



1 March 2019

**Subject** Notification of Receipt of the Amendment to the Conditional Voluntary Tender Offer of Delta Electronics (Thailand) Public Company Limited (Form 247-4) No. 1

**To** President of Stock Exchange of Thailand

**Enclosure** Amendment to the Conditional Voluntary Tender Offer for the Securities of Delta Electronics (Thailand) Public Company Limited (Form 247-4) No.1 (1 copy)

Delta Electronics (Thailand) PCL (the “Company”) would like to notify that, on 1 March 2019, the Company has received amendment to the Conditional Voluntary Tender Offer for the Securities (Form 247-4) No.1 from Delta Electronics International (Singapore) Pte. Ltd. having details as per the Enclosure

Please be informed accordingly.

Sincerely Yours,

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(Mr. Hsieh Shen-yen)  
Director

*-Translation-*

Ref. AGC 2019/013

1 March 2019

Subject Submission of additional information disclosure with regard to the Tender Offer to Purchase the Securities (Form 247-4) of Delta Electronics (Thailand) Public Company Limited

To Secretary General of the Office of the Securities and Exchange Commission  
President of Stock Exchange of Thailand  
Shareholders of Delta Electronics (Thailand) Public Company Limited

Enclosure Additional information disclosure with regard to the Tender Offer to Purchase the Securities (Form 247-4) of Delta Electronics (Thailand) Public Company Limited (1 copy)

Avantgarde Capital Company Limited, a preparer of the Tender Offer, prepared additional information disclosure with regard to the Tender Offer to Purchase the Securities (Form 247-4) of Delta Electronics (Thailand) Public Company Limited (the "Company") as of 22 February 2019 and would like to submit additional information disclosure with regard to the Tender Offer to Purchase the Securities (Form 247-4) to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand and shareholders of the Company for consideration with details as enclosed.

Your faithfully,

WORAWAS WASSANONT

(Mr. Worawas Wissanont)

Director

Avantgarde Capital Co., Ltd.

The Millennia Building, Room No. 1905, 19<sup>th</sup> Floor, 62 Lungsuan Road, Bangkok 10330

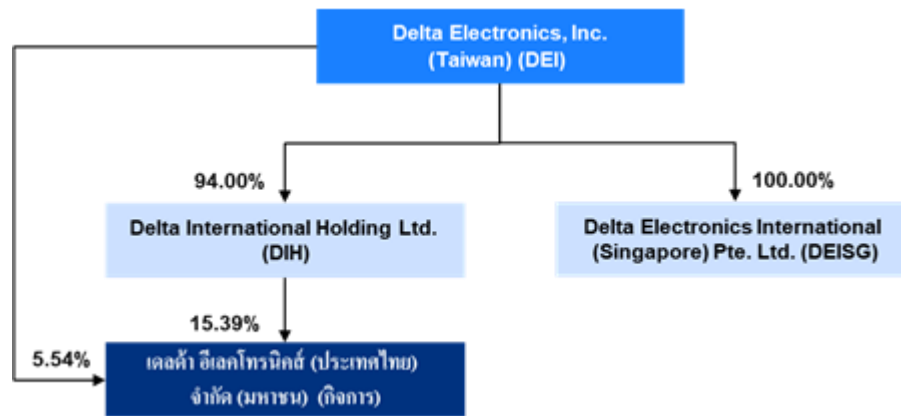
Tel no. +662 2651-8787 Fax. +662 2651-8788

**(Translation)****Additional disclosure with regard to the Tender Offer to Purchase Securities  
of Delta Electronics (Thailand) Public Company Limited  
Additional information in underlined letters and the deleted information in strikethrough****1. Revised Page 3 Section 1 Clause 2. Name of the Offeror****Original****2. Name of the Offeror**

Delta Electronics International (Singapore) Pte. Ltd. (“DEISG”)

The Offeror is a selling electronic products company and is directly held as to 100.00% by Delta Electronics, Inc., (“DEI”). DEI is a Taiwanese electronics manufacturing company, the shares of which are listed on Taiwan Stock Exchange Corporation (the “Taiwan Stock Exchange”) (Stock Code: 2308).

For details of the Offeror, please refer to Part 2.

**Revision****2.Name of the Offeror**

Delta Electronics International (Singapore) Pte. Ltd. (“DEISG”)

The Offeror is a selling electronic products company company incorporated in 2010 and is based in Singapore, with the principal activity of selling electronic control systems, industrial automation, digital display and consumer electronic products electronic products and is directly held as to 100.00% by Delta Electronics, Inc., (“DEI”). DEI is a Taiwanese electronics manufacturing company, the shares of which are listed on Taiwan Stock Exchange Corporation (the “Taiwan Stock Exchange”) (Stock Code: 2308).

Delta Electronics, Inc., (“DEI”) and its subsidiaries, which engages in the research and development, design, manufacture, and sale of electronic control systems, digital display, consumer electronic, energy saving lighting application, renewable energy application, EV charging, and energy technology service products.

Delta International Holding Limited (“DIH”), a subsidiary of DEI, was incorporated as a limited liability company in year 1993 and domiciled in Cayman Islands. The main activity of DIH is investment holdings. Currently, DIH has around 40 subsidiaries in China, Japan, USA, and Mexican, etc.

Note: DIH holds the Company shares in portion of 15.39% through CITI (Nominees) Limited-CBHK-PBGSG- Restricted Shares

For further details of the Offeror and DEI, please refer to Part 2.

## 2. Revised Page 3 Section 1 Clause 4. Objective of the Tender Offer

### Original

#### 4. Objective of the Tender Offer

The intention of the Offeror (DEISG), together with DEI and DEI's subsidiary which is Delta International Holding Ltd. ("DIH") (together referred to as the "**Group**"), is to acquire additional shares by proposing Conditional Voluntary Tender Offer ("**CVTO**" or "**VTO**") in the Company for the attractive investment opportunities to complement its existing businesses and to maximize shareholder benefits.

The key intentions of the Offeror in initiating this CVTO are as follows;

(1) Global manufacturing reach

The Offeror intends to strengthen its global manufacturing reach to deal with international trade uncertainties. The Company possesses excellent manufacturing competencies in Thailand, India and Slovakia, which will complement the group of main manufacturing facilities based in China and Taiwan.

(2) Customer supports in the related regions

South East Asia and India have fast economic growth. The Company's proximity to key customers in South East Asia and other regions is expected to be beneficial as well as in regards to better customer support.

(3) Positive impacts on revenues and profits

From 2010 to present, the Company's revenues have surpassed USD 1 billion and its earnings will also add up to the Offeror's profitability structure with the Company's earnings for the nine months ended 30 September 2018 of USD 128 million.

According to the reasons above, the Board of Directors' Meeting of the Offeror held on 31 July 2018 has resolved to approve making a voluntary tender offer for the entire securities of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended) at the offering price of THB 71.00 per share. The CVTO shall be commenced in which case the certain pre-conditions are absolutely completed. DEISG has the pre-conditions to obtain regulatory

approval (Merger Control Clearance) from the Relevant regulatory agencies which determined that a company that plans to acquire control over another company is required to obtain a merger control clearance before the transaction is implemented. In this CVTO, it is necessary to obtain regulatory approvals from the Federal Trade Commission and Antitrust Division of Department of Justice of United States (the "Related Regulatory Agency in the US"), Directorate-General for Competition of the European Commission of European Union (the "Related Regulatory Agency in the EU") and State Administration for Market Regulation Anti-monopoly Bureau of China (the "Related Regulatory Agency in China"). As of 13 February 2019, DEISG obtained the approval from the "Related Regulatory Agency in the US, the "Related Regulatory Agency in the EU and the "Related Regulatory Agency in China. In this regard, DEISG is obliged to submit a statement of intention to make a tender offer (Form 247-3) and an offer document (Form 247-4) pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended).

## Revision

### **4.Objective of the Tender Offer**

The intention of the Offeror (DEISG), ~~together with DEI and DEI's subsidiary which is Delta International Holding Ltd. ("DIH") (together referred to as the "Group"),~~ is to acquire additional shares by proposing Conditional Voluntary Tender Offer ("CVTO" or "VTO") in the Company ~~which, together with DEI and DEI's subsidiary which is Delta International Holding Ltd. ("DIH") (together referred to as the "Group"),~~ which the Offeror, together with DEI and DEI's subsidiary which is Delta International Holding Ltd. ("DIH") (together referred to as the "Group"), has an objective to take ~~for~~ the attractive investment opportunities to complement its existing businesses and to maximize shareholder benefits.

The key intentions of the Offeror in initiating this CVTO are as follows;

- (1) Global manufacturing reach

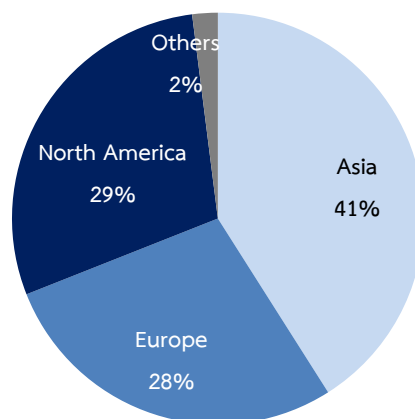
The Offeror intends to strengthen its global manufacturing reach to deal with international trade uncertainties. The Company possesses excellent manufacturing competencies in Thailand, India and Slovakia, which will complement the group of main manufacturing facilities based in China and Taiwan which can be shown in the following figure.



