



16 March 2020

Re: Notice of the 2020 Annual General Meeting of Shareholders  
Delta Electronics (Thailand) Public Company Limited

To: Shareholders

- Attachments:
1. A copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2019;
  2. 2019 Annual Report (QR Code);
  3. Profiles of directors who retired by rotation and be proposed for re-election and directors who may be appointed as proxy in 2020 Annual General Meeting of Shareholders;
  4. List and profile of the auditors;
  5. Detail of (1) Operating procedure for transactions of derivative financial commodities) (2) Operating Procedures of Fund Lending and (3) Operating Procedures of Acquisition or Disposal of Assets;
  6. Proxy Form (Form A, B and C) (the Proxy Form can be downloaded from the Company's website: [www.deltathailand.com/en/shareholder-meeting](http://www.deltathailand.com/en/shareholder-meeting));
  7. Documents or evidences which the person who will attend the 2020 Annual General Meeting of Shareholders must present at the Meeting;
  8. Company's Articles of Association (Relating to the Annual General Meeting of Shareholders);
  9. Map of the Meeting Venue;
  10. Request Form for the 2019 Annual Report in hard copy;
  11. Reservation Form for Shuttle Service for the Meeting; and
  12. Registration Form (**Please bring this Form to register at the Meeting**)

The Board of Directors of Delta Electronics (Thailand) Public Company Limited (the “**Company**” or “**DELTA**”) resolved to convene the 2020 Annual General Meeting of Shareholders (“**AGM 2020**”) to be held on **Tuesday, March 31, 2020 at 10.00 a.m.** at the Company's office located at 909 Moo 4, Bangpoo Industrial Estate, Tambol Prakasa, Amphur Muangsamutprakarn, Samutprakarn, Thailand to consider the following agenda

**Agenda Item No. 1: To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2019**

**Purpose and Reason:** The Extraordinary General Meeting of Shareholders No.1/2019 was held on June 24, 2019. A copy of those Minutes (Attachment 1) was submitted to the Securities and Exchange Commission and the Stock Exchange of Thailand according to the requirement of the laws and was published on the Company website ([www.deltathailand.com/en/shareholder-meeting](http://www.deltathailand.com/en/shareholder-meeting)).

**Opinion of the Board:** The Board of Directors has considered that the minutes of the Extraordinary General Meeting of Shareholders No.1/2019 held on June 24, 2019 were properly and accurately recorded and therefore it is proposed to AGM 2020 certify such minutes.

**Remarks:** A resolution on this agenda item must be certify with the majority of the votes of the shareholders attending the meeting and casting their votes.



**Agenda Item No. 2: To consider and acknowledge the Company's operational results for the year 2019**

**Purpose and Reason:** A summary of the Company's operating results for the fiscal year ended December 31, 2019 is appeared in the 2019 Annual Report under the heading "Management Discussion & Analysis", which is attached with this notice (Attachment 2).

**Opinion of the Board:** The Board of Directors has considered and has opined to propose the Company's operating results for the fiscal year ended December 31, 2019 to the AGM 2020 for acknowledgement.

**Remarks:** This agenda item does not require voting because there is agenda for acknowledgement.

**Agenda Item No. 3: To consider and approve the Company's financial statements, the statement of comprehensive income for the year ended December 31, 2020 which has been audited by Certified Public Accountant and the auditor's report**

**Purpose and Reason:** In compliance with the Public Companies Limited Act B.E. 2535 (as amended), the Company must prepare financial statements, the statement of comprehensive income at the ending date of each fiscal year of the Company and ensure that they are audited by the auditor and reviewed by the Audit Committee before presenting them to the Shareholders' Meeting for approval. Details are appeared in the 2019 Annual Report under the section of "Report and Financial Statements", which is attached with this notice (Attachment 2).

**Opinion of the Board:** The Board of Directors has considered and has opined to propose the financial statements, the statement of comprehensive income for the fiscal year ended December 31, 2019 and the auditor's report, all of which have been audited by the auditor and reviewed by the Audit Committee to the AGM 2020 for approval.

**Remarks:** A resolution on this agenda item must be approved with the majority of the votes of the shareholders attending the meeting and casting their votes.

**Agenda Item No. 4: To consider and approve the distribution of dividends for the year 2019**

**Purpose and Reason:** The Company has a policy to pay a dividend of at least 30% of its net profits. However, the Company may adjust the dividend rate if financing is needed for a new investment plan or other possible future projects. The Company will pay the dividend for the fiscal year ended December 31, 2019 made out of the net profit at the rate of Baht 1.80 per share, which is the rate that conforms to the policy of the dividend distribution of the Company. The date to determine the names of shareholders who are entitled to receive dividend (Record Date) to be scheduled on March 2, 2020. The dividend payment will be scheduled on April 9, 2020.

