

27 February 2013

Re: Notice of the 2013 Annual General Meeting of Shareholders  
Delta Electronics (Thailand) Public Company Limited

To: Shareholders

Attachments: 1. A copy of the minutes of the 2012 Annual General Meeting of Shareholders;  
2. 2012 Annual report (in form of CD);  
3. Profiles of the directors proposed for re-election and independent directors proposed for appointment as proxy;  
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 2012 annual report (hard copy);  
9. Reservation Form for Transportation; and  
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 2013 Annual General Meeting of Shareholders to be held on **Friday, March 29, 2013 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 2012 Annual General Meeting of Shareholders**

Purpose and Reason: The 2012 Annual General Meeting of Shareholders was held on March 30, 2012 and a copy of those Minutes, attached as Attachment 1 to this notice, was submitted to the Securities and Exchange Commission and the Stock Exchange of Thailand according to the requirement of the laws and was posted on the Company website ([www.deltathailand.com](http://www.deltathailand.com)).

Opinion of the Board: The Board of Directors has considered that the minutes of the 2012 Annual General Meeting of Shareholders held on March 30, 2012, is a correct record and therefore proposed that the minutes of the 2012 Annual General Meeting of Shareholders, be certified.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the shareholders present and eligible to vote.

**Agenda Item No. 2: To acknowledge the operating results of the Company for the fiscal year ended December 31, 2012**

Purpose and Reason: A summary of the Company's operating results for the year 2012 ended December 31, 2012 is set out in the Annual Report under the heading "Management Discussion & Analysis", 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 fiscal year ended December 31, 2012 be proposed to the Annual General Meeting of Shareholders for acknowledgement.

Remarks: To be informed and no voting for this agenda item.

**Agenda Item No. 3: To consider and approve the Company's audited financial statements for the fiscal year ended December 31, 2012 and the auditor's report**

Purpose and Reason: In compliance with the Public Companies Act B.E. 2535 (as amended), the Company must prepare a balance sheet and profit and loss statement at the ending date of each fiscal year of the Company and ensure that they are audited by the auditor before presenting them to the Shareholders' Meeting for approval. Details are in the 2012 Annual Report under the section of Report and Financial Statements, 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 audited balance sheet and profit and loss statement for the fiscal year ended December 31, 2012 and the auditor's report, all of which have been audited by the auditor and reviewed by the Audit Committee, be proposed to the Annual General Meeting of Shareholders for approval.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the shareholders present and eligible to vote.

**Agenda Item No. 4: To consider and approve the distribution of dividend for the fiscal year ended December 31, 2012**

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, 2012 made out of the net profit at the rate of Baht 2.40 per share, which is the rate that conforms to the policy of the dividend distribution of the Company. The date for determining the shareholders entitled to receive dividend (i.e. Record Date) is February 28, 2013. The date for gathering the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspension of share transfer (i.e. the Closing Date) is March 1, 2013. The dividend payment is scheduled for April 9, 2013.

In this regards, the comparison of the rate of the dividend distribution of the fiscal year ended December 31, 2012 and of the fiscal year ended December 31, 2011 is presented as follows:

<b>Details of Dividend Payment</b>	<b>The fiscal year ended December 31, 2012 (Proposed)</b>	<b>The fiscal year ended December 31, 2011</b>
1. Net Profit (based on consolidated financial statements) (Baht)	4,347,383,562	2,864,211,537
2. Number of shares (share)	1,247,381,614	1,247,381,614
3. Dividend per share (Baht)	2.40	1.20
4. Total dividends paid (Baht)	2,993,715,874	1,496,857,937
5. Percentage of dividend payment against the net profit	68.86%	52.26%

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

**Opinion of the Board:** The Board of Directors has considered the matter and is of the opinion that (i) the Company's dividend payment for the fiscal year ended December 31, 2012 made out of the net profit at the rate of Baht 2.40 per share, (ii) the scheduled Record Date of February 28, 2013, and (iii) the scheduled dividend payment date of April 9, 2013 as detailed above, be proposed to the Annual General Meeting of Shareholders for approval.