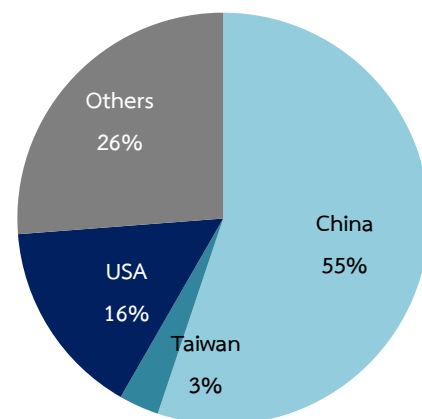
(2) Customer supports in the related regions

South East Asia and India have fast economic growth. The Company’s proximity to key customers in South East Asia and other regions is expected to be beneficial as well as in regards to better customer support which the Group as key customers in China, Taiwan and United State of America as shown in the following pie charts of revenue structure of the Company and DEI by geography.

GEOGRAPHICAL REVENUE OF THE COMPANY IN 2017



GEOGRAPHICAL REVENUE OF DEI IN 2017



(3) Positive impacts on revenues and profits

From 2010 to present, the Company's revenues have surpassed USD 1 billion and its earnings will also add up to the Offeror's profitability structure with the Company's earnings for the nine months ended 30 September 2018 of USD ~~128~~ 159 million.

According to the reasons above, the Board of Directors' Meeting of the Offeror held on 31 July 2018 has resolved to approve making a voluntary tender offer for the entire securities of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended) at the offering price of THB 71.00 per share. The CVTO shall be commenced in which case the certain pre-conditions are absolutely completed. DEISG has the pre-conditions to obtain regulatory approval (Merger Control Clearance) from the Relevant regulatory agencies which determined that a company that plans to acquire control over another company is required to obtain a merger control clearance before the transaction is implemented. In this CVTO, it is necessary to obtain regulatory approvals from the Federal Trade Commission and Antitrust Division of Department of Justice of United States (the "Related Regulatory Agency in the US"), Directorate-General for Competition of the European Commission of European Union (the "Related Regulatory Agency in the EU") and State Administration for Market Regulation Anti-monopoly Bureau of China (the "Related Regulatory Agency in China"). As of 13 February 2019, DEISG obtained the approval from the "Related Regulatory Agency in the US on 5 September 2018", the "Related Regulatory Agency in the EU on 24 October 2018" and the "Related Regulatory Agency in China on 13 February 2019". In this regard, DEISG is obliged to submit a statement of intention to make a tender offer (Form 247-3) on 18 February 2019 and an offer document (Form 247-4) on 22 February 2019 pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended).

Currently, the Company has 87.50% foreign shareholders as of 25 February 2019 which the Company's foreign limit is 100.00%. However, after the completion of the Tender Offer, the Offeror intends to maintain the listing status of the Company on the SET.



### 3. Revised Page 5 Part 1 item 6 Tender Offer Price

#### Original

#### 6. Tender Offer Price

The Offer Price is THB 71.00 (Seventy-one) per share (the “Offer Price”) and the Net Offer Price that the selling shareholder who accepts the Tender Offer (the “Offeree”) will receive is THB 71.00 (Seventy-one) per share.

Such Offer Price is:

- The final offer that shall not be changed (except as per the conditions specified in Clause 8).
- Not the final offer and may be changed by the offeror.

If the Offeree is a foreign juristic person who does not carry on business in Thailand and does not exempt under the terms of and applicable double taxation treaty under the Revenue Code, capital gain from the sale of Securities is subject to withholding tax at a rate of 15%. Such foreign juristic Offerees must declare cost basis of the tendered securities to the Tender Offer Agent by completing the Form For Declaration of Cost of Tendered Securities as attached hereto as Attachment 1.3 for Ordinary Share and/or Attachment 3.3 for NVDR with proper evidence(s) as specified in details in Part 4. If the Offeree fails to declare the cost and to submit proper evidence(s) thereof, the Tender Offer Agent will deduct the 15% withholding tax from the entire proceeds of the sale of Securities.

#### Revision

#### 6. Tender Offer Price

The Offer Price is THB 71.00 (Seventy-one) per share (the “Offer Price”) and the Net Offer Price that the selling shareholder who accepts the Tender Offer (the “Offeree”) will receive is THB 71.00 (Seventy-one) per share. In this regard, DEISG has no intention to adjust the offer price as specified in the Offer, in the matter of declaration of dividend of the year 2018 of the Company, and the offer price shall remain THB 71 per share as specified in the Offer<sup>1/</sup>.

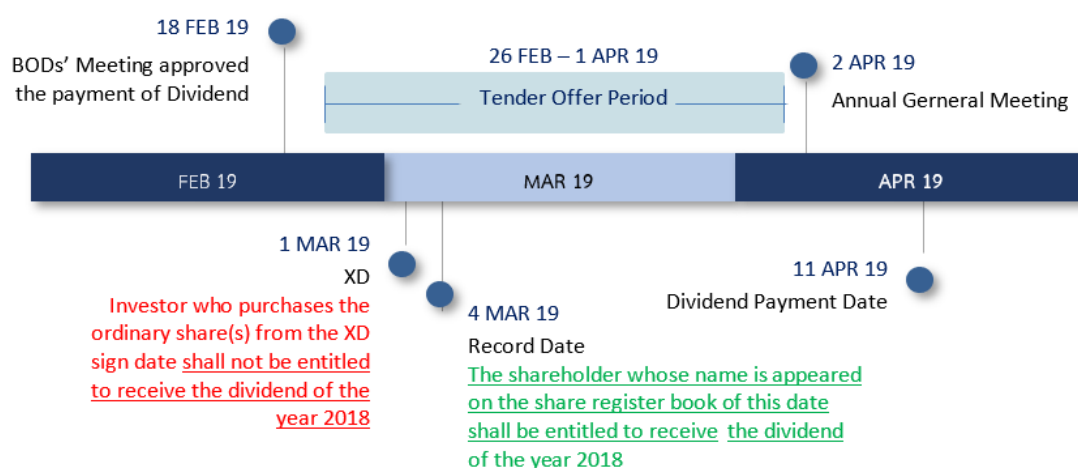
Such Offer Price is:

- The final offer that shall not be changed (except as per the conditions specified in Clause 8).
- Not the final offer and may be changed by the offeror.

If the Offeree is a foreign juristic person who does not carry on business in Thailand and does not exempt under the terms of and applicable double taxation treaty under the Revenue Code, capital gain from the sale of Securities is subject to withholding tax at a rate of 15%. Such foreign juristic Offerees must declare cost basis of the tendered securities to the Tender Offer Agent by completing the Form For Declaration of Cost of Tendered Securities as attached hereto as Attachment 1.3 for Ordinary Share and/or Attachment 3.3 for NVDR with proper evidence(s) as specified in details in Part 4. If the Offeree fails to declare the cost and to submit proper evidence(s) thereof, the Tender Offer Agent will deduct the 15% withholding tax from the entire proceeds of the sale of Securities.

Remark : 1/ Resolution of the Board of Directors' Meeting of the Company No.1/2019 dated 18 February 2019 proposed for approval of the payment of dividend of the year 2018 to shareholders at the 2019 Annual General Meeting of Shareholders which will be held on April 2,2019. The shareholders who are entitled to receive the dividend of the year 2018 shall be the shareholder of the Company whose name is appeared on the list of shareholders on the date designating the list of shareholders who are entitled to receive the dividend (Record Date) or the date of 4 March 2019. Any investor who purchases the ordinary share(s) of the Company from the date which the Stock Exchange of Thailand specifies XD sign (Excluding Dividend) on the securities of the Company or the date of 1 March 2019, such investor shall not be entitled to receive the dividend of the year 2019.

Figure of additional explanation for the payment of dividend of the year 2018



**4. Revised Page 10 Section 2 Clause 1.2. Business Information and Other Details 1) The Offeror ("DEISG")****Original****1) The Offeror****(1) Business Description**

The Offeror, Delta Electronics International (Singapore) Pte. Ltd., is a limited company incorporated in Singapore, with the principal activity of selling electronic control systems, industrial automation, digital display and consumer electronic products electronic products.

**Revision****1) The Offeror****(1) Business Description**

The Offeror, Delta Electronics International (Singapore) Pte. Ltd., is a limited company incorporated in Singapore, with the principal activity of the purchase of raw materials for sale to affiliated companies and trading of component parts used in the electrical and electronics industry, selling electronic control systems, industrial automation, digital display and consumer electronic products electronic products. DEISG is also engaged in in-house Research and Development activities in collaboration with other research institution and institute of higher education in Singapore. Currently, DEISG has 2 subsidiaries including Loy Tec electronics GmbH and Loytec Americas, Inc.

