

18 March 2009

To: Shareholders
Re: Notice of the 2009 Annual General Meeting of Shareholders

The Board of Directors of Delta Electronics (Thailand) Public Company Limited (DELTA) (the "Company") resolved to call the 2009 Annual General Meeting of Shareholders to be held on **Friday, 3 April 2009 at 09.30 a.m.** at the Company's office located at 909 Moo 4, Bangpoo Industrial Estate, Tambol Prakasa, Amphur Muangsamutprakarn, Samutprakarn 10280 to consider the following agenda.

Agenda 1: To certify the minutes of the Annual General Meeting of Shareholders No. 1/2008 held on 3 April 2008

Purpose and Reason: The Annual General Meeting of Shareholders No. 1/2008 was held on 3 April 2008 and a copy of those Minutes, attached as Attachment 1 to this notice, was submitted to the Stock Exchange of Thailand and the Ministry of Commerce according to the requirement of the laws and was posted on the Company website (www.deltathailand.com).

Opinion of the Board: The Board of Directors has considered the matter and is of the opinion that the minutes of the Annual General Meeting of Shareholders No. 1/2008 be certified.

Agenda 2: To acknowledge the operating results of the Company in 2008

Purpose and Reason: The summary of the Company's operating results during 2008 was in the 2008 Annual Report under the heading "Operating Results and Financial Conditions", which is incorporated as Attachment 2 to this notice.

Opinion of the Board: The Board of Directors has considered the matter and is of the opinion that the Company's operating results for the year 2008 be proposed to the Annual General Meeting of Shareholders for acknowledgement.

Agenda 3: To consider and approve the annual financial statements for the year ended 31 December 2008 and the auditor's report.

Purpose and Reason: In compliance with the Public Companies Act, the Company must prepare a balance sheet and profit and loss statement at the end of each fiscal year and ensure that they are audited by the auditor before presenting them to the Shareholders' Meeting for approval.

Opinion of the Board: The Board of Directors has considered the matter and is of the opinion that the audited balance sheet and profit and loss statement for the year ended 31 December 2008 and the auditor's report, all of which have been reviewed by the Audit Committee, be proposed to the Annual General Meeting of Shareholders for approval. Details are in the 2008 Annual Report under the section of Financial Statements, which is incorporated as Attachment 2 to this notice.

Agenda 4: To consider and approve the dividend distribution for 2008

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.

Opinion of the Board: The Board of Directors has considered the matter and is of the opinion that the dividend payment out of the net profit derived from the BOI promoted business at a dividend rate of Baht 1.10 per share to be distributed to the shareholders whose names appeared in the share register book as at the Record Date i.e. 13 March 2009 be proposed to the Annual General Meeting of Shareholders for approval. The dividend payment is scheduled for 10 April 2009. The dividends derived from a BOI promoted business are exempt from income tax.

| Details of Dividend Payment | 2008 (Proposed) | 2007 |
|---|--------------------|---------------|
| 1. Net Profit (based on consolidated financial statements) (Baht) | 2,897,838,140 | 3,155,211,906 |
| 2. Number of shares (share) | 1,247,380,634 | 1,247,371,952 |
| 3. Dividend per share (Baht) | 1.10 | 1.60 |
| 4. Total dividends paid (Baht) | 1,372,118,697 | 1,995,795,123 |
| 5. Dividends as percentage of the total net profit | 47% | 63% |

Agenda 5: To consider and approve the appointment of directors replacing those retiring by rotation

Purpose and Reason: In compliance with the Public Companies Act and Article 15 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third (1/3) of the directors, or if the number is not a multiple of three, then the number nearest to one-third (1/3), who have been in office for the longest period must retire from office. For the 2009 Annual General Meeting of Shareholders, the retiring directors are:

- | | |
|--------------------------|---|
| 1. Mr. Ng Kong Meng | Chairman of the Board |
| 2. Mr. Hsieh, Heng-Hsien | Director of the Board |
| 3. Prof. Lee, Ji-Ren | Independent Director/ Audit Committee and Compensation Committee |

Although the process of selecting the directors is not supervised by a nomination committee, as the Company has no such committee, the Board selected the candidates by considering their qualifications. The Board considered each candidate's competence, experience and expertise, including their performance as directors in recent years. The Company provided opportunities for the shareholders to propose names of qualified persons to be selected as directors but it received no response.