**Remarks:** A resolution on this agenda item must be approved with the majority of the votes of the shareholders present and eligible to vote.

**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 2013 Annual General Meeting of Shareholders, the retiring directors are:

Director who retires by rotation	Position	Tenure of Directorship	Meeting Attendance in 2012
1. Mr. Chu, Chi-Yuan	Director of the Board	24 years	4/5
2. Ms. Niramol Tantipuntum	Director of the Board	18 years	5/5
3. Emeritus Prof. Supapan Ruttanaporn	1) Independent Director 2) Audit Committee	1) 8 years 2) 8 years	1) 5/5 <sup>1)</sup> 2) 9/9 <sup>2)</sup>

Remark : <sup>1)</sup> Board of Directors' Meeting <sup>2)</sup> Audit Committee's Meeting

The Board of Directors proposed the re-election of these three directors, who will be retiring to resume their directorships for another term (profiles of these directors have been sent to the shareholders of the Company together with this notice as Attachment 3) due to each director being an expert and having knowledge, capacity and experience in the business of the Company.

In the past, the directors had good performance of their duties as director and have all qualifications of director under the law. In addition, the Company provided opportunities for the shareholders to propose name of qualified person to be elected but it received no response.

In this regards, Emeritus Prof. Supapan Ruttanaporn, who is proposed to be re-elected for another term, will also be an independent director of the Company. Her 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 Annual Report of Year 2012 in the section "Managerial Structure", which is attached to this notice (Attachment 2)). She is not an executive director, officer, employee or adviser who earns salary from the Company. She does 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.

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 (please find the director selection and

nomination criteria and the qualifications of the independent directors in the Annual Report of Year 2012 under the Section of Managerial Structure as attached with this notice (Attachment 2)).

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. Chu, Chi-Yuan, Ms. Niramol Tantipuntum and Emeritus Prof. Supapun Ruttanaporn for another term be proposed to the Annual General Meeting of Shareholders for approval.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the shareholders present and eligible to vote.

**Agenda Item No. 6: To consider and approve the remuneration of directors for the year 2013**

Purpose and Reason: As designated by the Board of Directors, the Compensation Committee is responsible for determining the remuneration for the directors based on the scope of responsibilities and performance of each individual director, the Company's overall performance, and market rate. The Compensation Committee must propose the directors' remuneration to the Board of Directors for approval first. 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 2013 and year 2012 are presented as follows:

Remuneration	Year 2013 (Proposed)					Year 2012				
	Chairman of the Board	Director of the Board	Independent Director/Audit Committee Chairperson	Independent Director/Compensation Committee Chairperson	Independent Director/Audit Committee Member	Chairman of the Board	Director of the Board	Independent Director/Audit Committee Chairperson	Independent Director/Compensation Committee Chairperson	Independent Director/Audit Committee Member
Remuneration /year (Baht/Person)	1,650,000	500,000	1,250,000	1,250,000	1,150,000	1,500,000	480,000	1,100,000	1,100,000	1,000,000
Meeting allowance (Baht/Person/Meeting)	10,000	-	10,000	10,000	10,000	10,000	-	10,000	10,000	10,000

Remarks

1. Total of the directors' remuneration for the year 2013 is in the amount of Baht 7,800,000
2. The amount of the directors' remuneration for the year 2013 increases from the year 2012 by Baht 700,000.
3. A meeting allowance for the year 2013 is fixed at the rate of Baht 10,000 per meeting, which is the same as the rate for the year 2012 (the Company will pay such meeting allowance to the Chairpersons and independent directors who seat on the Board of Directors, Audit Committee and Compensation Committee.)

Opinion of the Board: The Board of Directors has considered the matter and is of the opinion that the proposed annual directors' remuneration for the year 2013 be proposed to the Annual General Meeting of Shareholders 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 the directors who are shareholders are not eligible to vote in this agenda item

**Agenda Item No. 7: To consider and approve the appointment of the auditors and their remuneration for the fiscal year ended December 31, 2013**

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, 2013, the Audit Committee has proposed to the Board of Director to appoint the auditors from Ernst and Young 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. Supachai Phanyawattano, CPA No. 3930  
(who has endorsed the Company's financial statements since year 2010), or
2. Ms. Waraporn Prapasirikul, CPA No. 4579  
(who has never endorsed the Company's financial statements), 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.