**5. Revised Page 12 Part 2 item 1.2. Business Information and Other Details 2) Delta Electronics, Inc. ("DEI")****Original****2) Delta Electronics, Inc. ("DEI")****(1) Business Description**

DEI is the parent company of Delta Group, which engages in the research and development, design, manufacture, and sale of electronic control systems, digital display, consumer electronic, energy saving lighting application, renewable energy application, EV charging, and energy technology service products. DEI's business categories include power electronics, automation and

infrastructure in Mainland China, the United States, Taiwan, and internationally.

## **Revision**

### 2) Delta Electronics, Inc. ("DEI")

#### (1) Business Description

DEI and their subsidiaries ~~is the parent company of Delta Group, which~~ engages in the research and development, design, manufacture, and sale of electronic control systems, digital display, consumer electronic, energy saving lighting application, renewable energy application, EV charging, and energy technology service products. DEI's business categories include power electronics, automation and infrastructure in Mainland China, the United States, Taiwan, and internationally which details are as follows;

#### (1) Power Electronics

- Electronic Components
- Embedded Power
- Fan & Thermal Management
- Electrics Vehicle Solutions
- Automotive Electronics
- Merchant & Mobile Power

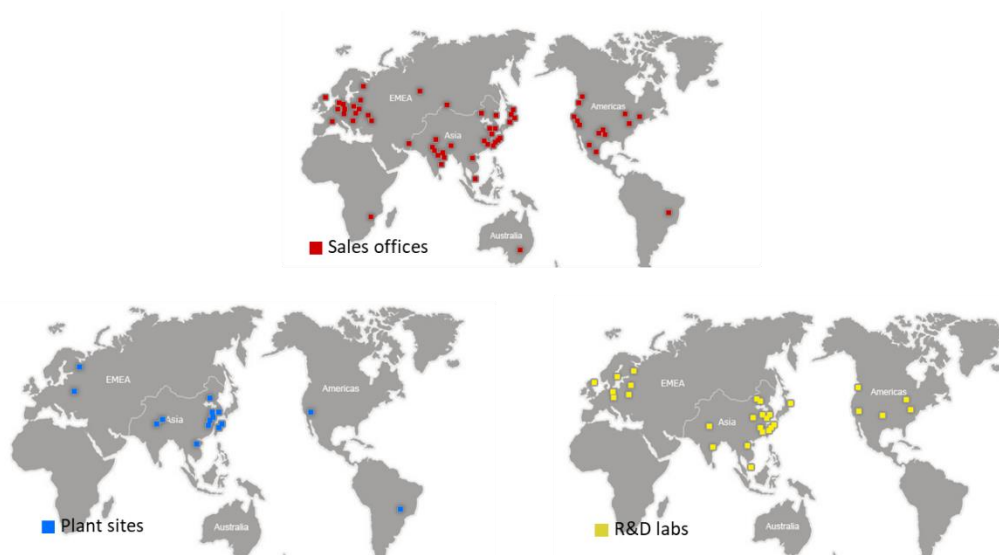
#### (2) Automation

- Industrial Automation
- Building Automation

#### (3) Infrastructure

- ICT Infrastructure
- Energy Infrastructure Solutions

DEI has sale offices R&D labs and plant sites located around many regions such as Europe Asia and America.



## 6. Revised Page 12 Part 2 item 1.2. Business Information and Other Details (3) List of Shareholders

### Original

#### (3) List of Shareholders

List of top 10 Shareholders of DEI as of 8 July 2018:

Name	Shares held	(%) Held	(%) Voting rights
DEICO International Ltd.	267,556,280	10.30	10.30
DELTRON Holding Ltd.	218,211,168	8.40	8.40
Government of Singapore	92,364,772	3.56	3.56
Chung-Hua Cheng (Also known as Bruce C.H. Cheng)	81,878,039	3.15	3.15
First State Investments ICVC-- Stewart Investors Asia Pacific Leaders Fund	75,911,622	2.92	2.92
Cathay Life Insurance Co., Ltd.	70,039,340	2.70	2.70
New Labor Retirement Pension Fund	62,862,301	2.42	2.42
Ping Cheng	55,090,093	2.12	2.12
Labor Insurance Fund	51,052,858	1.97	1.97

Name	Shares held	(%) Held	(%) Voting rights
Victor Cheng	50,194,764	1.93	1.93

## **Revision**

### **(3) List of Shareholders**

List of top 10 Shareholders of DEI as of 8 July 2018:

Name	Shares held	(%) Held	(%) Voting rights
DEICO International Ltd.	267,556,280	10.30	10.30
DELTRON Holding Ltd.	218,211,168	8.40	8.40
Government of Singapore	92,364,772	3.56	3.56
Chung-Hua Cheng (Also known as Bruce C.H. Cheng)	81,878,039	3.15	3.15
First State Investments ICVC-- Stewart Investors Asia Pacific Leaders Fund	75,911,622	2.92	2.92
Cathay Life Insurance Co., Ltd.	70,039,340	2.70	2.70
New Labor Retirement Pension Fund	62,862,301	2.42	2.42
Ping Cheng	55,090,093	2.12	2.12
Labor Insurance Fund	51,052,858	1.97	1.97
Victor Cheng	50,194,764	1.93	1.93

However, Deltron is not related with DEI including not the person specified under section 258 of the Securities and Exchange Act B.E. 2535 (as amended) unless 8.40% shareholding in DEI.

## 7. Revised Page 14 Part 2 item (6) Material encumbrance according to the notes to the latest financial statements audited by the auditor

### Original

#### (6) Material encumbrance according to the notes to the latest financial statements audited by the auditor

-None-

### Revision

#### (6) Material encumbrance according to the notes to the latest financial statements audited by the auditor

~~-None-~~ According to the consolidated financial statement of DEI as of September 30, 2018, DEI has no commitment and liabilities related to litigation. However, there are Capital Commitments and Operating Lease Commitments as follows;

##### 1. Capital Commitments

Capital expenditures contracted for at the balance sheet date but not yet incurred are as follows:

Unit : Thousand of New Dollars Taiwan

<u>item</u>	<u>2016</u>	<u>2017</u>	<u>9 month 2018</u>
<u>Property, Plant and equipment</u>	<u>148,991.00</u>	<u>352,348.00</u>	<u>873,197.00</u>
<u>Cost of computer software</u>	<u>175,350.00</u>	=	=
<b><u>Total</u></b>	<b><u>324,341.00</u></b>	<b><u>352,348.00</u></b>	<b><u>873,197.00</u></b>

##### 2. Operating Lease Commitments

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

Unit : Thousand of New Dollars Taiwan

<u>Item</u>	<u>2016</u>	<u>2017</u>	<u>9 month 2018</u>
<u>Not later than one year</u>	<u>318,111.00</u>	<u>342,577.00</u>	<u>150,587.00</u>
<u>Later than one year but not later than five years</u>	<u>594,015.00</u>	<u>600,593.00</u>	<u>225,287.00</u>
<u>Later than five years</u>	<u>171,317.00</u>	<u>115,309.00</u>	<u>238,362.00</u>
<b><u>Total</u></b>	<b><u>1,083,443.00</u></b>	<b><u>1,058,479.00</u></b>	<b><u>614,236.00</u></b>

**8. Revised Page 15 Part 2 item 4 Details of the Other Advisors****Original****4. Details of Other Advisors**

Name: Hunton Andrews Kurth (Thailand) Limited

Address: Q.House Lumpini Building, 34<sup>th</sup> Floor, 1 South Sathorn Road,  
Thungmahamek, Sathorn, Bangkok 10120

Telephone No.: 02-645-8800

Facsimile No.: 02-645-8880

**Revision****4. Details of Legal ~~Other~~ Advisors**

Name: Hunton Andrews Kurth (Thailand) Limited

Address: Q.House Lumpini Building, 34<sup>th</sup> Floor, 1 South Sathorn Road,  
Thungmahamek, Sathorn, Bangkok 10120



Telephone No.: 02-645-8800

Facsimile No.: 02-645-8880

## 9. Revised Page 19 Part 2 item 5.4. Other forms of relationships that may exist between the Offeror and the Company, its major shareholders or management 5.4.2 Connected Transactions

### Original

#### 5.4.2 Connected Transactions

The Company or DET had connected transactions with the Offeror and persons under Section 258 during 2016, 2017 and the first nine months of 2018 (based on the Company's consolidated financial statements). For details of the connected transactions, please refer to Part 3 Clause 3.

