

## **Procedures for Director Nomination**

A shareholder or shareholders who hold shares and have the right to vote in the aggregate amount of not less than **5 percent** of the total shares with voting rights of the Company may submit a written nomination of candidate to be director of the Company with following procedure.

- 1) The shareholder (s) wishing to nominate a candidate for director must make sure that the candidate is qualified according to the following basic criteria:
  - 1.1 Qualifications not prohibited under the Public Limited Companies Act, the Securities and Exchange Act, the relevant notification of the SET and the SEC or any other relevant laws regarding characteristics and scope of operations of the Company's directors.
  - 1.2 Professional ethics and excellent career profile.
  - 1.3 Knowledge or experience in business administration, especially in electronics, telecommunications, finance and accounting or any other areas, as the board deems appropriate.
  - 1.4 Able to participating in all board's meetings and shareholders' meetings (except in case of emergency).
  - 1.5 Other qualifications that the board may later consider appropriate or are required by law.
  
- 2) All necessary information as indicated in Director Nomination Form (**Form B**) and documents relating to the candidate's profile, including the name, surname, address and telephone number of the shareholder who exercises the nomination right must be delivered to the Company for consideration by any means, including by e-mail [info@deltathailand.com](mailto:info@deltathailand.com) (Please download **Form B** from the Company's website or send a request to the Company's office). The required information and documents relating to the candidate's profile are listed as follows.
  - 2.1 Profile of the candidate indicating career background, and personal data of the candidate in the set template, Profile of Nominated Director (**Form C**) which is available on the Company's website or at the Company's office.
  - 2.2 Certified true copy of identification card or passport and house registration
  - 2.3 Certified true copy of education certificates

The Company may request for additional documents later.
  
- 3) Director nomination period is scheduled during October-December of each year. Prior notice of the nomination indicating the candidate's name and the required documents must be sent to the Company **before 31 December of each year** in order to provide sufficient time for the board to consider the qualifications and select the qualified candidate.
  
- 4) The board's meeting will consider and approve selecting the candidate by the majority votes on the basis of the following criteria:

4.1 The candidate must have the basic qualifications as specified above.

4.2 The candidate must have the appropriate potentials which, in the board's opinion, can help improve the efficiency of the board's performance.

The board has the discretion to determine the appropriate position for the candidate.

- 5) After the candidate's qualifications are approved by the board's resolution, the board will propose that candidate at the shareholders' meeting for approval according to the Company's articles and association. For the candidate disapproved by the Board, the Company shall inform the shareholders through the Company's website.
- 6) The board may refuse to consider appointing the candidate if
  - 6.1 the nomination is not in compliance with specified rules
  - 6.2 the candidate is unqualified according to the basic criteria set above
  - 6.3 the documents required from the candidate are not completed and/or submitted later than the set schedule;
  - 6.4 the candidate does not consent to his/her nomination;
  - 6.5 the candidate holds directorship in more than 5 listed companies which may not be able to dedicate time as the Company's director efficiently.
  - 6.6 any event exists or occurs, as the board may deem fit.

## DIRECTOR NOMINATION FORM

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of **Delta Electronics (Thailand) Public Company Limited**, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_, \_\_\_\_\_ Road, \_\_\_\_\_ Sub-District, \_\_\_\_\_ District, \_\_\_\_\_ Province, Post Code \_\_\_\_\_  
 Mobile Phone \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail (if any) \_\_\_\_\_

(2) I would like to nominate (Mr./Mrs./Miss) \_\_\_\_\_, age \_\_\_\_\_, who is fully qualified in accordance with the criteria of the Company to be the director. The nominee agrees and certifies that the information provided in **From C** (Director Nomination Form) and other supporting documents (if any) have been enclosed and certified true copy on every page, \_\_\_\_\_ pages in total. The Company has my permission to disclose the information and/or the said supporting documents and I certify that all information are correct and affix the name as evidence below.

\_\_\_\_\_ Shareholder's signature  
 ( \_\_\_\_\_ )

Date \_\_\_\_\_

### Remarks:

- 1) Required supporting documents that must be submitted along with Form B (Director Nomination Form)
  - 1.1 Proof of share ownership such as certified letter from securities company, other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd (TSD) or custodian.
  - 1.2 Proof of Identity
    - Individual shareholder must submit a certified true copy of the identification card or passport (for foreigner)
    - Juristic shareholder must submit certified true copies of the corporate affidavit and identification card or passport (for foreigner) of the authorized director who has signed his/her name in Form B.
    - In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
- 2) Shareholders may complete and send this Form B unofficially in advance to the Company via facsimile at 0-2709-2827 or through the Company email address at [info@deltathailand.com](mailto:info@deltathailand.com). However, the original is required to be submitted to the Company **within 31 December** in order to allow the Board of Directors to consider the nominee's qualified in accordance with the set criteria and propose to the AGM.
- 3) In case several shareholders have unified to nominate a director, all shareholders must fill Form B and affix their names as evidence separately then gather each of this form together into one set.
- 4) DELTA may drop the proposal if founded that information provided is incomplete or incorrect; or those shareholders cannot be contacted; or director nominees are not considered fully qualified.