Having considered the Audit Committee's advice, the Board of Directors resolved to propose the Meeting of Shareholders to approve the appointment of Mr. Supachai Phanyawattano, C.P.A Registration No. 3930, or Ms. Waraporn Prapasirikul, CPA Registration No. 4579, or Ms. Supanee Triyanantakul, C.P.A Registration No. 4498, of Ernst & Young Office Limited to be the Company's auditor for the year 2013. In the event that such auditors are unable to perform their duties, Ernst and Young 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 4,400,000. 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, 2013 and the fiscal year ended December 31, 2012 is as follows:

<b>Audit Fee</b>	<b>For the fiscal year ended December 31, 2013 (Proposed)</b>	<b>For the fiscal year ended December 31, 2012*</b>
1. Audit Fee (Baht)	4,400,000	4,400,000
2. Others Fee (Baht)	None	None

Remark: \* Actual audit fee for the fiscal year 2012 is Baht 4,786,335 including all out-of-pocket expenses such as photocopying of documents, travel expenses and others, which the Company paid the actual expenses to the auditors.

The auditors of some of its subsidiaries are the auditors from the same audit firm but different branches in various countries as all of the Company's subsidiaries are abroad. Some subsidiaries (most of which are in Europe) use the services provided by Pricewaterhouse Coopers (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.

Opinion of the Board: Having considered the Audit Committee's advice, the Board of Directors is of the opinion that the appointment of the auditors of the Company and the auditor's

remuneration for the fiscal year ended December 31, 2013 as proposed by the Audit Committee above be proposed to the Annual General Meeting of Shareholders for approval.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the shareholders present and eligible to vote.

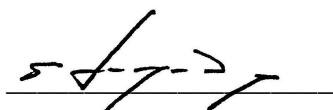
**Agenda Item No. 8: To consider any other business (if any)**

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 February 27, 2013 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 from the Company's website [www.deltathailand.com](http://www.deltathailand.com) and also bring the documents or evidence certifying the identity of the shareholder or proxy attending the meeting as specified in Attachment 5. For foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form A, Proxy Form B or Form C which are available on the Company's website. 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 shuttle bus services, please make a reservation **by March 25, 2013**. Please see Attachment 9 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



# Translation

## Minutes of the 2012 Annual General Meeting of Shareholders of Delta Electronics (Thailand) Public Company Limited

The Meeting was held on March 30, 2012, at 10:10 am, at the office of Delta Electronics (Thailand) Public Company Limited (the “**Company**”), located at 909 Moo 4, Tambol Prakasa, Amphur Muang Samutprakarn, Samutprakarn, Thailand. 69 shareholders, holding aggregate amount of 29,113,267 shares, and 166 proxies holding aggregate amount of 1,082,578,945 shares attended the Meeting. The 235 shareholders and proxies who attended the meeting held 1,111,692,212 shares, equivalent to 89.12 percent of 1,247,381,614 paid up shares, constituting a quorum of the meeting prescribed by the Company’s Articles of Association.

Directors, executive members and other attendees consisted of:

### Directors and executive members

Mr. Ng Kong Meng (James Ng)	Chairman of the Board and Chairman of the Meeting
Mr. Ming-Cheng Wang	Vice Chairman and Vice President
Mr. Hsieh, Heng-Hsien (Henry Shieh)	Director and President
Mr. Anusorn Muttaraid	Director and Compensation Committee Member
Ms. Niramol Tantipuntum	Director
Emeritus Prof. Supapun Ruttanaporn	Independent Director and Audit Committee Chairperson
Mr. Supat Limpaporn	Independent Director, Audit Committee Member and Compensation Committee Chairman
Prof. Lee, Ji-Ren	Independent Director, Audit Committee Member and Compensation Committee Member
Mr. Yu, Po-Wen	Chief Financial Officer (CFO)
Ms. Kulwadee Kawayawong	Investor Relations (IR)
Ms. Duangrat Lertvorasirikul	Company Secretary

