehicle (EV) segment has relatively low capacity utilization, averaging approximately 60%. The Company plans to restructure and consolidate production lines to enhance efficiency and maximize resource utilization.

For AI-related products, capacity utilization is currently at 100% and serves as the primary growth driver for the current year. The Company has been accelerating capacity expansion through two new factories at Wellgrow Industrial Estate, which commenced operations last year, as well as two additional factories at Bangpoo Industrial Estate that began operations in the first quarter of this year. Additional production lines are currently being installed to support increasing demand in the AI segment.

The enterprise and consumer segments continue to demonstrate steady, moderate growth, with sufficient capacity to meet demand, while the industrial energy segment remains relatively stable.

Overall, the AI segment is the Company's key growth driver, and the Company is well positioned to support future expansion. Although the EV business remains in a slowdown phase, the Company continues to invest in line with the global transition toward renewable energy, which remains a key long-term strategic priority.

**Remark:** This agenda item is for acknowledgement, so no voting is required.

**Agenda Item No. 2: To consider and approve the audited statement of financial position and the statement of comprehensive income of the Company for the year ended December 31, 2025, and the auditor's report**

The Company Secretary informed the Meeting that in order to be in compliance with the Public Limited Companies Act B.E. 2535 (as amended), the Company must prepare and present its audited statement of financial position and statement of comprehensive income as at the end of its fiscal year to the AGM of 2026 for consideration and approval, the details of which were as shown in the 2025 Annual Report (Form 56-1 One Report) under the section "*Financial Statements*". The Company Secretary then invited Ms. Nipaporn Jiarajareevong, the Chief Financial Officer (CFO), to provide details on this agenda item to the Meeting as summarized below.

Sales Revenue for Fiscal Year 2025 total was Baht 198.2 billion, representing a growth of 20.3% year-over-year compared with the Fiscal Year 2024 driven by a continued expansion of power electronics business following increased demand for data center energy-management solutions. The uptrend aligns to capital expenditures (CAPEX) from major cloud service providers, who are continuously enhancing their artificial intelligence (AI) capabilities, in line with broad-based demand for AI applications.



The gross profit was Baht 53.6 billion, representing 27.1% gross profit margin. It represented a growth of 32.4% year-over-year compared with the Fiscal Year 2024, driven by sales growth in high-margin products, particularly within the power electronics segment for data center, which are specifically designed for high-performance computing applications.

The operating profit was Baht 26.3 billion, representing 13.3% of the operating profit margin. It represented a growth of 47.4% year-over-year compared with the Fiscal Year 2024 supported by higher gross profit from increased sales. This occurred despite higher selling expenses driven by the U.S. reciprocal tariff measures effective in 2025, which required the Company to advance export duties on behalf of customers; these will be recognized as revenue upon reimbursement.

The net profit for the Fiscal Year 2025 total was Baht 24.8 billion, representing 12.5% net profit margin, representing a growth of 31% year-over-year compared with the Fiscal Year 2024. In 2025, Thailand began implementing the minimum top-up tax, which had a significant impact on net profit. However, supported by strong operating performance, along with other income and foreign exchange gains, the Company was able to maintain a profit margin comparable to 2024, while achieving a record-high net profit in absolute terms.

The key financial ratios in 2025, when compared to the past 10 years, remained strong across all metrics, reflecting the Company's solid financial position. In particular, its profitability performance resulted in the highest sales, net profit, and earnings per share (EPS) recorded over the past decade.

The Conductor informed the Meeting that the Board of Directors considered and deemed it appropriate to propose the audited statement of financial position and the statement of comprehensive income of the Company for the year ended December 31, 2025, and the auditor's report, which had been reviewed by the Audit Committee as detailed above to the AGM of 2026 for consideration and approval, and provided an opportunity to the Meeting to submit questions or express opinions relevant to this agenda item, but no one submitted any question or expressed any opinion.