**PROFILE OF NOMINATED DIRECTOR**

As I \_\_\_\_\_ have been nominated to be a director of **Delta Electronics (Thailand) Public Company Limited** as of date \_\_\_\_\_

I certify that:

1. I possess all the qualifications and do not have any prohibited characteristics as per the Public Limited Companies Act, the Securities and Exchange Act, the relevant notifications of the SET and the SEC or any other relevant laws regarding characteristics and scope of operations of the Company’s directors.
2. I fully understand the scope and responsibilities in carrying out my duties as the Board of Directors of the Company has announced and set forth.
3. I fully understand code of conducts for director of listed companies issued by the Stock Exchange of Thailand

In addition, I would like to provide my background and other information below:

**1) I am** (Mr./Mrs./Miss) \_\_\_\_\_ Age \_\_\_\_\_  
 Date of Birth (dd/mm/19yy) \_\_\_\_\_ Nationality \_\_\_\_\_, Marital Status \_\_\_\_\_  
 residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_  
 Mobile Phone \_\_\_\_\_ Home/Office Phone \_\_\_\_\_  
 Fax \_\_\_\_\_ E-mail \_\_\_\_\_

**2) Education** (Bachelor degree and higher) / training programs held by the Thai Institute of Directors Association (IOD)

<u>Name of Institution</u>	<u>Degree and Major/Course</u>	<u>Year Graduated/Attended</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**3) Current Position** (Please provide all current positions)

1. Company \_\_\_\_\_ Position \_\_\_\_\_  
 Address \_\_\_\_\_ Tel. \_\_\_\_\_
2. Company \_\_\_\_\_ Position \_\_\_\_\_  
 Address \_\_\_\_\_ Tel. \_\_\_\_\_
3. Company \_\_\_\_\_ Position \_\_\_\_\_  
 Address \_\_\_\_\_ Tel. \_\_\_\_\_
4. Company \_\_\_\_\_ Position \_\_\_\_\_  
 Address \_\_\_\_\_ Tel. \_\_\_\_\_
5. Company \_\_\_\_\_ Position \_\_\_\_\_  
 Address \_\_\_\_\_ Tel. \_\_\_\_\_

**4) Work Experience** (at least for the past 5 years)

1. Company \_\_\_\_\_ Period \_\_\_\_\_

Position/Responsibility \_\_\_\_\_

2. Company \_\_\_\_\_ Period \_\_\_\_\_

Position/Responsibility \_\_\_\_\_

3. Company \_\_\_\_\_ Period \_\_\_\_\_

Position/Responsibility \_\_\_\_\_

4. Company \_\_\_\_\_ Period \_\_\_\_\_

Position/Responsibility \_\_\_\_\_

5. Company \_\_\_\_\_ Period \_\_\_\_\_

Position/Responsibility \_\_\_\_\_

**5) No. of Company's shares held** \_\_\_\_\_ shares and shares held in subsidiary or other related company (please specify the company's name) \_\_\_\_\_, number of shares held \_\_\_\_\_ shares

**6) Current position in subsidiary or related company** (please specify company's name)

1. Company name \_\_\_\_\_ Position \_\_\_\_\_

2. Company name \_\_\_\_\_ Position \_\_\_\_\_

3. Company name \_\_\_\_\_ Position \_\_\_\_\_

7) Spouse name \_\_\_\_\_ Age \_\_\_\_\_

No. of Company's shares held \_\_\_\_\_ Shares

**8) Minor child**

1) Name \_\_\_\_\_ Age \_\_\_\_\_, No. of shares \_\_\_\_\_

2) Name \_\_\_\_\_ Age \_\_\_\_\_, No. of shares \_\_\_\_\_

3) Name \_\_\_\_\_ Age \_\_\_\_\_, No. of shares \_\_\_\_\_

**9) Other Prohibited Characteristics**

(1) has been subject to the court's receiving order or declared by any court as an insolvent person, an incompetent or a quasi-incompetent person.  Yes  No

(2) as has been named by the Stock Exchange of Thailand as a disqualified person to serve as the executives of listed company in accordance with Rule of the Stock Exchange of Thailand.  Yes  No

(3) has been denounced or has been tried in any criminal proceedings instituted by authorities in the offences of unfair trading practices in securities or derivatives, or fraudulent or dishonest management.  Yes  No

(4) is being barred from serving as company's executive by foreign authority.  Yes  No

(5) was convicted by the court's final judgment or fined on any count of offenses as specified in (3)  Yes  No

(6) direct and indirect interest in the Company, its subsidiary, affiliate another company which is a party to a contract made with the Company

have .....

No have

I (Mr. / Mrs. / Ms)\_\_\_\_\_ agree to be nominated as a director of the Company and hereby certify that all of the information provided above and all supporting documents attached are truthful and allow the Company to disclose the above information and the supporting documents as listed below.

- 1. Copy of Present Identification Card
- 2. Copy of census registration
- 3. Copy of marriage registration (if)
- 4. Copy of certificate Academic Background (Bachelor degree and higher)

\_\_\_\_\_ Director Nominee

(\_\_\_\_\_)

\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_