In this regards, the comparison of the rate of the dividend distribution of the fiscal year ended December 31, 2019 and of the fiscal year ended December 31, 2018 is presented as follows:

Details of Dividend Payment	The fiscal year ended December 31, 2019 (Proposed)	The fiscal year ended December 31, 2018
1. Net Profit (based on consolidated financial statements) (Baht)	2,951,662,004	5,126,438,772
2. Number of shares (Share)	1,247,381,614	1,247,381,614



Details of Dividend Payment	The fiscal year ended December 31, 2019 (Proposed)	The fiscal year ended December 31, 2018
3. Dividend per share (Baht)	1.80	2.30
4. Total dividends paid (Baht)	2,245,286,905	2,868,977,712
5. Percentage of dividend payment against the net profit	76.07%	55.96%

Shareholders are exempt from tax payment assessed on their dividend income derived from the BOI promoted business.

However, the right of shareholder to receive dividends is still uncertain as it is pending the approval of AGM 2020.

**Opinion of the Board:** The Board of Directors has considered and has opined to propose the Company's dividend payment for the fiscal year ended December 31, 2019 made out of the net profit at the rate of Baht 1.80 per share or 76.07% of the net profit in accordance with the Company's dividend policy as detailed above to the AGM 2020 for approval.

**Remarks:** A resolution on this agenda item must be approved with the majority of the votes of the shareholders attending the meeting and casting their votes.

**Agenda Item No. 5: To consider and approve the appointment of directors to replace the directors who will be retired by rotation**

**Purpose and Reason:** In compliance with the Public Companies Act B.E. 2535 (as amended) and Article 15 of the company's Articles of Association, at every annual general meeting of shareholders, one-third of the directors, or if the number is not a multiple of three, then the number nearest to one-third, who have been in office for the longest period must retire from office. For the 2020 Annual General Meeting of Shareholders, the retiring directors are:

Director who retires by rotation	Position	Appointment Date	Meeting Attendance in 2019	
			Board	AGM/EGM
1. Mr. Ng Kong Meng	Director / Chairman of the Board of Director	3 May 1990	6/6	2/2
2. Mr. Chu Chih-yuan	Independent Director	30 Apr 1988 (appointment be Independent director on 27 Oct 2015)	6/6	2/2
3. Dr. Witoon Simachokedee	Independent Director	30 Mar 2015	6/6	2/2

The Nomination & Compensation Committee selected the candidates by considering their qualifications through the nomination procedure. The Committee considered each candidate's competence, experience and expertise, including their performance as directors in recent years (please find the director selection and nomination criteria and the qualifications of the independent directors in the 2019 Annual Report under the section "Corporate Governance" as attached with this notice (Attachment 2)).



The Board of Directors has carefully reviewed the qualifications of the three nominated persons and has the opinion that such three persons are knowledgeable, experienced and skillful in benefit to the Company's operations and have full qualification and do not have any prohibited characteristics under the Public Limited Company Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), and relevant regulations (profiles of these persons have been sent to the shareholders of the Company together with this notice as Attachment 3).

The Board of Directors, excluding the nominated directors, has considered and opined to propose the re-appointment of (1) Mr. Ng Kong Meng (2) Mr. Chu Chih-yuan and (3) Dr.Witton Simachokedee, who will be retiring to resume their directorships for another term to the AGM 2020 for approval.

In this regards, Mr. Chu Chih-yuan and Dr.Witton Simachokedee, who are proposed to be re-elected for another term, will also be an independent director of the Company. The Board of Director has considered that the person nominated as an independent director are able to independently raise their opinion and in compliance with the relevant rules and regulations. Their qualifications as an independent director (or definition of independent director) of the Company meet the requirements of the Capital Market Supervisory Board (please see details of the independent director's qualifications (or Definition of Independent Director) in the 2019 Annual Report in the section "Managerial Structure", which is attached to this notice (Attachment 2)). They are not an executive director, officer, employee or adviser who earns salary from the Company. They do not provide professional advisory services to the Company, its parent company, subsidiaries or associated companies or any juristic person with potential conflict of interest during the past two years.

In addition, the Company provided opportunities for the shareholders to propose name of qualified person to be elected but it received no response.

**Opinion of the Board:** The Board of Directors, excluding the nominated directors, has considered and opined to propose the re-appointment of (1) Mr. Ng Kong Meng (2) Mr. Chu Chih-yuan and (3) Dr.Witton Simachokedee for another term to the AGM 2020 for approval.

**Remarks:** A resolution on this agenda item must be approved with the majority of the votes of the shareholders attending the meeting and casting their votes (in consideration of appointing directors to replace those who retire by rotation, the Company shall propose to consider and approve on person-by-person basis).

