



1 September 2010

To: Shareholders

Re: Notice of the Extraordinary General Meeting of Shareholders No. 1/2010

- Attachments:
1. A copy of the minutes of the 2010 Annual General Meeting of Shareholders;
  2. Details of ESOP 2010;
  3. Capital Increase Report Form;
  4. Proxy Form (Form B);
  5. Profiles of the independent directors (as proxies);
  6. Documents or evidence certifying the identity of the shareholder or proxy attending the meeting;
  7. Company's Articles of Association (Relating to the Meeting of Shareholders);
  8. Reservation Form for Transportation
  9. Map of the meeting venue;
  - 10. Registration Form (Please bring this form for registration on the Meeting date)**

The Board of Directors of Delta Electronics (Thailand) Public Company Limited (the "Company") or "DELTA" resolved to call the Extraordinary General Meeting of Shareholders No. 1/2010 to be held on **Monday, 20 September 2010 at 10.00 a.m.** at the Company's office located at 909 Moo 4, Bangpoo Industrial Estate, Tambol Prakasa, Amphur Muangsamutprakarn, Samutprakarn to consider the following agenda.

**Agenda Item No. 1: To consider and certify the minutes of the 2010 Annual General Meeting of Shareholders**

Purpose and Reason: The 2010 Annual General Meeting of Shareholders was held on 5 April 2010 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 that the minutes of Annual General Shareholders Meeting of the Year 2010, which held on 5 April 2010 have been record correctly and is of the opinion that the minutes of the 2010 Annual General Meeting of Shareholders be certified.

Remarks: The resolution of this agenda must be certified with the majority of the voting of the shareholders attended the meeting and have voting right.

**Agenda Item No. 2: To consider and approve the issuance and offering of warrants to the directors and employees of Delta Electronics (Thailand) Public Company Limited and its subsidiaries under the Employee Stock Option Plan ("ESOP 2010")**

Purpose and Reason: Prime objective of the issuance of ESOP warrants is to create unity among directors and employees in many locations of the company and its subsidiaries as one team, one company. With the management complex business expansion plan, there will be many new businesses and new teams to add to create more value. As in the past 2 ESOP scheme in year 2000 (DELTA-W1) and year 2005 (DELTA-W2), providing directors and employees with additional incentives through the grant of warrants has been a proven effective tools in maintaining and promoting loyalty as well as improvement of personal

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DELTA ELECTRONICS (THAILAND) PUBLIC COMPANY LIMITED

PUBLIC COMPANY REGISTRATION NO. 0107537002559 ทะเบียนเลขที่ 0107537002559

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competency for continued success and growth of the Company. (Details of the Issuance and Allocation of Warrants to the Directors and Employees have been sent to the shareholders of the Company together with this Notice as Attachment 2)

**Opinion of the Board:** The Board of Directors has considered the matter and is of the opinion that the issuance and offering of warrants to the directors and employees of the Company and its subsidiaries under the Employee Stock Option Plan (“**ESOP 2010**”) with the detail provided in Attachment 2 be proposed to the Extraordinary General Meeting of Shareholders No. 1/2010 for approval.

**Remark:**

1. This agenda item must be approved with not less than three-fourths of the votes of the shareholders attending the meeting and having the right to vote, provided that shareholders holding an aggregate number of shares exceeding 10 percent of the votes of shareholders attending the meeting do not oppose the offering of warrants to the directors and employees of the Company and its subsidiaries under ESOP 2010.
2. In considering and approving the issuance and offering of the Warrant to the directors and employees of the Company and its subsidiaries under the ESOP 2010 is consist of substantial relevant matters which shall be considered as shown in the Agenda Item No. 2 to Agenda Item No. 6. The Agenda Item No. 2 to Agenda Item No. 6 shall be regarded as interrelated matters. Therefore, if Agenda Item No. 2 is not approved, it shall be deemed that other Agenda Item is not approved.