Therefore, the Conductor requested the Meeting to pass a resolution on this agenda item, which required a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** After due consideration, the Meeting approved the statement of financial position and the statement of comprehensive income of the Company for the year ended December 31, 2025, and the auditor's report, which had been reviewed by the Audit Committee as proposed above in all respects, with the following voting results:

Shareholders' Votes	No. of Votes	Percent
Approval	11,891,740,945	100.0000
Disapproval	-0-	0.0000
Abstention	9,600	-
Total (1,430 shareholders)	11,891,750,545	-

**Agenda Item No. 3: To consider and approve the distribution of dividends for the year 2025**

The Company Secretary informed the Meeting that to comply with the Company's dividend distribution policy, which provides that the Company shall distribute dividends of at least 30% of its net profits; however, the Company may adjust such rate in line with its investment plan and/or need to use the capital in the future, the Company would, therefore, distribute dividends for the fiscal year ended December 31, 2025, from its net profit at the rate of Baht 0.60 (Sixty Satang) per share, whereby such rate was in line with the Company's dividend distribution policy. Also, the Company had determined the



date for determination of the names of shareholders who were entitled to receive dividends (Record Date) on February 27, 2026, and the date for dividend distribution on April 28, 2026.

In this regard, a comparison of the dividend distribution for the fiscal year ended December 31, 2025, and the dividend distribution for the fiscal year ended December 31, 2024, was as follows:

Details of Dividend Distribution	Fiscal Year Ended December 31, 2025 (Proposed)	Fiscal Year Ended December 31, 2024
1. Net profit (based on consolidated financial statements) (Baht)	24,814,323,593	18,938,579,925
2. Number of shares (Share)	12,473,816,140	12,473,816,140
3. Dividend per share (Baht)	0.60	0.46
4. Total dividends distributed (Baht)	7,484,289,684	5,737,955,424
5. Percentage of dividend distribution to net profit (%)	30.2	30.3

In this regard, the Company had allocated funds to the legal reserve to be not less than 10% of the registered capital as required by law, and the shareholders of the Company would be exempt from tax payment assessed on their dividend income derived from the BOI-promoted business.

The Conductor informed the Meeting that the Board of Directors had considered and deemed it appropriate to propose the distribution of dividends for the fiscal year ended December 31, 2025, from the net profit of the Company at the rate of Baht 0.60 per share or 30.2% of the net profit in accordance with the Company's dividend distribution policy as detailed above to the AGM of 2026 for consideration and approval, and provided an opportunity to the Meeting to submit questions or express opinions relevant to this agenda item, there was 1 shareholder who raised the question as follows:

**Question 4:** Mr. Wanchai Lertsrijatuporn inquired whether, given the Company's strong operating cash flow and significant accumulated profits, there are plans to increase the dividend payout ratio. Alternatively, clarification was sought as to whether the Company intends to prioritize capital reserves for potential mergers and acquisition (M&A), particularly in any specific sectors.

**Answer 4:** Mr. Cheng An, CEO, explained that although the Company has delivered strong operating performance and maintained solid profitability, it is currently in an active expansion phase. This includes the construction of several new factories, as well as ongoing investment in machinery and equipment to enhance production capacity and support growing market demand.

Overall, the Company's capital expenditure for the current year remains at a relatively high level, with the majority funded by operating cash flow. While the Company continues to take shareholders' expectations into careful consideration, the current dividend payout level is deemed appropriate at this stage

As no shareholder raised any further questions or comments, the Conductor requested the Meeting to pass a resolution on this agenda item, which required a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** After due consideration, the Meeting approved the distribution of dividends for the fiscal year ended December 31, 2025, from the net profit of the Company at the rate of Baht 0.60 (Sixty Satang) per share or equivalent to 30.2% of the net profit as proposed above in all respects, with the following voting results:

Shareholders' Votes	No. of Votes	Percent
Approval	11,891,750,545	100.0000
Disapproval	-0-	0.0000
Abstention	-0-	-
Total (1,430 shareholders)	11,891,750,545	-

**Agenda Item No. 4: To consider and approve the appointment of directors to replace the directors retiring by rotation**

The Company Secretary informed the Meeting that in compliance with the Public Limited Companies Act B.E. 2535 (as amended) and Article 15 of the Articles of Association of the Company, at every annual general meeting of shareholders, one-third of the directors shall retire by rotation. If the number of directors cannot be divided exactly into three parts, then the number of directors closest to one-third shall retire, and the directors who have been in the position for the longest shall retire. For the AGM of 2026, the retiring directors were as follows:

Name	Position	Appointment Date	Meeting Attendance in 2025	
			Board of Directors	Shareholders
1. Mr. Ng Kong Meng	Director	3 May 1990 (35 Years 11 months)	7/7 (100%)	1/1
2. Ms. Xue Li	Director	7 April 2023 (3 years)	6/7 (85.7%)	1/1
3. Dr. Somchai Harnhirun	Independent Director	7 April 2023 (3 years)	7/7 (100%)	1/1

During the period from November 14, 2025, to December 31, 2025, the Company offered shareholders an opportunity to nominate director candidates. However, no shareholder nominated any director candidate.