### Revision

#### 5.4.2 Connected Transactions

The Company or DET had connected transactions with the Offeror and persons under Section 258 during 2016, 2017 and the first nine months of 2018 (based on the Company's consolidated financial statements) can be summarized as follows; ~~For details of the connected transactions, please refer to Part 3 Clause 3.~~

<u>Transactions with related companies</u>	<u>Consolidated financial statements</u> <u>(Unit: THB Million)</u>			<u>Pricing policy</u>
	<u>2016</u>	<u>2017</u>	<u>2018</u>	
<u>Sales of goods and raw materials</u>	<u>1,636</u>	<u>4,710</u>	<u>7,131</u>	<u>With reference to market price</u>
<u>Purchase of goods and raw materials</u>	<u>4,378</u>	<u>4,273</u>	<u>4,283</u>	<u>With reference to market price</u>
<u>Commission paid</u>	<u>494</u>	<u>516</u>	<u>447</u>	<u>Contract price</u>
<u>Royalty paid</u>	<u>-</u>	<u>-</u>	<u>1,257</u>	<u>Contract prices</u>
<u>Design and engineering fee paid</u>	<u>616</u>	<u>861</u>	<u>53</u>	<u>Contract price</u>

<u>Transactions with related companies</u>	<u>Consolidated financial statements</u> <u>(Unit: THB Million)</u>			<u>Pricing policy</u>
	<u>2016</u>	<u>2017</u>	<u>2018</u>	
<u>Commission received</u>	<u>127</u>	<u>215</u>	<u>67</u>	<u>Contract price</u>
<u>Services income</u>	<u>448</u>	<u>289</u>	<u>198</u>	<u>Contract price</u>
<u>Services paid</u>	<u>168</u>	<u>174</u>	<u>98</u>	<u>Contract price</u>
<u>Sale of investments in subsidiary companies</u>	<u>-</u>	<u>874</u>	<u>-</u>	<u>Contract price</u>
<u>Purchase of investments in subsidiary company</u>	<u>-</u>	<u>758</u>	<u>-</u>	<u>Contract price</u>
<u>Other income</u>	<u>-</u>	<u>38</u>	<u>48</u>	<u>Contract price</u>

Source: DET's financial statements which adopt Thai Financial Reporting Standards ("TFRS")

At present, the Company has specified policies and procedures regarding related party transactions to comply with the rules and regulations of the SEC and the SET to prevent any conflict of interests between the Company, its subsidiaries, associated companies and/or potential conflict persons. Presently, the Company and its subsidiaries have transactions with the Offeror and its persons pursuant to Section 258 of the Securities and Exchange Act B.E. 2535, which deemed to be connected transactions since being listed on the SET. Such transactions have taken place and will be expected to take place consistently with normal business course of the Company and those transactions have been disclosed in the notes to the financial statements, annual report and Form 56-1 of the Company.

After the completion of this CVTO, the Company and its subsidiaries still expect to have the connected transactions and may explore opportunities for collaboration resulting in additional transactions with these related parties as the Offeror considers that supports from the Group's network will help strengthen the Company's business and improve its competitiveness in the world market. This will utmost benefit the Company. Any current and future related party transactions will be carefully considered and ensured that the terms and conditions of such transactions will be similar to those of arm's length transactions and in compliance with the SEC Act, the rules and regulations of the Capital

Market Supervisory Board and the SET concerning the connected transactions as well as any other applicable rules and regulations.

The major transactions and reasons for having such related party transactions can be summarized as follows :

#### 1. Sales of Goods/Raw Materials

In order to manage trade constraints in certain countries for either the company or its customers e.g. local content requirements, The Company has established its trade network in local area for better service to customers as well as to enhance its business opportunities in those countries. The transactions are made based on certain trade agreement or with reference to market price. Sales of raw material are normally due to the urgent need of some raw materials from the Offeror's Group and the selling prices are based on the market price or cost of the materials sold.

#### 2. Purchase of Goods/Raw Materials

Currently the Company has also expanded its trade network through its subsidiaries which are located in major regions. To offer a full range of products, those subsidiaries may have to purchase some products from related companies to serve their clients. However, the transactions are made based on certain trade agreement which may also include their operating costs, or with reference to market price. The Company together with the Offeror's Group has set up material network in order to create bargaining power for better price and availability for the group members. Purchase price of raw material is generally charged based on cost plus other actual out of pocket expenses such as insurance, freight and others. Handling fee is charged based on value of purchase/sale transaction and considered general business condition.

#### 3. Commissions

Since various services are generally required to serve the global clients, the company needs to offer such services to customers in the area where they are located in. This makes the Company together with the Offeror's Group to establish business network which enables the company to have customer relations offices worldwide to provide effective marketing and after sales services to its clients at the competitive costs. Commissions are normally charged based on transaction size (e.g. sales or purchase amount) and considered general business condition.

#### 4. Service Fee

Currently the operations of the company's subsidiaries, have covered in several regions, especially Europe. The Offeror's Group, therefore, occasionally request for supports from

their subsidiaries to provide some services such as reworking, tooling service and others. Service fees are generally based on the estimated man hour used for each service.

## 10. Revised Page 21 Part 3 item 1.2. Business Information and Other Details

### Original

#### 1.2. Business Information and Other Details

##### Business Model

Delta is a manufacturer and exporter of power supplies and electronics equipment and parts. The Company was inaugurated in 1988 with THB 40,000,000 initial capital and listed on the SET in 1995. Currently, the Company has THB 1,259,000,000 in registered capital with THB 1,247,381,614 in paid-up capital at par value of THB 1 per share.

At present, the Company has 2 main plants in Thailand located in Bangpoo Industrial Estate, Samutprakarn and Wellgrow Industrial Estate, Chachoengsao and the oversea plants are in India (Rudrapur and New Delhi), Slovakia (Dubnica nad Váhom and Liptovsky Hradok) and Myanmar (Yangon).

##### Business Structures

The Company currently operates under 5 main business groups as follows;

##### (1) Switching Power Supply

- Power Supplies for electronic vehicle industrial e.g. On Board Charger, DC – DC converter
- Custom Design Power Supplies, which offers high-end custom-designed power supplies for data center and telecommunications.
- Adapters for power tool
- DC-DC converter for data center, networking, IT, Industrial, etc.
- Power Supplies for computer storage and networking
- Power Supplies for industrial and banking
- Power Supplies for medical Industrial
- Rectifier for Telecommunication

##### (2) DC Fan Product for Automotive, Telecommunication and Industrial

- (3) EMI filter for IT and Industrial
- (4) Solenoid product for home appliance
- (5) Solution for Telecommunication, Alternative Energy and Display Product

## **Revision**

### **1.2. Business Information and Other Details**

#### **Business Model**

Delta is a manufacturer and exporter of power supplies and electronics equipment and parts. The Company was inaugurated in 1988 with THB 40,000,000 initial capital and listed on the SET in 1995. Currently, the Company has THB 1,259,000,000 in registered capital with THB 1,247,381,614 in paid-up capital at par value of THB 1 per share.

At present, the Company has 2 main plants in Thailand located in Bangpoo Industrial Estate, Samutprakarn and Wellgrow Industrial Estate, Chachoengsao and the oversea plants are in India (Rudrapur and New Delhi), Slovakia (Dubnica nad Váhom and Liptovsky Hradok) and Myanmar (Yangon).

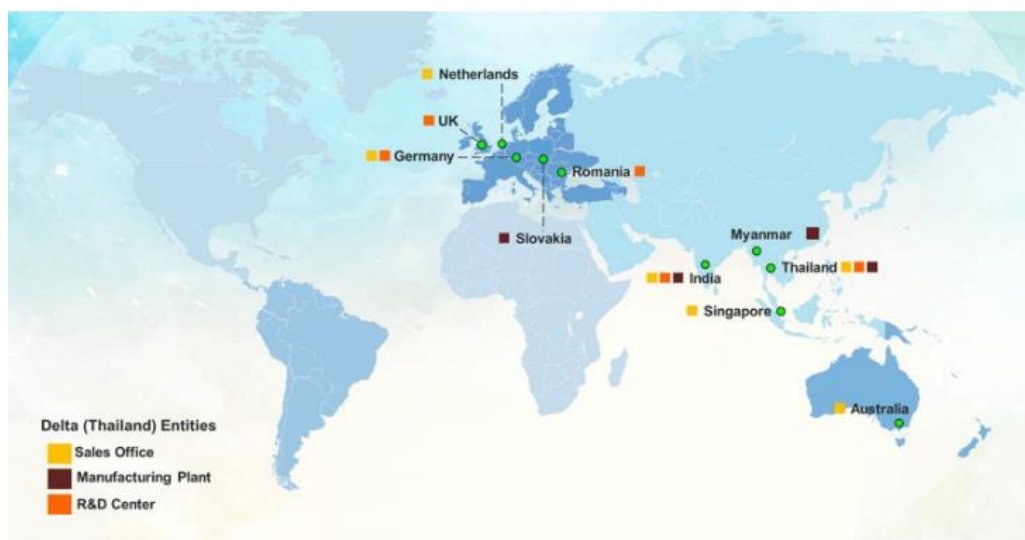
#### **Business Structures**

The Company currently operates under 5 main business groups as follows;

- (1) Switching Power Supply
  - Power Supplies for electronic vehicle industrial e.g. On Board Charger, DC – DC converter
  - Custom Design Power Supplies, which offers high-end custom-designed power supplies for data center and telecommunications.
  - Adapters for power tool
  - DC-DC converter for data center, networking, IT, Industrial, etc.
  - Power Supplies for computer storage and networking
  - Power Supplies for industrial and banking
  - Power Supplies for medical Industrial
  - Rectifier for Telecommunication
- (2) DC Fan Product for Automotive, Telecommunication and Industrial
- (3) EMI filter for IT and Industrial

- (4) Solenoid product for home appliance
- (5) Solution for Telecommunication, Alternative Energy and Display Product

