

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 (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 0-2709-2833 or through the Company email address at 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

(_____)

_____/_____/_____