#### **Agenda Item No. 6: To consider and approve the determination of remuneration of directors for the year 2020**

**Purpose and Reason:** The Board of Directors assigned the Nomination & Compensation Committee to determine the remuneration of the directors and propose the directors' remuneration to the Board of Directors for approval. In this regards, the Company has policy and guidelines for determination of director remuneration as follows:

##### **Policy and Guidelines for determination of director remuneration**

- 1 Remuneration package must be reasonable in order to attract and retain competence director. Major factors to determine director remuneration include:
  - Scope of works and responsibilities
  - Current market rate
  - The Company's overall performances
  - Others specified by the Nomination & Compensation committee or the Board of Directors
- 2 Chairman of the Board of Directors and Chairman of Sub-Committees would receive higher remuneration in accordance with their responsibilities.



- 3 Non-Executive Director would receive a competitive remuneration which may be higher than that of Executive Director, in order to attract the knowledgeable and capable person to be Non-Executive director or independent director.
- 4 Remuneration may be entirely fixed or partially fixed with some variable amount and shall include meeting allowance or other incentives.

However, pursuant to the Public Companies Act B.E. 2535 (as amended), the directors' remuneration must also be approved by the shareholders' meeting.

Particulars of comparison of the directors' remuneration between year 2020 and year 2019 are presented as follows:

Remuneration	Year 2020 (Proposed)						Year 2019					
	Chairman of the Board	Non-Executive Director	Independent Director/Audit Committee Chairman	Independent Director / Nomination & Compensation Committee Chairman	Independent Director / Audit Committee Member	Executive Director	Chairman of the Board	Non-Executive Director	Independent Director/Audit Committee Chairman	Independent Director / Nomination & Compensation Committee Chairman	Independent Director / Audit Committee Member	Executive Director
Remuneration /year (Baht/ Person)	1,650,000	1,150,000	1,250,000	1,250,000	1,150,000	500,000	1,650,000	1,150,000	1,250,000	1,250,000	1,150,000	500,000
Meeting allowance (Baht/Person/ Meeting)	10,000	10,000	10,000	10,000	10,000	-	10,000	10,000	10,000	10,000	10,000	-

**Remarks**

1. The meeting allowance for the year 2020 is proposed to be Baht 10,000 per meeting per director, equaling to the meeting allowance for the year 2019 (the Company will pay such meeting allowance shall be paid only to the Chairman of the Board, Non-Executive Directors, Independent Directors who are members of the Board, Audit Committee, Corporate Governance Committee and Nomination & Compensation Committee attending the meeting)
2. Others remuneration of directors : None of other remuneration and benefit

**Opinion of the Board:** The Board of Directors has considered and opined to propose the annual directors' remuneration for the year 2020 to the AGM 2020 for approval.

**Remarks:** A resolution on this agenda item must be approved with not less than two-thirds of the votes of the shareholders attending the meeting and having the right to vote. However, a director being a shareholder of the Company is not eligible to vote in this agenda item.

**Agenda Item No. 7: To consider and approve the appointment of the auditor and the determination of their remuneration for the year 2020**

**Purpose and Reason:** In compliance with the Public Companies Act B.E. 2535 (as amended), the shareholders' meeting must approve the appointment of the auditors and determine the auditor remuneration for each fiscal year. For the fiscal year ended December 31, 2020, the Audit Committee has proposed to the Board of Director to appoint the auditors from EY Office Limited as the auditors of the Company, so that any one of the following persons can conduct the audit and express an opinion as to the financial statements of the Company (but not of its subsidiaries):

1. Mr. Preecha Arunnara, CPA No. 5800, or (who has endorsed the Company's financial statements in year 2019)
2. Mr. Narong Puntawong, CPA No. 3315 (who has endorsed the Company's financial statements in year 2014 - 2018), or



3. Ms. Supanee Triyanantakul, CPA No. 4498  
(who has never endorsed the Company's financial statements)

Their independence is satisfactory. They have no relationships with or interests in the Company or its subsidiaries, executives, major shareholders or their affiliates and 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 7 years. The list and profile of the auditors are given in Attachment 4.

Having considered the Audit Committee's advice, the Board of Directors resolved to propose the Meeting of Shareholders to approve the appointment of (1) Mr. Preecha Arunnara, CPA No. 5800, or (2) Mr. Narong Puntawong, C.P.A Registration No. 3315, or (3) Ms. Supanee Triyanantakul, CPA No. 4498, of EY Office Limited to be the Company's auditor for the year 2020. In the event that such auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and provide an opinion on the Company's financial statements in their place. The remuneration of the auditor shall be in the amount 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 will pay the audit fee at 70% of the normal charge-out rate of the audit firm.