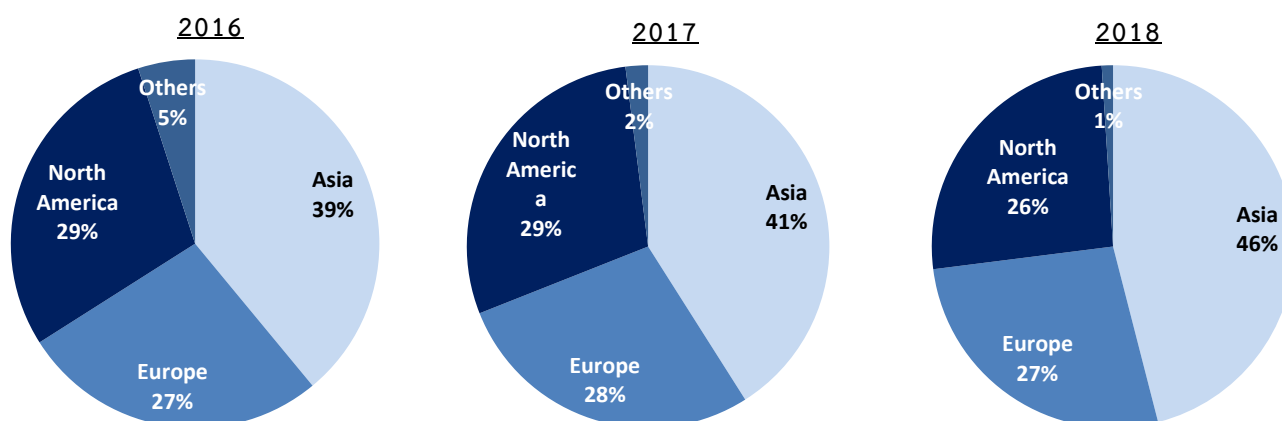
At the present, the Company has sale offices R&D labs and plant sites located around many regions such as Europe consisting of Germany, England, Netherland, Romania and Slovakia, Asia consisting of India, Singapore, Myanmar, Thailand and Australia.



Structure of sales revenues by business group

Unit: Million

Product Group	2016		2017		2018	
	revenue	%	revenue	%	revenue	%
Power Electronics Group	28,422	60.70%	31,051	63.10%	34,404	64.80%
Infrastructure Group	16,147	34.40%	16,153	32.80%	16,471	31.00%
Automation Group	1,985	4.20%	1,809	3.70%	1,818	3.50%
Others	344	0.70%	211	0.40%	374	0.70%
<b>Total Sales Revenues</b>	<b>46,887</b>	<b>100.00%</b>	<b>49,224</b>	<b>100.00%</b>	<b>53,067</b>	<b>100.00%</b>

Structure of sales revenues by geographic location**11. Revised Page 22 Part 3 item 1.3. Financial Position and Financial Performance**Original**1.3. Financial Position and Financial Performance**

(Unit: THB Million unless stated otherwise)	Audited Financial Statements for the Year Ended 31 December						Reviewed Financial Statements for the Nine Month Ended 30 September	
	2015		2016		2017		2018	
	Separate	Conso.	Separate	Conso.	Separate	Conso.	Separate	Conso.
Total Assets	38,122	43,763	40,777	46,319	40,766	46,018	43,280	48,514
Total Liabilities	7,736	13,205	8,866	14,428	9,138	13,544	10,814	15,337
Total Equity	30,387	30,558	31,911	31,891	31,628	32,474	32,466	33,177
Registered Capital	1,259	1,259	1,259	1,259	1,259	1,259	1,259	1,259

(Unit: THB Million unless stated otherwise)	Audited Financial Statements for the Year Ended 31 December						Reviewed Financial Statements for the Nine Month Ended 30 September	
	2015		2016		2017		2018	
	Separate	Conso.	Separate	Conso.	Separate	Conso.	Separate	Conso.
Paid-up Capital	1,247	1,247	1,247	1,247	1,247	1,247	1,247	1,247
Total Revenue	32,927	47,993	34,447	47,652	36,633	50,330	29,965	40,009
Total Expenses	26,605	40,965	29,063	41,920	31,869	43,906	26,360	35,872
Net Profit	6,303	6,714	5,371	5,516	3,464	4,929	3,582	4,122
Earnings per share – Basic (THB)	5.05	5.38	4.31	4.42	2.78	3.95	2.87	3.31
Dividend per share (THB)	3.10	3.10	3.00	3.00	2.20	2.20	n.a.	n.a.
Book Value per share (THB)	24.36	24.50	25.58	25.57	25.36	26.03	26.03	26.59

Source: The Company's audited and/or reviewed financial statements by EY Office Company Limited which is the Company's auditor



**Revision****1.3. Financial Position and Financial Performance**

(Unit: THB Million unless stated otherwise)	Audited Financial Statements for the Year Ended 31 December						Audited Reviewed Financial Statements for the Year Ended 31 December the Nine Month Ended 30 September	
	2015		2016		2017		2018	
	Separate	Conso.	Separate	Conso.	Separate	Conso.	Separate	Conso.
Total Assets	38,122	43,763	40,777	46,319	40,766	46,018	<u>43,607</u> <u>43,280</u>	<u>48,201</u> <u>48,514</u>
Total Liabilities	7,736	13,205	8,866	14,428	9,138	13,544	<u>10,184</u> <u>10,814</u>	<u>14,260</u> <u>15,337</u>
Total Equity	30,387	30,558	31,911	31,891	31,628	32,474	<u>33,423</u> <u>32,466</u>	<u>33,941</u> <u>33,177</u>
Registered Capital	1,259	1,259	1,259	1,259	1,259	1,259	1,259	1,259
Paid-up Capital	1,247	1,247	1,247	1,247	1,247	1,247	1,247	1,247
Total Revenue	32,927	47,993	34,447	47,652	<u>36,721</u> <u>36,633</u>	<u>50,285</u> <u>50,330</u>	<u>40,767</u> <u>29,965</u>	<u>53,885</u> <u>40,009</u>
Total Expenses	26,605	40,965	29,063	41,920	<u>31,956</u> <u>31,869</u>	<u>43,860</u> <u>43,906</u>	<u>36,204</u> <u>26,360</u>	<u>48,593</u> <u>35,872</u>
Net Profit	6,303	6,714	5,371	5,516	3,464	4,929	<u>4,539</u> <u>3,582</u>	<u>5,126</u> <u>4,122</u>
Earnings per share – Basic (THB)	5.05	5.38	4.31	4.42	2.78	3.95	<u>3.64</u> <u>2.87</u>	4.12 3.31
Dividend per share (THB)	3.10	3.10	3.00	3.00	2.20	2.20	<u>2.30</u> <sub>n.a.</sub>	<u>2.30</u> <sub>n.a.</sub>
Book Value per share (THB)	24.36	24.50	25.58	25.57	25.36	26.03	<u>26.79</u> <u>26.03</u>	<u>27.21</u> <u>26.59</u>

Source: The Company's audited and/or reviewed financial statements by EY Office Company Limited which is the Company's auditor

## 12. Revised Page 24 Section 3 Clause 1.4.2. Expected Ten Largest Shareholder Following the Completion of the Tender Offer

### Original

#### 1.4.2. Expected Ten Largest Shareholder Following the Completion of the Tender Offer

Rank	Name	Number of Shares	(%) Held	(%) Voting rights
1	Persons under Section 258 of Delta Electronics International (Singapore) Pte. Ltd <ul style="list-style-type: none"> <li>• Delta Electronics Inc.</li> <li>• Delta International Holding Ltd</li> </ul>	261,112,590	20.93	20.93
2	Delta Electronics International (Singapore) Pte. (if able to receive all remaining shares via this CVTO)	986,269,024	79.07	79.07
	<b>Total</b>	1,247,381,614	100.00	100.00

Note: Assuming all shareholders of the Company accept the VTO and others not accept VTO including Delta Electronics, Inc. and the Group, through its subsidiary Delta International Holding Ltd. whom signed the Notification of intention of decline to sell any of the shares to the Offeror in the CVTO. Please see Attachment 7 for more detail.

