



February 15, 2023

Re: Distribution of dividends, change par value, fixing the date to convene the 2023 Annual General Meeting of Shareholders through electronic media (E-AGM)

To: The President of the Stock Exchange of Thailand

Delta Electronics (Thailand) Public Company Limited (the “**Company**”) would like to inform that the following resolutions of the Board of Directors Meeting No.1/2023 held on February 15, 2023 were passed:

- 1) Resolved to hold the 2023 Annual General Meeting of Shareholders through electronic media (E-AGM) according to the Emergency Decree on Electronic Meeting B.E. 2563 and other related laws and regulations, on April 7, 2023 at 10.00 hrs (“**2023 AGM**”).
- 2) Resolved to set the date to determine the names of shareholders who shall have the right to attend the 2023 AGM (Record Date) on March 1, 2023.
- 3) Resolved to propose the 2023 AGM to acknowledge the Company’s operating results for the year 2022.
- 4) Resolved to propose the 2023 AGM to approve the Company’s financial statements, the statement of comprehensive income for the year ended December 31, 2022 which has been audited by Certified Public Accountant (“**CPA**”) and the auditor’s report.
- 5) Resolved to propose the 2023 AGM to approve the Company’s dividend payment for the year 2022 made out of the net profit according to the Company’s audited financial statements, the statement of comprehensive income for the year ended December 31, 2022 at the rate of Baht 4.00 per share and the payment to be made on April 28, 2023. The shareholders are exempted from income tax payment for dividends derived from the Board of Investment (BOI) promoted business. The date to determine those shareholders entitled to receive dividends shall be on March 1, 2023.

However, the right to receive the Company’s dividend remains uncertain pending the approval of the 2023 AGM to be held on April 7, 2023.

- 6) Resolved to propose the 2023 AGM to approve the change of par value (after the reduction of the Company's registered capital) from the original par value of 1 baht per share to a par value of 0.1 baht per share and the amendment to Clause 4 of the Memorandum of Association to be in line with the change of the par value. However, such change of the par value of shares of the Company will have no effect on the registered capital, paid-up capital, nor the current shareholding proportions of the Shareholders, in any way but it will effect on the increase of the number of ordinary shares as follow;

Item	<u>Before Changing of Par Value</u>	<u>After Changing of Par Value</u>
1. Capital Registration	1,259,000,000 Baht	1,259,000,000 Baht
2. Paid up Capital	1,247,381,614 Baht	1,247,381,614 Baht
3. Par Value	1 Baht per shares	0.1 Baht per shares
4. Number of Shares	1,247,381,614 shares	12,473,816,140 shares

The change of the par value from Baht 1 to Baht 0.1 will be effective after the 2023 Annual General Meeting of Shareholders considers and approves, and the effective date in the trading system will be as specified by the Stock Exchange of Thailand.

7) Resolved to propose the 2023 AGM to approve the appointment of the 3 directors who will be retired by rotation. The name of directors who will be retired by rotation as follows.

1. Mr. Ng Kong Meng Chairman of the Board
2. Mr. Chu Chih-yuan Independent Director and
3. Dr. Witoon Simachokedee Independent Director

In this regard, the meeting approved to propose the re-appointment of Mr. Ng Kong Meng, the Chairman of the Board, who will be retired by rotation at the 2023 AGM to be directors of the Company for another tenure and the appointment of

1. Dr. Somchai Harnhirun to be the director, the independent director and the member of audit committee in place of Mr. Chu Chih-yuan, who shall retire by rotation at the 2023 AGM, and
2. Ms. Xue Li to be director in place of Dr. Witoon Simachokedee, who shall retire by rotation at the 2023 AGM.

The meeting already approved and has the opinion that the above 3 directors

1. Mr. Ng Kong Meng Chairman of the Board
2. Dr. Somchai Harnhirun Director, Independent Director and
3. Ms. Xue Li Director

Having knowledge, ability, experience and expertise that is beneficial to the Company's operations, it is proposed that the shareholders' meeting consider appointing a director instead of a director who must retire according to the term of office.

8) Resolved to propose the 2023 AGM to approve the compensation of the directors for the year 2023 equal to the compensation of the year 2022 with the following details:

1. The compensation of the directors

<u>Position</u>	<u>Year 2023</u>	<u>Year 2022</u>
• Chairman of the Board	2,475,000	2,475,000
• Independent director/ Non-Executive Director	1,495,000	1,495,000
• Executive Director	650,000	650,000
• Chairman of the Audit Committee	1,750,000	1,750,000
• Chairman of the Nomination & Compensation Committee	1,750,000	1,750,000

2. The meeting fee

The meeting fee for the year 2023 is proposed to be equal to the meeting fee of the year 2022 with the following details:

<u>Position</u>	<u>Meeting fee/ Meeting</u>	
	<u>Year 2022</u>	<u>Year 2021</u>
<u>Board of Director</u>		
• Chairman of the Board	25,000	25,000
• Independent director/ Non-Executive Director	20,000	20,000
• Executive Director	-	-
<u>Sub-Committee</u>		
• Chairman	22,000	22,000
• Member	20,000	20,000

Such meeting allowance shall be paid only to the Chairman of the Board, Non-Executive Directors and Independent Directors for their participation in every committee meeting and Shareholders' meeting.

3. Annual bonus

The bonus for the year 2022 is proposed to pay 60% of the annual fee for Chairman and 40% for Directors.

- 9) Resolved to propose the 2023 AGM to approve the appointment of (1) Mr. Chatchai Kasemsrithanawat, CPA Registration No. 5813, or Ms. Supanee Triyanantakul, CPA Registration No. 4498 or, (3) Ms. Krongkaew Limkittikul CPA Registration No. 5874, of EY Office Limited, to be the Company's auditor for the year 2023 for a total remuneration of Baht 4,910,000. The fee is based on 5,000 audit hours. If the actual audit hours exceed the estimated fee, the Company is required to reimburse 70% of the additional cost of the audit as calculated at its normal charge-out rates. In the event those auditors are unable to perform their duties, EY Office Limited is authorised to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place and fee for the review of group reporting package amount Baht 500,000 and audit fees for 3 subsidiaries a total amount of Baht 1,335,000.

In this regards, all 3 auditors are not the Company's shareholders and do not provide service to the Company as advisor. In addition, on performing their duties, there is none of them performing their duties over 5 years. Moreover, the appointment of auditors and the determination of audit fee already been reviewed and approved by Audit Committee.

- 10) Resolved to propose the 2023 AGM to approve the amendment of the Operating Procedures of Acquisition or Disposal of Assets.
- 11) Resolved to determine the agendas of 2023 AGM as below:
1. To acknowledge the Company's operational results for the year 2022;
 2. To consider and approve the Company's financial statements, the statement of comprehensive income for the year ended December 31, 2022 which has been audited by Certified Public Accountant and the auditor's report;
 3. To consider and approve the distribution of dividends for the year 2022;



4. To consider and approve the change of par value of the Company and the amendment to Clause 4 of the Memorandum of Association to be in line with the change of the par value;
5. To consider and approve the appointment of directors to replace the directors who will be retired by rotation;
6. To consider and approve the determination of remuneration of directors for the year 2023;
7. To consider and approve the appointment of the auditor and the determination of their remuneration for the year 2023;
8. To consider and approve the amendment of the Operating Procedures of Acquisition or disposal of assets;
9. To consider other business (if any)

Please be informed accordingly.

Yours sincerely,

Delta Electronics (Thailand) Public Company Limited

(Chang Tsai-hsing)

Director