Comparison of the auditor's remuneration for the fiscal year ended December 31, 2020 and the fiscal year ended December 31, 2019 is as follows:

Audit Fee	For the fiscal year ended December 31, 2020 (Proposed)	For the fiscal year ended December 31, 2019*
1. Audit Fee (Baht)	4,910,000	4,910,000
2. Others Fee (Baht)	-	-

Remark: \*Actual audit fee for the fiscal year 2019 is Baht 4,910,000, excluding all out-of-pocket expenses such as photocopying of documents, travel expenses and others, which the Company paid the actual expenses to the auditors. In addition, audit fees for 4 subsidiaries a total amount of Baht 1,485,000.

The auditors of some of the Company's subsidiaries are the auditors from the same audit firm and some subsidiaries use the services provided by other audit firms. The selection criteria of auditors are principally based on the service quality and the fees of the auditor, the Board of Director is responsible for ensuring that the financial statements of those subsidiaries are completed within the schedules.

**Opinion of the Board:** The proposal had been appropriately by the Audit Committee, the Board of Directors has considered and opined to propose the appointment of the auditors of the Company and the auditor's remuneration for the fiscal year ended December 31, 2020 as proposed by the Audit Committee above to the AGM 2020 for approval.

**Remarks:** A resolution on this agenda item must be approved with the majority of the votes of the shareholders attending the meeting and casting their votes.

**Agenda Item No. 8: To consider and approve (1) the Operating procedure for transactions of derivative financial commodities, (2) Operating procedures of fund lending and (3) Operating procedures of acquisition or disposal of assets**

**Purpose and Reason:** Due to Delta Electronics (Thailand) Public Company Limited, a subsidiary of Delta Electronics, Inc. in Taiwan Must comply with Article 7 of "Regulations Governing the Acquisition and Disposal of Assets by Public Companies" and Article 10 of "Regulations Governing



Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” announced by Financial Supervisory Commission R.O.C. (Taiwan). Delta Electronics (Thailand) Public Company Limited (DET) shall establish its procedures for the acquisition or disposal of assets and loaning of funds in accordance with the provisions of aforementioned regulations. After the establishment of procedures have been approved by Board of Directors of DET, the procedures shall be submitted to a shareholders' meeting of DET for approval; the same applies when the procedures are amended.

**Opinion of the Board:** The Board of Directors has considered and opined to propose the (1) Operating procedure for transactions of derivative financial commodities (2) Operating Procedures of Fund Lending and (3) Operating Procedures of Acquisition or Disposal of Assets as attached with this notice (Attachment 5) to the AGM 2020 for approval.

**Remarks:** A resolution on this agenda item must be approved with the majority of the votes of the shareholders attending the meeting and casting their votes.

**Agenda Item No. 9: To consider any other business (if any)**

You are cordially invited to attend this meeting at the date, time and venue stated above. The Company will publish the convening notice for this meeting and the other supporting documents on its website ([www.deltathailand.com/en/shareholder-meeting](http://www.deltathailand.com/en/shareholder-meeting)) from February 28, 2020 to enable the shareholders to consider the agenda in advance. On the meeting date, registration for attendance at the meeting will begin at 8.30 a.m. To speed up the registration process, you are requested to **fill out the Registration Form (Attachment 12)** and bring your identity card, or passport, or government official identity card, or driver's licence as evidence of your right to attend the meeting (please refer to Attachment 7 for the list of Documents or evidence which the person who will attend the 2020 Annual General Meeting of Shareholders shall take and present to the Meeting)

If you wish to appoint another person or a Director of the Company (profiles of Directors for consideration of proxy from shareholders are set out in Attachment 3) to attend and vote at the meeting on your behalf, please complete the enclosed Proxy Form B, for foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form A, Proxy Form B or Form C in Attachment 6, or download the Proxy Form from the Company's website [www.deltathailand.com/en/shareholder-meeting](http://www.deltathailand.com/en/shareholder-meeting) and also bring the documents or evidence which the person who will attend the 2020 Annual General Meeting of Shareholders shall take and present to the Meeting as specified in Attachment 7. A duty stamp for the proxy will be provided at the registration desk without any charge. Shareholders who have questions concerning the meeting or matters related to the Company's business may submit those questions in advance to the Company or via e-mail: [info@deltathailand.com](mailto:info@deltathailand.com).

If you expect to attend the Meeting by using the Company's van services, please make a reservation **by March 27, 2020**. Please see Attachment 11 for more information relating to the timetable, van stop and booking procedures for the Company's van services.

Very truly yours,

(Anusorn Muttaraid)

Director