### Other attendees

Mr. Supachai Phanyawattano	Auditor from Ernst and Young Office Limited
Ms. Manunya Thitinuntawan	Representative from Allen and Overy (Thailand) Co., Ltd, to monitor the counting of votes

Ms. Duangrat Lertvorasirikul, Company Secretary, introduced the members of Board of Directors, Management, Auditor from Ernst and Young Office Limited and representative from Allen and Overy (Thailand) Co., Ltd, to monitor the counting of votes to the Meeting. Then, Mr. Ng Kong Meng, Chairman, welcomed all shareholders and assigned Mr. Anusorn Muttaraid to conduct the Meeting and Mr. Henry Shieh, the President, to present the Company’s business direction in 2012 to the Meeting.

### Meeting Commencement

Company Secretary informed the Meeting on the meeting quorum which comprised shareholders attending both in person and by proxies and explained to the Meeting regarding



# Translation

procedures of the Meeting and vote casting. After the meeting quorum was deemed constituted as required by the Company's Articles of Association, Mr. Anusorn Muttaraid, as assigned by the Chairman, convened the Meeting in accordance with the agenda items set in the meeting notice as follows:

## **Agenda Item No. 1: To consider and certify the minutes of the 2011 Annual General Meeting of Shareholders**

The Chairman proposed that the Meeting consider and certify the minutes of the 2011 Annual General Meeting of Shareholders, held on April 1, 2011, of which the copy has been delivered to all shareholders along with the notice convening this Meeting. The copy of the minutes was also submitted to the Securities and Exchange Commission and the Stock Exchange of Thailand within the period required by law, and posted on the Company's website ([www.deltathailand.com](http://www.deltathailand.com)).

The Chairman proposed that the Meeting consider and certify the minutes of the 2011 Annual General Meeting of Shareholders, held on April 1, 2011, as per the details stated above.

Remark: A resolution on this agenda item must be approved by the majority of votes of the shareholders present and cast the votes.

Resolution: The Meeting considered and resolved to certify the proposed minutes of the 2011 Annual General Meeting of Shareholder, held on April 1, 2011, with the following votes:

Type of Voting	Number of Votes	Percentage
1. Approve	1,111,692,212	100
2. Disapprove	0	0
3. Abstain	0	-

## **Agenda Item No. 2: To acknowledge the operating results of the Company for the fiscal year ended December 31, 2011**

The Chairman proposed that the Meeting acknowledge the operational results of the Company for the fiscal year ended December 31, 2011 as set out in the 2011 Annual Report under the section of "Management Discussion and Analysis" which has been delivered to all shareholders along with the notice convening this Meeting.

Remarks: This agenda item is for acknowledgement; therefore, there is no need to vote on this agenda item.

The Meeting acknowledged the operational results of the Company for the fiscal year ended December 31, 2011.

## **Agenda Item No. 3: To consider and approve the Company's audited financial statements for the fiscal year ended December 31, 2011 and the auditor's report**

The Chairman informed the Meeting that, in order to comply with the requirement of the Public Limited Companies Act B.E. 2535 (as amended), the Company must prepare an



audited balance sheet and profit and loss statement as at the end of each fiscal year of the Company and present them to the annual general meeting of shareholders for consideration and approval. Details of the Company's financial statements are in the 2011 Annual Report under the section of "Report and Consolidated Financial Statements", which has been delivered to all shareholders along with the notice convening this Meeting.

The Chairman proposed that the Meeting consider and approve the audited financial statements of the Company for the fiscal year ended December 31, 2011, and the auditor's report as per the details stated above.

**Remarks:** A resolution on this agenda item must be approved by the majority of votes of the shareholders present and cast the votes.

- Shareholder asked why the Company's net profit is higher than operational profit.

**Answer:** The Company explained that operational profit shows the performance of the core business of the Company which is derived from the sales revenue deducted by the cost of sales and selling and administrative expenses. The net profit includes other income such as interest income, gains from foreign exchange, gains from the sale of investment, etc. The Company has received a significant amount of other incomes in 2011 which resulted in a higher net profit than its operating profit this year.