**Revision****1.4.2. Expected Ten Largest Shareholder Following the Completion of the Tender Offer**

Rank	Name	Number of Shares	(%) Held	(%) Voting rights
1	Persons under Section 258 of Delta Electronics International (Singapore) Pte. Ltd	261,112,590	20.93	20.93
	• Delta Electronics Inc.	<u>69,128,140</u>	<u>5.54</u>	<u>5.54</u>
	• Delta International Holding Ltd.	<u>191,984,450</u>	<u>15.39</u>	<u>15.39</u>
2	Delta Electronics International (Singapore) Pte. (if able to receive all remaining shares via this CVTO)	986,269,024	79.07	79.07
<b>Total</b>		<b>1,247,381,614</b>	<b>100.00</b>	<b>100.00</b>

Note: Assuming all shareholders of the Company accept the VTO and others not accept VTO including Delta Electronics, Inc. and the Group, through its subsidiary Delta International Holding Ltd. whom signed the Notification of intention of decline to sell any of the shares to the Offeror in the CVTO. Please see Attachment 7 for more detail. DIH holds the Company shares in portion of 15.39% through CITI (Nominees) Limited-CBHK-PBGSG- Restricted Shares

**13. Revised Page 26 Part 3 Clause 1.5.2 Board of Directors after the Completion of the Tender Offer****Original****1.5. Board of Directors****1.5.1 Board of Directors before the submission of the Tender Offer are as follow:**

Name	Position
Mr. Ng Kong Meng	Chairman of the Board
Mr. Ming-Cheng Wang	Vice Chairman
Mr. Hsieh Shen-yen	Director and President
Mr. Hsieh Heng-hsien	Director
Mr. Anusorn Muttaraid	Director

Name	Position
Mr. Chu Chih-yuan	Independent Director
Mr. Boonsak Chiempricha	Independent Director
Dr. Witoon Simachokedee	Independent Director
Mrs. Tippawan Chayutimand	Independent Director

## **Revision**

### **1.5. Board of Directors**

#### **1.5.1 Board of Directors before the submission of the Tender Offer are as follow:**

Name	Position
Mr. Ng Kong Meng	Chairman of the Board
Mr. Ming-Cheng Wang	Vice Chairman
Mr. Hsieh Shen-yen	Director and President
Mr. Hsieh Heng-hsien	Director
Mr. Anusorn Muttaraid	Director
Mr. Chu Chih-yuan	Independent Director
Mr. Boonsak Chiempricha	Independent Director
Dr. Witoon Simachokedee	Independent Director
Mrs. Tippawan Chayutimand	Independent Director

At the present, the Offeror, DEI and DIH is not a person who by behavior has influence over policy making, management or operation of the Company in a significant manner including sending any directors or representatives in board of directors of the Company.

## 14. Revised Page 26 Part 3 Clause 1.5.2 Board of Directors after the Completion of the Tender Offer

### Original

#### 1.5.2. Board of Directors after the Completion of the Tender Offer

Following the completion of the Tender Offer, the Offeror may proceed with changing the number of directors of the Board of Directors as appropriate or the Offeror may nominate its representatives to hold director positions in the Board of Directors in accordance with its pro-rata shareholding, by taking into consideration of various factors for the benefits of the Company. Moreover, any changes in the number of directors of the Board of Directors or the appointment of director in place of the existing director, shall be done in consideration with the appropriateness and in compliance with relevant regulations including the Company's policy, the Company's article of association, the Company's Board of Directors meeting and/or the Company's shareholders meeting, and shall inform shareholder through the SET Electronic Listed Company Information Disclosure (ELCID).

### Revision

#### 1.5.2. Board of Directors after the Completion of the Tender Offer

Following the completion of the Tender Offer, the Offeror ~~may~~ may expected to proceed with changing the number of directors of the Board of Directors as appropriate or the Offeror may nominate its representatives to hold director positions in the Board of Directors in accordance with its pro-rata shareholding, by taking into consideration of various factors for the benefits of the Company. Moreover, any changes in the number of directors of the Board of Directors or the appointment of director in place of the existing director, shall be done in consideration with the appropriateness and in compliance with relevant regulations including the Company's policy, the Company's article of association, the Company's Board of Directors meeting and/or the Company's shareholders meeting, and shall inform shareholder through the SET Electronic Listed Company Information Disclosure (ELCID).

## 15. Revised Page 26 Section 3 Clause 2.2.1. Objective of Business

### Original

#### 2.2.1. Objective of Business

After the completion of the CVTO, the Offeror together with its persons in section 258 do not have any plan to make material changes in the business objectives within 12 months after the final day of the CVTO and has an intention for the Company to carry on its operations under the existing business structure in order to continue to serve its customers with the existing products and the same level of services.

The key intentions of the Offeror in initiating this CVTO are as follows;

(1) Global manufacturing reach

The Offeror intends to strengthen its global manufacturing reach to deal with international trade uncertainties. The Company possesses excellent manufacturing competencies in Thailand, India and Slovakia, which will complement the group of main manufacturing facilities based in China and Taiwan.

(2) Customer supports in the related regions

South East Asia and India have fast economic growth. The Company's proximity to key customers in South East Asia and other regions is expected to be beneficial as well as in regards to better customer support.

(3) Positive impacts on revenues and profits

From 2010 to present, the Company's revenues have surpassed USD 1 billion and its earnings will also add up to the Offeror's profitability structure with the Company's earnings for the nine months ended 30 September 2018 of USD 128 million.

Nonetheless, if necessary, the Offeror may collaboratively discuss with the Company to consider making an adjustment in the Company's business plan. In case there are significant changes in financial status, business status or any other necessary changes in the Company, The offeror may reconsider and revise the business policies to ensure that they are appropriate for its operations and financial conditions of the Company in order to avoid any material effects on the operations of the Company or to increase efficiency and competitiveness in the future for the best interest of the Company.

In case the Offeror implements any significant changes to the Company which differ from those specified in The Tender Offer, The Offeror will seek approval from the meeting of Board of Directors and/or the meeting of shareholders of the Target

Company as well as other necessary approvals to comply with relevant laws, policies and regulations which are effective at that time.

## **Revision**

### **2.2.1. Objective of Business**

After the completion of the CVTO, the Offeror together with its persons in section 258 do not have any plan to make material changes in the business objectives within 12 months after the final day of the CVTO and has an intention for the Company to carry on its operations under the existing business structure in order to continue to serve its customers with the existing products and the same level of services.

The key intentions of the Offeror in initiating this CVTO are as follows;

(1) Global manufacturing reach

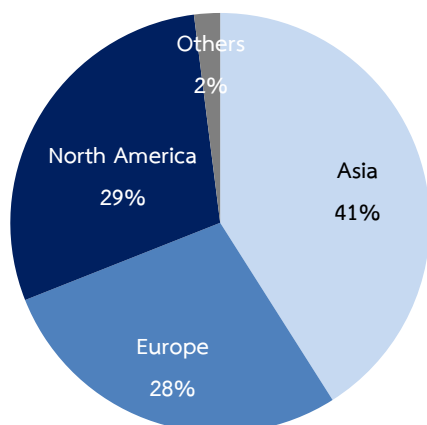
The Offeror intends to strengthen its global manufacturing reach to deal with international trade uncertainties. The Company possesses excellent manufacturing competencies in Thailand, India and Slovakia, which will complement the group of main manufacturing facilities based in China and Taiwan which can be shown in the following figure.



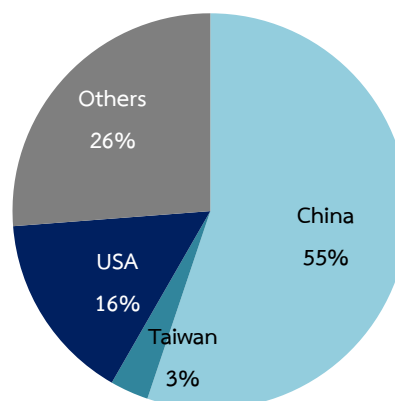
(2) Customer supports in the related regions

South East Asia and India have fast economic growth. The Company's proximity to key customers in South East Asia and other regions is expected to be beneficial as well as in regards to better customer support which the Group has key customers in China, Taiwan and United State of America as shown in the following pie charts of revenue structure of the Company and DEI by geography.

GEOGRAPHICAL REVENUE OF THE  
COMPANY IN 2017



GEOGRAPHICAL REVENUE OF DEI  
IN 2017



(3) Positive impacts on revenues and profits

From 2010 to present, the Company's revenues have surpassed USD 1 billion and its earnings will also add up to the Offeror's profitability structure with the Company's earnings for the nine months ended 30 September 2018 of USD 128 159 million.

~~Nonetheless, if necessary, the Offeror may collaboratively discuss with the Company to consider making an adjustment in the Company's business plan. In case there are significant changes in financial status, business status or any other necessary changes in the Company, The offeror may reconsider and revise the business policies to ensure that they are appropriate for its operations and financial conditions of the Company in order to avoid any material effects on the operations of the Company or to increase efficiency and competitiveness in the future for the best interest of the Company.~~

~~In case the Offeror implements any significant changes to the Company which differ from those specified in The Tender Offer, The Offeror will seek approval from the meeting of Board of Directors and/or the meeting of shareholders of the Target Company as well as other necessary approvals to comply with relevant laws, policies and regulations which are effective at that time.~~



## 16. Revised Page 27 Section 3 Clause 2.2.2. Investment or Expand Capacity

### Original

#### **2.2.2. Investment or Expand Capacity**

The Offeror has no plan to invest or expand capacity significantly that is inconsistent with the ordinary investment plan of the Company for the current business line during the 12 months period after the end of the Tender Offer Period.

However, if necessary, The Offeror may collaboratively discuss with the Company to review the expansion plan or capacity as deemed appropriate and necessary to enhance the operation, management, business development and growth of the Company which is the best benefit of the Company. In case the Offeror implements any significant changes to the Company which differ from those specified in The Tender Offer, The Offeror will seek approval from the meeting of Board of Directors and/or the meeting of shareholders of the Target Company as well as other necessary approvals to comply with relevant laws, policies and regulations which are effective at that time.