Opinion of the Board: The Board of Directors, excluding the nominated Directors, has considered the matter and is of the opinion that the re-appointment of Mr. Ng

Kong Meng and Mr. Hsieh, Heng-Hsien for another term be proposed to the Annual General Meeting of Shareholders for approval. Prof. Lee, Ji-Ren informed the Board of his intention not to be re-appointed as the Company's director. The Board has proposed Mr. Liu, Heng-Yih to fill the vacancy for independent director position. The independent director qualifications are set according to the requirements of the SEC (please find the director selection and nomination criteria and the qualifications of the independent directors in the annual report under the Section of Managerial Structure). The profiles of the proposed directors to be re-elected are set out in Attachment 3.

Agenda 6: To consider and approve the remuneration for directors for 2009

Purpose and Reason: As designated by the Board of Directors, the Compensation Committee is responsible for determining the remuneration for the directors. The consideration is based on the scope of responsibilities and performance of each individual director, the Company's overall performance, and market conditions. However, the remuneration determined by the Compensation Committee must be proposed to the board of directors for approval and the director remuneration must also be approved by the shareholders' meeting.

Opinion of the Board: Having considered the Compensation Committee's advice, the Board of Directors has considered the matter and is of the opinion that the annual director remuneration for 2009 which is equal to the remuneration in 2008 be proposed to the Annual General Meeting of Shareholders for approval with following details:

| | |
|--|---------------------|
| Chairman of the Board | Baht 1,500,000/year |
| Director of the Board | Baht 480,000/year |
| Independent Director/Audit Committee Chairperson | Baht 1,100,000/year |
| Independent Director/Audit Committee Member | Baht 1,000,000/year |
| Compensation Committee Chairman | Baht 100,000/year |

In addition to the above annual remuneration, the chairman of the board and independent directors will receive a meeting allowance fee of Baht 10,000 per meeting

Table of comparison of the directors' remuneration between 2009 and 2008

| Remuneration | 2009 (Proposed) | | | | | 2008 | | | | |
|-----------------------------------|-----------------------|-----------------------|--|---|---|-----------------------|-----------------------|--|---|------------------------------------|
| | Chairman of the Board | Director of the Board | Independent Director/Audit Committee Chairperson | Independent Director/Audit Committee Member | Independent director/Compensation Committee Chairperson | Chairman of the Board | Director of the Board | Independent Director/Audit Committee Chairperson | Independent Director/Audit Committee Member | Compensation Committee Chairperson |
| Remuneration / year (Baht/Person) | 1,500,000 | 480,000 | 1,100,000 | 1,000,000 | 100,000 | 1,500,000 | 480,000 | 1,100,000 | 1,000,000 | 100,000 |
| Meeting fee (Baht/Person/Meeting) | 10,000 | - | 10,000 | 10,000 | 10,000 | 10,000 | - | 10,000 | 10,000 | 10,000 |

Agenda 7: To consider and approve the appointment of auditors and to determine the audit fee for 2009

Purpose and Reason: In compliance with the Public Companies Act, the shareholders' meeting must approve the appointment of the auditors and determine the audit fee for each fiscal year.

Opinion of the Board: Having considered the Audit Committee's advice, the Board of Directors is of the opinion that the appointment of any one of the following persons from Ernst and Young Office Limited as the auditor of the Company (but not of its subsidiaries) for this fiscal year be proposed to the Annual General Meeting of Shareholders for approval:

1. Mr. Narong Puntawong, CPA No. 3315
(who endorsed the Company's financial statements once in 2008), or
2. Ms. Thipawan Nananuwat, CPA No. 3459
(who has never endorsed the Company's financial statements), or
3. Ms. Siraporn Ouaanunkun, CPA No. 3844
(who has never endorsed the Company's financial statements)

Their independence is satisfactory, they have no relationships or interests with the Company or its subsidiaries, executives, major shareholders or their affiliates.

Having considered the Audit Committee's advice, the Board is of the opinion that the auditor's remuneration of Baht 4,200,000 which is equal to the auditor's remuneration for the 2008 fiscal year be proposed to the Annual General Meeting of Shareholders for approval. The proposed fee is based on 5,000 audit service hours. However, if the actual number of audit hours exceeds the estimated hours, the Company must pay 70% of the additional cost of the audit calculated at the auditor's normal rate.

Table of comparison of the auditor's remuneration

| Audit Fee | 2009 (Proposed) | 2008* |
|----------------------|-----------------|-----------|
| 1. Audit Fee (Baht) | 4,200,000 | 4,200,000 |
| 2. Others Fee (Baht) | None | None |

Remark: * Actual audit fee of 2008 is Baht 4,800,000 including all out-of-pocket expenses such as photocopying of documents, travel expenses and others.

The Company and some of its subsidiaries use the services of the same international audit firm but different branches in various countries as all of the Company's subsidiaries are abroad. Other subsidiaries (most of which are in Europe) use the services provided by PricewaterhouseCoopers (PWC) and the rest of them engage other audit firms as their auditor. The selection criteria of auditors are principally based on the service quality and the fees of the auditor.