**Agenda Item No 3: To consider and approve the decrease of the registered capital from Baht 1,259,000,000 to Baht 1,247,384,570 by canceling 11,615,430 unissued shares of the Company at a par value of Baht 1 each, and the amendment to Clause 4 of the Company’s Memorandum of Association to be in line with the decrease of registered capital**

**Purpose and Reason:** According to the Annual General Meeting of Shareholders No. 1/2005 held on March 30, 2005; the Meeting passed the resolution with regard to the issuance, offering and allocation of warrants to the directors and employees of the Company (“**DELTA-W2**”) with the term of 5 years. Up to now, there are 3,198 units of DELTA-W2 being unexercised and which shall reach their 5-year term within this year (December 19, 2010). In supporting the issuance and offer of DELTA-W2, the Company had issued and allocated ordinary shares to be reserved for the exercise of right under DELTA-W2, which, as of August 6, 2010, remained unallocated in the amount of 11,619,366 shares with the par value of Baht 1 each.

However, for the 3,198 units of DELTA-W2 which are remained unexercised, the Company has to reserve ordinary shares for the unexercised DELTA-W2 in the amount of 3,936 shares (calculated from exercise ratio of 1 warrant per 1.231 shares as a result of paying dividend for 2009 performance at the rate more than 30% of net profit). Consequently, the Company has to cancel unissued and unoffered shares of Company which have been reserved for exercise right of DELTA-W2.

As above-mentioned, the Company, consequently, has to cancel those 11,615,430 shares of the Company with the par value of Baht 1 each and leave the amount of 3,936 ordinary shares to reserve for the exercises of right under DELTA-W2.

Additionally, due to the decrease of registered capital by canceling 11,615,430 unissued shares of the Company, Clause 4 of the Memorandum of Association of the Company has to be amended in order to be in line with the decrease of registered capital. Clause 4 of the Memorandum of Association to be amended is described below.

“ <b>Clause 4</b>	Registered capital	1,247,384,570 Baht	(One billion two hundred forty seven million three hundred eighty four thousand five hundred and seventy Baht)
	Divided into	1,247,384,570 shares	(One billion two hundred forty seven million three hundred eighty four thousand five hundred and seventy shares)
	Value per share	1 Baht	(One Baht)
	Divided into		
	Common shares	1,247,384,570 shares	(One billion two hundred forty seven million three hundred eighty four thousand five hundred and seventy shares)
	Preferred shares	-	(- shares)”

In this regard, the person(s) authorized by the management of the Company to register such amendment of Memorandum of Association of the Company with the Department of Business Development, Ministry of Commerce, shall have power to alter or add other related wordings as instructed by the registrar.

Opinion of the Board: The Board of Directors has considered the matter and is of the opinion that the decrease of the registered capital from Baht 1,259,000,000 to Baht 1,247,384,570 by canceling the unissued shares of the Company and the amendment to Clause 4 of the Company’s Memorandum of Association to be in line with the decrease of registered capital be proposed to the Extraordinary General Meeting of Shareholders No. 1/2010 for approval as previously proposed in all respects.

Remark: This agenda item must be approved with not less than three-fourths of the votes of the shareholders attending the meeting and having the right to vote.

**Agenda Item No. 4: To consider and approve the increase of the registered capital from Baht 1,247,384,570 to Baht 1,309,684,570 by issuing 62,300,000 new ordinary shares at a par value of Baht 1 each to reserve for the proposed ESOP 2010 and the amendment to Clause 4 of the Memorandum of Association to be in line with the increase of registered capital**

Purpose and Reason: After the reduction of the Company’s registered capital by canceling its unissued shares as proposed for the Meeting’s approval in Agenda Item No. 3 above, the Company intended to increase the registered capital from Baht 1,247,384,570 to Baht 1,309,684,570 by issuing 62,300,000 new ordinary shares, at the par value of Baht 1 each to reserve for the proposed ESOP 2010 in Agenda Item No. 2 above. (The detail of the increase of registered capital has been sent to the shareholders of the Company together with this Notice as Attachment 3)

Additionally, due to the increase of registered capital, Clause 4 of the Memorandum of Association of the Company has to be amended in order to be in line with the increase of registered capital. Clause 4 of the Memorandum of Association to be amended is described below.