### Revision

#### **2.2.2. Investment or Expand Capacity**

The Offeror has no plan to invest or expand capacity significantly that is inconsistent with the ordinary investment plan of the Company for the current business line during the 12 months period after the end of the Tender Offer Period.

~~However, if necessary, The Offeror may collaboratively discuss with the Company to review the expansion plan or capacity as deemed appropriate and necessary to enhance the operation, management, business development and growth of the Company which is the best benefit of the Company. In case the Offeror implements any significant changes to the Company which differ from those specified in The Tender Offer, The Offeror will seek approval from the meeting of Board of Directors and/or the meeting of shareholders of the Target Company as well as other necessary approvals to comply with relevant laws, policies and regulations which are effective at that time.~~

## 17. Revised Page 28 Section 3 Clause 2.2.3. Organizational Structure

### Original

#### 2.2.3 Organizational Structure

The Offeror believes in the Company's current management team (pursuant to the SEC's definition) and their management performance. Thus, the Offeror does not intend to change the Company's management and function autonomy within 12 months after the end of the Tender Offer Period.

However, following the completion of the Tender Offer, the Offeror may change the directors of the Board of Directors as appropriate or the Offeror may nominate its representatives to hold director positions in the Board of Directors in accordance with its pro-rata shareholding, by taking into consideration of various factors for the benefits of the Company. Moreover, any changes to the Board of Directors shall be done in consideration with the appropriateness and in compliance with relevant regulations including the Company's policy, the Company's article of association, the Company's Board of Directors meeting and/or the Company's shareholders meeting, and shall inform shareholder through the SET Electronic Listed Company Information Disclosure (ELCID).

### Revision

#### 2.2.3. Organizational Structure

The Offeror believes in the Company's current management team (pursuant to the SEC's definition) and their management performance. Thus, the Offeror does not intend to change the Company's management and function autonomy within 12 months after the end of the Tender Offer Period.

~~However, following the completion of the Tender Offer, the Offeror may change the directors of the Board of Directors as appropriate or the Offeror may nominate its representatives to hold director positions in the Board of Directors in accordance with its pro-rata shareholding, by taking into consideration of various factors for the benefits of the Company. Moreover, any changes to the Board of Directors shall be done in consideration with the appropriateness and in compliance with relevant regulations including the Company's policy, the Company's article of association, the Company's Board of Directors meeting and/or the Company's shareholders meeting, and shall inform shareholder through the SET Electronic Listed Company Information Disclosure (ELCID).~~

**18. Revised Page 28 Section 3 Clause 2.2.4. Plan to acquire or dispose The Company's or its subsidiaries' assets****Original****2.2.4 Plan to acquire or dispose The Company's or its subsidiaries' assets**

The Offeror has no plan to allow the Company to significantly acquire and/or dispose of its assets during the 12 months period after the end of The Tender Offer Period.

In this regard, in case The Offeror will implement any significant changes to the Company which differ markedly from those specified in Tender Offer documents, the Offeror will ask for approval from the meeting of Board of Directors and/or the meeting of shareholders of the Company as well as other necessary approvals to comply with relevant laws, policies and regulations which are effective at that time.

**Revision****2.2.4 Plan to acquire or dispose The Company's or its subsidiaries' assets**

The Offeror has no plan to allow the Company to significantly acquire and/or dispose of its assets during the 12 months period after the end of The Tender Offer Period.

~~In this regard, in case The Offeror will implement any significant changes to the Company which differ markedly from those specified in Tender Offer documents, The Offeror will ask for approval from the meeting of Board of Directors and/or the meeting of shareholders of the Company as well as other necessary approvals to comply with relevant laws, policies and regulations which are effective at that time.~~

**19. Revised Page 28 Part 3 Clause 2.2.5. Financial Structure****Original****2.2.5 Financial Structure**

The Offeror has no plan to make significant changes to the financial structure of the Company during the 12 months period after the end of The Tender Offer Period.

However, if necessary, The Offeror may cooperate with the Company in reviewing and changing the financial structure for appropriate operation and financial position of the Company. This may include the capital increase or borrowing suitable for the business and in order to avoid any material effects on the operations of the Company or to increase efficiency and competitiveness in the future for the best interest of the Company.

**Revision****2.2.5 Financial Structure**

The Offeror has no plan to make significant changes to the financial structure of the Company during the 12 months period after the end of The Tender Offer Period.

~~However, if necessary, The Offeror may cooperate with the Company in reviewing and changing the financial structure for appropriate operation and financial position of the Company. This may include the capital increase or borrowing suitable for the business and in order to avoid any material effects on the operations of the Company or to increase efficiency and competitiveness in the future for the best interest of the Company.~~

**20. Revised Page 29 Section 3 Clause 2.2.6. Dividend Payment Policy****Original****2.2.6 Dividend Payment Policy**

Currently, the Company has a policy to pay dividend at least 30% of its net profit. The Board of Directors of the Company will consider the dividend payment and propose for shareholder approval year by year. The Offeror has no plan or policy to change the dividend payment policies of the Company during the 12 months period after the end of The Tender Offer Period.

However, if essential or in case there is material change in the Company's financial or the Company's conditions, or there are any other necessary changes required, the Tender Offeror may set out the dividend payment policy of the Company in the future as appropriate with regard to the Company's operation, financial position and in order to increase its efficiency and strengthen its competitiveness

**Revision****2.2.6. Dividend Payment Policy**

Currently, the Company has a policy to pay dividend at least 30% of its net profit. The Board of Directors of the Company will consider the dividend payment and propose for shareholder approval year by year. The Offeror has no plan or policy to change the dividend payment policies of the Company during the 12 months period after the end of The Tender Offer Period.

~~However, if essential or in case there is material change in the Company's financial or the Company's conditions, or there are any other necessary changes required, the Tender Offeror may set out the dividend payment policy of the Company in the future~~

~~as appropriate with regard to the Company's operation, financial position and in order to increase its efficiency and strengthen its competitiveness~~

## 21. Page 29 Part 3 item 3. Connected Transactions

### Original

#### 3. Connected Transactions

At present, the Company has specified policies and procedures regarding related party transactions to comply with the rules and regulations of the SEC and the SET to prevent any conflict of interests between the Company, its subsidiaries, associated companies and/or potential conflict persons. Presently, the Company and its subsidiaries have transactions with the Offeror and its persons pursuant to Section 258 of the Securities and Exchange Act B.E. 2535, which deemed to be connected transactions since being listed on the SET. Such transactions have taken place and will be expected to take place consistently with normal business course of the Company and those transactions have been disclosed in the notes to the financial statements, annual report and Form 56-1 of the Company.

After the completion of this CVTO, the Company and its subsidiaries still expect to have the connected transactions and may explore opportunities for collaboration resulting in additional transactions with these related parties as the Offeror considers that supports from the Group's network will help strengthen the Company's business and improve its competitiveness in the world market. This will utmost benefit the Company. Any current and future related party transactions will be carefully considered and ensured that the terms and conditions of such transactions will be similar to those of arm's length transactions and in compliance with the SEC Act, the rules and regulations of the Capital Market Supervisory Board and the SET concerning the connected transactions as well as any other applicable rules and regulations.

The connected transactions with the Offeror and its persons under Section 258 during year 2016 and the first nine months of 2018 (based on consolidated financial statements) can be summarized as follows;

Transactions with related companies	Consolidated financial statements (Unit: THB Million)			Pricing policy
	2016	2017	9m2018	
Sales of goods and raw materials	1,636	4,710	5,280	With reference to market price
Purchase of goods and raw materials	4,378	4,273	3,223	With reference to market price

Transactions with related companies	Consolidated financial statements (Unit: THB Million)			Pricing policy
	2016	2017	9m2018	
Commission paid	494	511	398	Contract price
Royalty paid	-	-	612	Contract prices
Design and engineering fee paid	616	809	92	Contract price
Commission received	127	215	52	Contract price
Services income	448	289	117	Contract price
Services paid	168	174	77	Contract price
Sale of investments in subsidiary companies	-	874	-	Contract price
Purchase of investments in subsidiary company	-	758	-	Contract price

Source: DET's financial statements which adopt Thai Financial Reporting Standards ("TFRS")

## Revision

### 3. Connected Transactions

At present, the Company has specified policies and procedures regarding related party transactions to comply with the rules and regulations of the SEC and the SET to prevent any conflict of interests between the Company, its subsidiaries, associated companies and/or potential conflict persons. Presently, the Company and its subsidiaries have transactions with the Offeror and its persons pursuant to Section 258 of the Securities and Exchange Act B.E. 2535, which deemed to be connected transactions since being listed on the SET. Such transactions have taken place and will be expected to take place consistently with normal business course of the Company and those transactions have been disclosed in the notes to the financial statements, annual report and Form 56-1 of the Company.

After the completion of this CVTO, the Company and its subsidiaries still expect to have the connected transactions and may explore opportunities for collaboration resulting in additional transactions with these related parties as the Offeror considers that supports from the Group's network will help strengthen the Company's business and improve its competitiveness in the world market. This will utmost benefit the Company. Any current and future related party transactions will be carefully considered and ensured that the terms and

conditions of such transactions will be similar to those of arm's length transactions and in compliance with the SEC Act, the rules and regulations of the Capital Market Supervisory Board and the SET concerning the connected transactions as well as any other applicable rules and regulations.