The Nomination and Compensation Committee is tasked with reviewing the qualifications of director candidates in various aspects, whereby such director candidates must go through various stages of the screening process where each candidate's qualifications, experience, and expertise, including previous performance as a director will be taken into consideration (please refer to the criteria and process for director selection in the 2025 Annual Report (Form 56-1 One Report) under the section "Corporate Governance Report", which was sent to the shareholders together with the notice of the Meeting (Attachment No. 2)). In this regard, the Nomination and Compensation Committee has considered and resolved to propose the re-appointment of the directors retiring by rotation for another term to the Board of Directors and the AGM of 2026 for consideration and approval.

The Nomination and Compensation Committee has cautiously and carefully reviewed the qualifications of the above director candidates and viewed that such candidates had passed the screening process as specified by the Company, were qualified in accordance with the relevant regulations, and possessed the knowledge, capability, experience, and expertise which would be beneficial to the Company's operations and suitable for the business operations, and that they did not have any prohibited characteristics according to the Public Limited Companies Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended), and the relevant regulations (please refer to the profiles of the director candidates in Attachment No. 3, which was sent to the shareholders together with the notice of the Meeting)

In addition, Dr. Somchai Harnhirun was qualified as an independent director according to relevant laws and rules, as well as the requirements specified by the Company (please refer to the details on the independent director's qualifications (Definition of Independent Director) in the 2025 Annual Report (Form 56-1 One Report), under the section "*Managerial Structure*", which is being sent to the shareholders together with this notice of the Meeting (Attachment No. 2)).

The Conductor informed the Meeting that the Board of Directors (by disinterested members), having considered and shared the same view as the Nomination and Compensation Committee in all respects, deemed it appropriate to propose the re-appointment of (1) Mr. Ng Kong Meng (2) Ms. Xue Li and (3) Dr. Somchai Harnhirun, directors retiring by rotation at the AGM of 2026, for another term to the AGM of 2026 as detailed above for consideration and approval, and provided an opportunity to the Meeting to submit questions or express opinions relevant to this agenda item, but no one submitted any question or expressed any opinion.

Therefore, the Conductor requested the Meeting to pass a resolution on this agenda item, which required a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** After due consideration, the Meeting approved the re-appointment of (1) Mr. Ng Kong Meng (2) Ms. Xue Li and (3) Dr. Somchai Harnhirun, directors retiring by rotation at the AGM of 2026, for another term, as proposed above in all respects, with the following voting results:

(1) Mr. Ng Kong Meng:

Shareholders' Votes	No. of Votes	Percent
Approval	11,842,181,440	99.5858
Disapproval	49,250,005	0.4142
Abstention	319,100	-
Total (1,430 shareholders)	11,891,750,545	-

(2) Ms. Xue Li:

Shareholders' Votes	No. of Votes	Percent
Approval	11,868,283,700	99.8027
Disapproval	23,466,845	0.1973
Abstention	-0-	-
Total (1,430 shareholders)	11,891,750,545	-

(3) Dr. Somchai Harnhirun:

Shareholders' Votes	No. of Votes	Percent
Approval	11,849,621,402	99.6457
Disapproval	42,129,143	0.3543
Abstention	-0-	-
Total (1,430 shareholders)	11,891,750,545	-

**Agenda Item No. 5: To consider and approve the determination of compensation of directors for the year 2026**

The Company Secretary informed the Meeting that the Board of Directors had assigned the Nomination and Compensation Committee to determine the compensation of directors and propose the same to the Board of Directors so that the Board of Directors could consider and propose such matter to



the shareholders' meeting for consideration and approval. In this regard, the Company's policy and guidelines for determination of the compensation of directors were as follows.