- Shareholder further asked the Company to inform the average interest rate due to the fact that the interest rate specified by the Company was in a broad range from 1.03% to 15.36%.

**Answer:** The Company explained that a calculation of the average interest rate cannot be calculated by using the range of 1.03% - 15.36% since the interest rates of its subsidiaries which are located in different countries varies substantially. It is high in some countries and low in some countries.

**Resolution:** The Meeting considered and resolved to approve the audited financial statements for the fiscal year ended December 31, 2011, and the auditor's report, as proposed, with the following votes:

Type of Voting	Number of Votes	Percentage
1. Approve	1,111,163,212	100
2. Disapprove	0	0
3. Abstain	529,000	-

#### **Agenda Item No. 4: To consider and approve the distribution of dividend for the fiscal year ended December 31, 2011.**

The Chairman informed the Meeting that the Company has a policy to pay a dividend of at least thirty percent (30%) of its net profits. However, the Company may adjust the dividend rate if financing is needed for a new investment plan and/or other possible future projects. Therefore, the Company will pay the dividend for the fiscal year ended December 31, 2011 made out of the profit at the rate of Baht 1.20 per share, which is the rate that conforms to the policy of the dividend distribution of the Company. The shareholders of the Company who are entitled to receive dividend payment must be shareholders who are in the list of shareholders as



## Translation

of the Record Date on February 29, 2012. The shareholders' names shall be gathered in accordance with Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by closing the share register book and suspending of the share transfer on March 1, 2012. And the dividend payment date is scheduled for April 10, 2012.

In this regard, the comparison of the rate of the dividend distribution of the fiscal year ended December 31, 2011 and of the fiscal year ended December 31, 2010 can be presented as follows:

Details of Dividend Payment	The fiscal year ended December 31, 2011 (Proposed)	The fiscal year ended December 31, 2010
1. Net Profit (based on consolidated financial statements) (Baht)	2,864,333,728	4,152,574,332
2. Number of shares (share)	1,247,381,614	1,247,381,614
3. Dividend per share (Baht)	1.20	1.70
4. Total dividends paid (Baht)	1,496,857,937	2,120,548,744
5. Percentage of dividend payment against the net profit	52.26%	51.07%

The Company's shareholders who receive the dividend derived from the BOI promoted business are exempt from income tax payment.

The Chairman proposed that the Meeting consider and approve the dividend payment for the fiscal year ended December 31, 2011 made out of the profit at the rate of Baht 1.20 per share, which is due for payment on April 10, 2012, as per the details stated above.

**Remarks:** A resolution on this agenda must be approved by the majority of votes of the shareholders present and cast the votes.

-Shareholder proposed the Company to consider increasing the dividend payment from the proposed Baht 1.20 to Baht 1.70 per share as the Company has a substantial amount of cash on hand and higher than that of last year.

**Answer:** The Company clarified that the dividend rate has been determined based on 2 major reasons. The first one is the current highly volatile world economic condition and if the Company is not in a good shape, it may face a difficulty in borrowing from financial institutions. The second reason is that the Company needs to continuously invest in research and development and in marketing. In addition, now is a good time for mergers or acquisitions because of the world economic condition is slowing down. The Company must therefore reserve its capital to explore appropriate mergers or acquisitions opportunities. However, the Company has a policy to continuously and consistently pay a reasonable rate of dividend to the shareholders.

**Resolution:** The Meeting considered and resolved to approve the dividend payment for the fiscal year ended December 31, 2011, as proposed, with the following votes:

Type of Voting	Number of Votes	Percentage
1. Approve	1,111,692,212	100
2. Disapprove	0	0
3. Abstain	0	-

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

The Chairman informed the Meeting that the Public Limited Companies Act B.E. 2535 (as amended) and Article 15 of the Company's Articles of Association prescribe that, 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 by rotation. For the 2012 Annual General Meeting of Shareholders, the directors who will retire by rotation are:

Director who retires by rotation	Position	Tenure of Directorship	Meeting Attendance in 2011
1. Mr. Ng Kong Meng	Director of the Board	22 years	4/4
2. Mr. Hsieh, Heng-Hsien	Director of the Board	6 years	3/4
3. Mr. Supat Limpaporn	1) Independent Director 2) Audit Committee 3) Compensation Committee	1) 5 years 2) 5 years 3) 5 years	1) 4/4 <sup>1)</sup> 2) 9/9 <sup>2)</sup> 3) 4/4 <sup>3)</sup>

Remark : <sup>1)</sup> Board of Directors' Meeting <sup>2)</sup> Audit Committee's Meeting <sup>3)</sup> Compensation Committee's Meeting

With their expertise, knowledge, capacity and experience in the business of the Company, these directors had a good performance of their duties in the past with full qualifications as legally required for being a director of the Company. It is, therefore, proposed that these three directors, who will retire by rotation, be re-elected as the directors for another term (their profiles have been delivered to the shareholders of the Company together with the notice convening this meeting). In addition, the Company provided opportunities for the shareholders to propose name of qualified person to be elected but none of the name was proposed by any shareholder.

In this regard, Mr. Supat Limpaporn who is proposed to be re-elected for another term, will also be an independent director of the Company. His 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 Annual Report of Year 2011 in the section "Managerial Structure", which is attached to the notice convening this Meeting). He is not an executive director, officer, employee or adviser who earns salary from the Company. He does 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.



# Translation

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 (please find the director selection and nomination criteria and the qualifications of the independent directors in the Annual Report of Year 2011 under the section of "Managerial Structure" delivered to all shareholders along with the notice convening this Meeting).

In addition, to comply with the Securities and Exchange Commission's guidelines on the convening of a shareholders' meeting, the Chairman requested that the Meeting elect the proposed directors on a one by one basis.

**Remarks:** A resolution on this agenda item must be approved by the majority of votes of the shareholders present and cast the votes.

**Resolution:** The Meeting considered and resolved to re-elect (1) Mr. Mr. Ng Kong Meng (as a director), (2) Mr. Hsieh, Heng-Hsien (as a director), and (3) Mr. Supat Limpaporn (as an independent director, Audit Committee and Compensation Committee member), who will retire from their directorships by rotation in 2012, to resume their directorships for another term, by the following votes:

Names of Directors	Approval		Disapproval		Abstain	
	Number of Votes	Percentage	Number of Votes	Percentage	Number of Votes	Percentage
1. Mr. Ng Kong Meng	1,106,616,812	99.54	5,075,400	0.46	0	-
2. Mr. Hsieh, Heng-Hsien	1,108,392,912	99.70	3,299,300	0.30	0	-
3. Mr. Supat Limpaporn	1,111,692,212	100.00	0	0	0	-

## **Agenda Item No. 6: To consider and approve the remuneration of directors for the year 2012**

The Chairman informed the Meeting about the remuneration of directors for the year 2012 that the Board of Directors assigned the Compensation Committee to determine the remuneration of directors. The determination of the Compensation Committee shall take into account the scope of responsibilities, duties and performances of each director, as well as the Company's operational results, and compared to the rate of remuneration being paid in the market, in order to obtain the proper rate of remuneration. The Compensation Committee was responsible for proposing such remuneration to the Board of Directors for approval first. However, pursuant to the Public Limited Companies Act B.E. 2535 (as amended), the directors' remuneration must also be approved by the shareholders' meeting.

Details of the directors' remuneration for year 2012, in comparison with the directors' remuneration for the year 2011 are presented as follows:



# Translation

Elements of Remuneration	Year 2012 (Proposed)					Year 2011				
	Chairman of the Board	Director of the Board	Independent Director/ Audit Committee Chairperson	Independent Director / Compensation Committee Chairman	Independent Director / Audit Committee Member	Chairman of the Board	Director of the Board	Independent Director/ Audit Committee Chairperson	Independent Director / Compensation Committee Chairman	Independent Director / Audit Committee Member
Remuneration/ year (Baht/ Person)	1,500,000	480,000	1,100,000	1,100,000	1,000,000	1,500,000	480,000	1,100,000	1,100,000	1,000,000
Meeting fee (Baht/Person/ Meeting)	10,000	-	10,000	10,000	10,000	10,000	-	10,000	10,000	10,000