<b>“Clause 4</b>	Registered capital	1,309,684,570 Baht	(One billion three hundred nine million six hundred eighty four thousand five hundred and seventy Baht)
	Divided into	1,309,684,570 shares	(One billion three hundred nine million six hundred eighty four thousand five hundred and seventy shares)
	Value per share	1 Baht	(One Baht)
	Divided into		
	Common shares	1,309,684,570 shares	(One billion three hundred nine million six hundred eighty four thousand five hundred and seventy shares)
	Preferred shares	-	(- shares)”

In this regard, the person(s) authorized by the management of the Company to register such amendment of Memorandum of Association of the Company with the Department of Business Development, Ministry of Commerce, shall have power to alter or add other related wordings as instructed by the registrar.

Opinion of the Board: The Board of Directors has considered the matter and is of the opinion that the increase of the registered capital from Baht 1,247,384,570 to Baht 1,309,684,570 by issuing 62,300,000 new ordinary shares, with the par value of Baht 1 each to reserve for the proposed ESOP 2010 and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with new capital be proposed to the Meeting of Shareholders for approval.

Remark: This agenda item must be approved with not less than three-fourths of the votes of the shareholders attending the meeting and having the right to vote

**Agenda Item No. 5: To consider and approve the allotment of 62,300,000 new ordinary shares to reserve for the exercise of right to purchase ordinary shares by the holders of the warrants to be issued and offered under the ESOP 2010**

Purpose and Reason: Due to the increase of the registered capital of the Company by issuing 62,300,000 ordinary shares as proposed for the Meeting’s approval approved in the Agenda Item No. 4 above, it is proposed that such amount of newly-issued ordinary shares shall be allocated to reserve for the exercise of the right to purchase the ordinary shares by the Warrant holders to be issued and offered under the ESOP 2010 as proposed for the approval in the Agenda Item No. 2 above.

Opinion of the Board: The Board of Directors has considered the matter and is of the opinion that the allocation of 62,300,000 new ordinary shares for the exercise of the right to purchase



the ordinary shares by the Warrant holders to be issued and offered under the ESOP 2010 be proposed to the Meeting of Shareholders for approval as previously proposed in all respects.

Remarks: The resolution of this agenda must be approved with the majority of the voting of the shareholders attended the meeting and have voting right.

**Agenda Item No. 6: To consider and approve the listing of warrants and ordinary shares from the exercise of warrants issued and offered under ESOP 2010 on the Stock Exchange of Thailand**

Purpose and Reason: Due to the issuance and offering of ESOP warrants as proposed for the Meeting's approval in the Agenda Item No. 2 above, it is proposed that such ESOP warrants and ordinary shares from the exercise of warrants issued and offered under ESOP 2010 shall be listed on the Stock Exchange of Thailand.

In registering those warrants to be tradable in the Stock Exchange of Thailand, the Company shall proceed with relevant laws, rules and regulations of the Securities and Exchange Commission and/or the Capital Market Supervisory Board and/or the Stock Exchange of Thailand as the case may be.

Opinion of the Board: The Board of Directors has considered the matter and is of the opinion that the listing of warrants and ordinary shares from the exercise of warrants issued and offered under ESOP 2010 on the Stock Exchange of Thailand be proposed to the Meeting of Shareholders for approval as previously proposed in all respects.

Remarks: The resolution of this agenda must be approved with the majority of the voting of the shareholders attended the meeting and have voting right.

**Agenda Item No. 7: 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](http://www.deltathailand.com)) from August 23, 2010 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 6 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 5) 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 6 for the list of documents or evidence certifying the identity of the shareholder or proxy attending the meeting). 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 any shareholder expects to attend the Meeting by using the Company's shuttle bus services, please make a reservation **by September 15, 2010**. Please see Attachment 8 for more information relating to the timetable, bus stop and booking procedures for the Company's shuttle bus services.

Very truly yours,

(Ming-Cheng Wang)

Vice Chairman