1. The compensation package must be appropriate in order to attract and retain competent directors with the Company. Major factors to determine the compensation of directors include:
  - scope of works and responsibilities;
  - average rate of compensation of directors in the market;
  - the Company's operating results; and
  - others factors as may be considered by the Nomination and Compensation Committee or the Board of Directors.
2. The Chairman of the Board and the chairman of the sub-committees shall receive increased compensation for their increased responsibilities.
3. Non-executive directors shall receive compensation comparable to the market rate, which may be higher than that of the executive directors to attract knowledgeable and capable candidates to become non-executive directors or independent directors.
4. Compensation may be entirely fixed or partially fixed and partially variable. There may be meeting allowances or other compensation as well.

In this regard, the Nomination and Compensation Committee had considered the compensation of directors by taking into account the policy and guidelines for determining the compensation of directors as mentioned above, and, therefore, resolved to propose the determination of compensation of directors for the year 2026, which was equal to the compensation of directors for the year 2025, as detailed below to the Board of Directors and the AGM of 2026 for consideration and approval:

1. Annual compensation of directors (Unit: Baht/Person)

<u>Position</u>	<u>Year 2026</u>	<u>Year 2025</u>
Chairman of the Board	2,475,000	2,475,000
Independent directors/non-executive directors	1,495,000	1,495,000
Executive directors	650,000	650,000
Audit Committee Chairman	1,750,000	1,750,000
Nomination and Compensation Committee Chairman	1,750,000	1,750,000

2. Meeting allowances (Unit: Baht/meeting)

<u>Board of Directors</u>	<u>Year 2026</u>	<u>Year 2025</u>
Chairman of the Board	25,000	25,000
Independent directors/non-executive directors	20,000	20,000
Executive directors	-	-
<u>Sub-committees</u>		
Chairman	22,000	22,000
Members	20,000	20,000



3. Annual bonus

It is proposed that the 2025 annual bonus should be paid to the Chairman of the Board and the directors at the rate of 60% and 40%, respectively, of the 2026 annual compensation of directors under item 1 above same as last year.

4. Others Benefit

Year 2026

Year 2025

Medical treatment and health check-up coverage of up to Baht 50,000 per person per year.

None

Remarks:

1. The meeting allowances under item 2 above shall be paid only to the Chairman of the Board, the independent directors/non-executive directors, the chairman of the sub-committees, and members of the sub-committees for their participation in the Board of Directors' meeting, the sub-committee's meeting, or the shareholders' meeting (as the case may be).
2. Apart from the above compensation, there is no other compensation or benefit (except for compensation that executive directors are entitled to receive as employees of the Company, such as salary), the same as last year.

The Conductor informed the Meeting that the Board of Directors, having considered and shared the same view as the Nomination and Compensation Committee in all respects, deemed it appropriate to propose the determination of compensation of directors for the year 2026 as detailed above to the AGM of 2026 for consideration and approval, and provided an opportunity to the shareholders to submit questions or express opinions relevant to this agenda item, there was 1 shareholder who raised the question as follows:

Question 5: Ms. Irarom Anan, a shareholder, asked whether the Chairman of the Audit Committee should receive higher remuneration than the Chairman of the Executive Committee.

Answer 5: Mr. Anusorn Muttaraid, Chairman of the Nomination and Remuneration Committee, explained that this matter falls under the consideration of the Nomination and Remuneration Committee. Accordingly, it may not be appropriate to provide a definitive response at this time.

As no shareholder raised any further questions or comments, the Conductor requested the Meeting to pass a resolution on this agenda item, which required a majority vote of not less than two-thirds of the total votes of the shareholders attending the Meeting.