The major transactions and reasons for having such related party transactions can be summarized as follows :

#### 1. Sales of Goods/Raw Materials

In order to manage trade constraints in certain countries for either the company or its customers e.g. local content requirements, The Company has established its trade network in local area for better service to customers as well as to enhance its business opportunities in those countries. The transactions are made based on certain trade agreement or with reference to market price. Sales of raw material are normally due to the urgent need of some raw materials from the Offeror's Group and the selling prices are based on the market price or cost of the materials sold.

#### 2. Purchase of Goods/Raw Materials

Currently the Company has also expanded its trade network through its subsidiaries which are located in major regions. To offer a full range of products, those subsidiaries may have to purchase some products from related companies to serve their clients. However, the transactions are made based on certain trade agreement which may also include their operating costs, or with reference to market price. The Company together with the Offeror's Group has set up material network in order to create bargaining power for better price and availability for the group members. Purchase price of raw material is generally charged based on cost plus other actual out of pocket expenses such as insurance, freight and others. Handling fee is charged based on value of purchase/sale transaction and considered general business condition.

#### 3. Commissions

Since various services are generally required to serve the global clients, the company needs to offer such services to customers in the area where they are located in. This makes the Company together with the Offeror's Group to establish business network which enables the company to have customer relations offices worldwide to provide effective marketing and after sales services to its clients at the competitive costs. Commissions are normally charged based on transaction size (e.g. sales or purchase amount) and considered general business condition.

#### 4. Service Fee

Currently the operations of the company's subsidiaries, have covered in several regions, especially Europe. The Offeror's Group , therefore, occasionally request for supports from

their subsidiaries to provide some services such as reworking, tooling service and others. Service fees are generally based on the estimated man hour used for each service.

The connected transactions with the Offeror and its persons under Section 258 during year 2016 and ~~the first nine months of~~ 2018 (based on consolidated financial statements) can be summarized as follows;

Transactions with related companies	Consolidated financial statements (Unit: THB Million)			Pricing policy
	2016	2017	<del>9m</del> 2018	
Sales of goods and raw materials	1,636	4,710	<del>5,280</del> <u>7,131</u>	With reference to market price
Purchase of goods and raw materials	4,378	4,273	<del>3,223</del> <u>4,283</u>	With reference to market price
Commission paid	494	<del>511</del> <u>516</u>	<del>398</del> <u>447</u>	Contract price
Royalty paid	-	-	<del>612</del> <u>1,257</u>	Contract prices
Design and engineering fee paid	616	<del>809</del> <u>861</u>	<del>92</del> <u>53</u>	Contract price
Commission received	127	215	<del>52</del> <u>67</u>	Contract price
Services income	448	289	<del>117</del> <u>198</u>	Contract price
Services paid	168	174	<del>77</del> <u>98</u>	Contract price
Sale of investments in subsidiary companies	-	874	-	Contract price
Purchase of investments in subsidiary company	-	758	-	Contract price
<u>Other income</u>	-	<u>38</u>	<u>48</u>	<u>Contract price</u>



Source: DET's financial statements which adopt Thai Financial Reporting Standards ("TFRS")

## 22. Revised Page 38 Part 4 Clause 3. Settlement and Payment Procedures

### Original

#### 3. Settlement and Payment Procedures

The Offeror will make the payment or arrange the payment to be made through the Tender Offer Agent for all tendered securities to the Offeree, who does not cancel their acceptance of Tender Offer within the permitted period, on the 3<sup>rd</sup> business day following the last day of the Offer Period (the "**Settlement Date**"), which is on 4 April 2019, or in case there is an extension, the payment will be made by selected method of the Offeree in the Acceptance Form on the 3<sup>rd</sup> business day following the last day of the extended Offer Period.

### Revision

#### 3. Settlement and Payment Procedures

The Offeror will make the payment or arrange the payment to be made through the Tender Offer Agent for all tendered securities to the Offeree, who does not cancel their acceptance of Tender Offer within the permitted period, on the 3<sup>rd</sup> business day following the last day of the Offer Period (the "**Settlement Date**"), which is on 4 April 2019, or in case there is an extension, the payment will be made by selected method of the Offeree in the Acceptance Form on the 3<sup>rd</sup> business day following the last day of the extended Offer Period. The reasons to apply for the 3<sup>rd</sup> business day as the Settlement Date are that (1) there is a process of foreign inward remittance, and (2) the sizable transaction value.

## 23. Revised Page 38 Part 4 Clause 3.1. Automatic transfer to an account with Bank of Ayudhya Public Company Limited:

### Original

#### 3.1. Automatic transfer to an account with Bank of Ayudhya Public Company Limited:

The bank account must be a savings or current account opened with Bank of Ayudhya Public Company Limited ("**BAY**") only. The name of the account holder must be the same as that of the Offeree stated in the Acceptance Form. The amount will be available in the account by 5:00 p.m. on the Settlement Date. The Offeree must provide either a certified copy of the first page of a passbook savings account or current account statement (as the case may be) with the page showing the account name and number.

In the case the Tender Offer Agent cannot transfer the payment to the Offeree's bank account due to any reason, the Tender Offer Agent reserves the right to make payment by cheque issued by Bank of Ayudhya Public Company Limited, Central

World Branch, in which the Tender Offer Agent will proceed to issue cheque within 3 business day from the Settlement Date and inform the Offeree to collect the cheque or deliver to the Offeree at the address stated in the Acceptance Form by registered mail.

## 24. Revised Page 44 Part 4 Clause 7.1. Determination of the Tender Offer Price

### Original

#### 7.1 Determination of the Tender Offer Price

The Offer Price was reference to several valuation methodologies that are customary to a transaction of this nature, including the use of Volume Weighted Average Price (VWAP), market multiples analysis, transaction comparable, analyst consensus and discounted cash flow (DCF) approaches which considered the stability of the financial and business performance of the Company over the historical performance, which is expected to continue to grow steadily in the foreseeable future. According to abovementioned valuation methodologies, the Offeror has considered that the offering price at THB 71.00 per share is appropriate for this Tender offer.

If any dividend, rights or other distribution or return of capital is announced, declared, paid or made by the Company on or after the date of the pre-conditional offer announcement being made by the Company in relation to the Tender Offer, the Offeror reserves the right to reduce the Offer Price payable to the accepting shareholder(s) of the Company by an amount equivalent to such dividend, rights, other distribution or return of capital.

### Revision

#### 7.1 Determination of the Tender Offer Price

The Offer Price was reference to several valuation methodologies that are customary to a transaction of this nature, including the use of Volume Weighted Average Price (VWAP), market multiples analysis, transaction comparable, analyst consensus and discounted cash flow (DCF) approaches which considered the stability of the financial and business performance of the Company over the historical performance, which is expected to continue to grow steadily in the foreseeable future. ~~According to abovementioned valuation methodologies~~ However, the Offeror determined the Tender Offer Price by considering the Company's 30-day average price before the Board of Directors' Meeting of the Offeror resolved to approve making a voluntary tender offer for the entire securities of the Company since this methodology reflects demand and supply of the Company's share price traded on the SET and determined appropriate premium to be an incentive to the Company's

shareholders for accepting the Tender Offer. Thus, the Offeror has considered that the offering price at THB 71.00 per share is appropriate for this Tender offer.

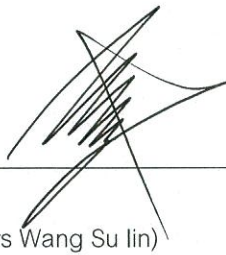
~~If any dividend, rights or other distribution or return of capital is announced, declared, paid or made by the Company on or after the date of the pre-conditional offer announcement being made by the Company in relation to the Tender Offer, the Offeror reserves the right to reduce the Offer Price payable to the accepting shareholder(s) of the Company by an amount equivalent to such dividend, rights, other distribution or return of capital.~~

However, the Offeror has no intention to adjust the offer price as specified in the Offer, in the matter of declaration of dividend of the year 2018 of the Company, and the offer price shall remain THB 71 per share as specified in the Offer, and; The shareholders who are entitled to receive the dividend of the year 2018 shall be the shareholder of the Company whose name is appeared on the list of shareholders on the date designating the list of shareholders who are entitled to receive the dividend (Record Date) or the date of 4 March 2019. Any investor who purchases the ordinary share(s) of the Company from the date which the Stock Exchange of Thailand specifies XD sign (Excluding Dividend) on the securities of the Company or the date of 1 March 2019, such investor shall not be entitled to receive the dividend of the year 2018.

We hereby certify that the foregoing statement is complete and accurate without misleading information and no concealment is made on any material information which should be disclosed.

Delta Electronics International (Singapore) Pte. Ltd.

(Signature)

A handwritten signature in black ink, consisting of several overlapping, sweeping strokes, positioned above a horizontal line.

(Mrs Wang Su lin)

Authorized Director

Tender Offeror