Agenda 8: To consider and approve the amendment of the Company's Articles of Association

Purpose and Reason: It is essential to ensure that the Company's Articles of Association conform to the Public Limited Companies Act B.E. 2535 (1992), as amended, and the Notification of the Stock Exchange of Thailand Board Re: Share Buy-back.

Opinion of the Board: The Board of Directors has considered the matter and is of the opinion that the Company's Articles of Association - Clause 9 to be deleted and replaced with the following:-

“**Clause 9.** The Company is prohibited from owning or accepting a pledge of its own shares, except a buy back of shares in the following cases:

- (1) from any shareholder who objects to a shareholders' resolution approving any amendments to the Articles of Association concerning the voting rights and dividend entitlements under which he/she considers that he/she is unfairly treated; or
- (2) for the purposes of its financial management in case where the Company has retained earnings and surplus liquidity, but such share buy back shall not cause any financial difficulties to the Company.

The bought back shares will not be part of a quorum of a meeting of shareholders, nor will the Company be eligible to cast votes or to receive dividends.

The Company shall sell or dispose of all of the bought back shares within the period specified in the share buy back scheme. After the specified period, the Company shall proceed to cancel the unsold shares it holds through a reduction of paid-up capital.

The share buy back, the sale or disposal of the bought back shares and the reduction of paid-up capital process in respect of the bought back shares including the number of shares, the purchase and disposal price or any other relevant procedures shall be made in accordance with the criteria and procedures prescribed in the relevant ministerial regulations. If the Company's shares are listed on the Stock Exchange of Thailand, the Company will comply with the regulations, notifications, orders and rules of the Stock Exchange of Thailand, the Securities and Exchange Commission or other relevant authorities.

If the number of shares to be bought back is ten (10) percent of the total paid-up capital or less, the share buy back scheme can be approved by the board of directors. If the number of shares to be bought back is more than 10 percent of the total paid-up capital, the Company shall obtain a resolution passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting.”

Agenda 9: To consider and approve the amendment/addition of the Company's business objectives and clause 3 of the Memorandum of Association re: business objectives

Purpose and Reason: The Company wishes to add one more clause of objectives to include all areas of its operations

Opinion of the Board: The Board of Directors has considered the matter and is of the opinion that the amendment/ addition to the Company's objectives be proposed to the Annual General Meeting of Shareholders for approval as follows:-

"**Clause 14.** To lend money, extend facilities or credit by any means to any person, including the Company's subsidiaries, with or without collateral, and accept a mortgage or pledge of any assets or securities as collateral, except in the banking, finance and credit foncier businesses."

Moreover, the Board of Directors proposes that the shareholders' meeting approve the amendment to clause 3 of the Memorandum of Association to reflect the addition to the business objectives, to be read as follows:

"**Clause 3.** The Company has 14 objectives as detailed in Form Bor Mor Jor.002 attached."

Agenda 10: To consider any other business

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) on 3 March 2009 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 10)** 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 5 for the list of documents or evidence certifying the identity of the shareholder or proxy attending the meeting)

If you wish to appoint another person or an Independent Director of the Company (profiles of the Independent Directors (proxy) are set out in Attachment 3) to attend and vote at the meeting on your behalf, please complete the enclosed proxy Form B, in Attachment 4, or download the Proxy Form (including Proxy Form A and Form C) from the Company's website **www.deltathailand.com** (please also refer to Attachment 5 for the list of documents or evidence certifying the identity of the shareholder or proxy attending the meeting). 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. A duty stamp for the proxy will be provided at the registration desk without any charge.

If you expect to attend the Meeting by using the Company's shuttle bus services or to take a plant visit after the Meeting, please make a booking (**by 27 March 2009**). Please see Attachment 9 for more information relating to the timetable, bus stop and booking procedures for the Company's shuttle bus services, including the plant visit.

Very truly yours,

(Ming-Cheng Wang)
Vice Chairman

- Attachments:
1. A copy of the minutes of the Annual General Meeting of Shareholders No. 1/2008
 2. 2008 Annual report (CD)
 3. Profiles of the directors proposed to replace the directors who are retiring by rotation and the independent directors (as proxies)
 4. Proxy Form (Form B)
 5. Documents or evidence certifying the identity of the shareholder or proxy attending the meeting
 6. Company's Articles of Association (Relating to the Annual General Meeting of Shareholders)
 7. Map of the meeting venue
 8. Request Form for the 2008 annual report (hard copy)
 9. Reservation Form for Transportation and Plant Visit
 - 10. Registration Form (please bring this form for registration on the Meeting date)**