**Resolution:** After due consideration, the Meeting approved the directors' compensation for the year 2026 as proposed above in all respects, with the following voting results:

Shareholders' Votes	No. of Votes	Percent
Approval	11,886,053,145	99.9521
Disapproval	5,697,400	0.0479
Abstention	-0-	0.0000
Total (1,430 shareholders)	11,891,750,545	-



**Agenda Item No. 6: To consider and approve the appointment of the auditors of the Company and the determination of their compensation for the year 2026**

The Company Secretary informed the Meeting that to comply with the Public Limited Companies Act B.E. 2535 (as amended), which provides that the annual general meeting of shareholders must appoint the auditors and determine the audit fee of the Company every year, the Audit Committee had resolved to propose the appointment of the auditors from EY Office Limited as the auditors of the Company for the fiscal year ended December 31, 2026, whereby any of the following auditors may conduct the audit and offer an opinion on the financial statements of the Company (excluding its subsidiaries):

1. Mr. Chatchai Kasemsrithanawat, CPA No. 5813  
(who signed the Company's financial statements for fiscal year ended December 31, 2023, 2024 and 2025); or
2. Ms. Sutthirak Fakon, CPA No. 7712  
(who has never signed the Company's financial statements); or
3. Ms. Krongkaew Limkittikul, CPA No. 5874  
(who has never signed the Company's financial statements)

The aforementioned auditors were independent, had no relationship and/or conflict of interests with the Company, its subsidiaries, directors, executives, major shareholders, or their related persons, and were not the Company's shareholders and did not provide consultancy services to the Company. In addition, none of the above auditors had performed their duties as an auditor of the Company for over seven fiscal years. Should the aforementioned auditors be unable to perform their duties, EY Office Limited may arrange for other auditors to conduct the audit and offer an opinion on the financial statements of the Company in place of such auditors.

In addition, the Audit Committee had resolved to propose the determination of the auditors' compensation in the amount of Baht 4,910,000 for 5,000 audit hours to the Board of Directors and to the AGM of 2026 for consideration and approval whereby should the actual audit hours exceed the estimated fee, the Company would pay the audit fee at 70% of the normal charge-out rate of EY Office Limited. In addition, there shall also be a fee for the review of interim financial information for the preparation of the financial statements of the parent company in the amount of Baht 500,000 and audit fees for three subsidiaries in the amount to Baht 1,460,000.

In this regard, a comparison between Company's compensation of the auditors for the fiscal year ended December 31, 2026, and the fiscal year ended December 31, 2025, was as follows:

Auditors' Compensation	Fiscal Year Ended December 31, 2026 (Proposed)	Fiscal Year Ended December 31, 2025
1. Audit fee (Baht)	4,910,000	4,910,000 <sup>1</sup>
2. Others fee (Baht)	None	None

Remarks: <sup>1</sup> In addition to the audit fee for the fiscal year ended December 31, 2025, of Baht 4,910,000, the Company paid the fee for the review of interim financial information for preparation of the financial statements of the parent company in the amount of Baht 500,000, excluding all out-of-pocket expenses, such as document charges, travel expenses, logistic costs, and others. Moreover, the Company paid audit fees to EY Office Limited for three subsidiaries in the amount of Baht 1,460,000, which used the same audit firm as the Company.



However, the auditors of some of the Company's subsidiaries were the auditors from EY Office Limited and some subsidiaries had engaged other audit firms for their services. The criteria for selection of auditors of each subsidiary were principally based on the service quality and the audit fee, whereby the Board of Director was responsible for ensuring that the financial statements of those subsidiaries were prepared within the required period.

The Conductor informed the Meeting that the Board of Directors, having considered and shared the same view as the Audit Committee in all respects, deemed it appropriate to propose the appointment of Mr. Chatchai Kasemsrithanawat or Ms. Sutthirak Fakon or Ms. Krongkaew Limkittikul from EY Office Limited as the auditors of the Company and the determination of their compensation for the fiscal year ended December 31, 2026, as detailed above to the AGM of 2026 for consideration and approval, and provided an opportunity to the Meeting to submit questions or express opinions relevant to this agenda item, but no one submitted any question or expressed any opinion.

Therefore, the Conductor requested the Meeting to pass a resolution on this agenda item, which required a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** After due consideration, the Meeting approved the appointment of the auditors of the Company and the determination of their compensation for the fiscal year ended December 31, 2026, as proposed above in all respects, with the following voting results:

Shareholders' Votes	No. of Votes	Percent
Approval	11,886,484,460	99.9557
Disapproval	5,266,085	0.0443
Abstention	-0-	-
Total (1,430 shareholders)	11,891,750,545	-

**Agenda Item No. 7: To consider and approve the transfer of business from Delta Green Industrial (Thailand) Company Limited, a subsidiary of the Company**

The Company Secretary informed the Meeting that the Company intends to restructure its group by acquiring the business of Delta Green Industrial (Thailand) Company Limited ("DGiT"), a wholly owned subsidiary of the Company. DGiT operates retail trading of electronic parts, as well as solution-based and related services, whereas the Company's core business focuses on manufacturing and wholesale distribution.

The purpose of the business transfer is to integrate the Group's business structure into a unified platform covering the full value chain, from manufacturing and distribution to solution-based services. Such integration is expected to enhance business stability, improve operational coherence, reduce management and administrative redundancies, optimize the use of group resources, and strengthen long-term competitiveness and operational efficiency.

The transfer of business from DGiT shall include the transfer of assets currently used in the operation of the business, as well as the Company's investments, namely the shares in Eltek Power Company Limited all of which are held by DGiT in the amount of 100% of the total issued shares. The consideration for such business transfer shall be determined at not less than the fair value, as appraised by an independent valuer who has been certified by the Securities and Exchange Commission.

The Company expects the business transfer to be completed within the year 2026. Upon completion of the transaction, DGiT will proceed with dissolution and liquidation in accordance with applicable laws which will result in DGiT ceasing to be a subsidiary of the Company. Furthermore, as the



Company holds 100% of the share capital of DGiT, upon the registration of the dissolution and completion of the liquidation process, any remaining assets of DGiT, including the consideration received from the business transfer as mentioned above, shall be returned to the Company in accordance with the liquidation procedures.

As the transaction constitutes a group restructuring under common control, it does not fall under the criteria of acquisition or disposal of assets pursuant to the Notification of Capital Market Supervisory Board No. Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, B.E. 2547 (2004) (as amended). In addition, the transaction qualifies as an exempted transaction from the connected transaction rules under the Notification of Capital Market Supervisory Board No. TorChor 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, B.E. 2546 (2003) (as amended).

Nevertheless, the transfer of the business constitutes an acquisition or transfer of another company's business pursuant to Section 107 (2) (b) of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and therefore requires approval from the shareholders' meeting by a vote of not less than three-quarters of the total votes of the shareholders attending the Meeting and eligible to vote.

The AGM of 2026 is requested to consider approving the delegation of authority to the Board of Directors or any person(s) designated by the Board of Directors to undertake actions in connection with the transfer of the business from DGiT, with the following authorities:

- (1) to determine the framework, principles, structure, scope, and key terms of the business transfer, ensuring compliance with applicable laws, good corporate governance principles, and the best interests of the Company and its shareholders;
- (2) where the transaction involves the transfer or acquisition of any assets, rights, obligations, or business components, to arrange for an independent valuation at fair value, as well as to obtain a fairness opinion from an Independent Financial Advisor, as required by applicable laws for such transactions;
- (3) upon finalization of the total consideration for the business transfer and receipt of the Independent Financial Advisor's opinion, to submit the transaction details to the Board of Directors for further consideration and approval prior to entering into the transaction;
- (4) following approval by the Board of Directors pursuant to item (3), to prepare, negotiate, execute, amend, and carry out the business transfer agreement and any related agreements, documents, applications, and filings, and to coordinate with relevant governmental authorities or other parties to complete the transaction and the group restructuring;
- (5) to revise, adjust, suspend, or terminate the procedures, timelines, or details of the business transfer as deemed appropriate, provided that such actions shall not be inconsistent with the resolutions of the shareholders' meeting and the resolutions of the Board of Directors approving the business transfer, and are taken with due consideration of the Company's operations and the best interests of the shareholders as a primary consideration; and
- (6) to undertake any other acts necessary and related to the completion of the aforesaid business transfer transaction, including the appointment and authorization of any appropriate person(s) as sub-delegate(s) to carry out any of the foregoing actions.



The Conductor informed the Meeting that the Board of Directors, having considered the matter and deemed it appropriate to propose to the AGM of 2026 for approval of the transfer of business from DGiT, a subsidiary of the Company. The Board of Directors, or any person authorized by the Board, would be empowered to proceed with the said business transfer in accordance with the details presented above to the AGM of 2026 for consideration and approval, and provided an opportunity to the Meeting to submit questions or express opinions relevant to this agenda item, there were 2 shareholders who raised the questions as follows:

1. Ms. Angkana Linsuwan (Shareholder) raised the following question:

Question 6: Ms. Angkana Linsuwan asked whether the transfer affect the Company's costs and revenues.

Answer 6: Mr. Cheng An, CEO, explained that DGiT is currently a wholly owned subsidiary of Delta Thailand, with its primary role being to conduct domestic operations. In order to enhance operational efficiency and streamline the organizational structure by reducing redundancies and improving management effectiveness, the Company considers it appropriate to integrate DGiT's operations directly under Delta Thailand. Accordingly, this transaction has been proposed to shareholders. The transaction is not expected to have any significant impact on the Company's costs or revenues.

2. Proxy holder (anonymous) raised the following question:

Question 7: A question was raised as to whether DGiT has any outstanding legal disputes and whether any impact on the Company is expected following the transfer.

Answer 7: Mr. Chang Tsai-hsing, President, clarified that DGiT currently has no legal obligations or outstanding disputes. Therefore, there are no concerns in this respect.

As no shareholder raised any further questions or comments, the Conductor requested the Meeting to pass a resolution on this agenda item, which requires approval from the shareholders' Meeting by a vote of not less than three-quarters of the total votes of the shareholders attending the Meeting and eligible to vote.

**Resolution:** After due consideration, the Meeting approved the transfer of business from Delta Green Industrial (Thailand) Co., Ltd., a subsidiary of the Company. The Meeting also authorized the Board of Directors, or any person appointed by the Board, to proceed with the said business transfer in all respects in accordance with the details as proposed, with the following voting results:

Shareholders' Votes	No. of Votes	Percent
Approval	11,882,744,245	99.9243
Disapproval	30,000	0.0003
Abstention	8,974,200	0.0755
Total (1,429 shareholders)	11,891,748,445	-

**Agenda Item No. 8: To consider any other business (if any)**

During the period from November 14, 2025, to December 31, 2025, the Company offered shareholders an opportunity to propose business on the agenda. However, no shareholders proposed any agenda or submitted any questions in advance.

Since the Meeting had considered all business on the agenda, the Meeting was provided with an opportunity to submit questions or express opinions relevant to the Company, which can be summarized as follows:



Mr. Wanchai Lertsrijatuporn (Proxy) raised the following questions:

Question 8: Mr. Wanchai Lertsrijatuporn asked whether, despite having one of the largest market capitalizations on the exchange, the Company's relatively limited free float that leads to price volatility. And whether, the Company has a strategy or a viewpoint to enhance stock price stability over the long term.

Answer 8: Mr. Cheng An, CEO, explained that the free float structure is primarily determined by the Company's major shareholder, Delta Taiwan. Any decision regarding changes to the shareholding structure is the prerogative of the major shareholder. Therefore, the Company is not in a position to comment on behalf of the major shareholder.

Nevertheless, the management aims to support share price stability through strong corporate governance, effective management, and the consistent delivery of solid financial performance and returns to shareholders.

Question 9: Mr. Wanchai Lertsrijatuporn asked the CEO to provide an overview of the current Middle East crisis on the Company's business operations for the current fiscal year, as well as its potential effect on the Company's projected earnings for the current fiscal year.

Answer 9: Mr. Cheng An, CEO, explained that the Company has minimal direct business exposure in the Middle East. As such, the direct impact on revenue is very limited, accounting for less than 1%. However, the Company may experience indirect impacts, particularly from constraints in energy supply, which could affect operating costs and margins. Initial signs of impact have already been observed, including increased air freight costs and rising expenses related to energy and raw materials. The Company is currently assessing the situation and preparing appropriate contingency plans. Overall, the management expects that, over at least the next three months, the impact on total cost is unlikely to exceed 1% of the overall cost structure. Nevertheless, this remains subject to further developments in situation.

Since no other business was proposed to the Meeting for consideration and no one submitted any question or expressed any opinion additionally, the Conductor invited the Chairman to declare the Meeting adjourned. In this regard, the Company had also recorded the Meeting in a video.

The Chairman thanked all shareholders for attending the Meeting and declared the meeting adjourned at 12.08 a.m.

Chairman of the Meeting

(Mr. Ng Kong Meng)

Chairman of the Board of Directors