## Remarks

1. Total of the directors' remuneration for the year 2012 is in the amount of Baht 7,100,000
2. The amount of the directors' remuneration for the year 2012 is equal to the amount of the directors' remuneration for the year 2011.
3. A meeting allowance for the year 2012 is fixed at the rate of Baht 10,000 per meeting, which is the same as the rate for the year 2011 (the Company will pay such meeting allowance to the Chairpersons and independent directors who is seated on the Board of Directors, Audit Committee and Compensation Committee.)

The Chairman proposed that the Meeting consider and approve the directors' remuneration for the year 2012, as per the details stated above.

**Remarks:** A resolution on this agenda item must be approved by not less than two-thirds of the votes of the shareholders attending the meeting and the directors who are shareholders are not eligible to vote in this agenda item.

**Resolution:** The Meeting considered and resolved to approve the directors' remuneration for the year 2012, as proposed, with the following votes:

Type of Voting	Number of Votes	Percentage
1. Approve	1,110,730,547	99.91
2. Disapprove	0	0
3. Abstain	0	0
4. Non eligibility	961,665	0.09

## Agenda Item No. 7: To consider and approve the appointment of the auditors and their remuneration for the fiscal year ended December 31, 2012

The Chairman informed the Meeting that, in compliance with the Public Limited Companies Act B.E. 2535 (as amended), the shareholders' meeting must approve the appointment of the auditors and determine the auditor's remuneration for each fiscal year. For the fiscal year ended December 31, 2012, the Audit Committee has proposed to the Board of Directors to appoint the auditors from Ernst and Young 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):



# Translation

1. Mr. Supachai Phanyawattano , CPA No. 3930  
(who endorsed the Company's financial statements year 2011), or
2. Ms. Thipawan Nananuwat, CPA No. 3459  
(who has never endorsed the Company's financial statements), 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.

Having considered the Audit Committee's advice, the Board of Directors resolved to propose that the Meeting approve the appointment of Mr. Supachai Phanyawattano, C.P.A Registration No. 3930, or Ms. Thipawan Nananuwat, C.P.A Registration No. 3459, or Ms. Supanee Triyanantakul, C.P.A Registration No. 4498, of Ernst & Young Office Limited to be the Company's auditor for the year 2012. In the event that such auditors are unable to perform their duties, Ernst and Young 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 4,400,000. 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, 2012, and the auditor's remuneration for the fiscal year ended December 31, 2011 is as follows:

Audit Fee	For the fiscal year ended December 31, 2012 (Proposed)	For the fiscal year ended December 31, 2011*
1. Audit Fee (Baht)	4,400,000	4,400,000
2. Others Fee (Baht)	None	None

Remark: \* Actual audit fee for the fiscal year ended December 31,2011 is Baht 4,850,000 including all out-of-pocket expenses such as photocopying of documents, travel expenses and others, which the Company paid the actual expenses to the auditors.

The auditors of its subsidiaries are the auditors from the same audit firm but different branches in various countries as all of the Company's subsidiaries are abroad. Some subsidiaries (most of which are in Europe) use the services provided by Pricewaterhouse Coopers (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.

The Chairman proposed that the Meeting consider and appoint the auditors of the Company as well as specifying the auditor's remuneration for the fiscal year ended December 31, 2012 as per the proposed details.

Remarks: A resolution on this agenda item must be approved by the majority of votes of the shareholders present and cast the votes.



## Translation

**Resolution:** The Meeting considered and resolved to appoint the auditors of the Company and specify the auditor's remuneration for the fiscal year ended December 31, 2012, as proposed, with the following votes:

Type of Voting	Number of Votes	Percentage
1. Approve	1,109,916,112	100
2. Disapprove	0	0
3. Abstain	1,776,100	-

**Agenda Item No. 8: To consider and approve the amendment/addition of the Company's business objectives and clause 3 of the Memorandum of Association re: business objectives**

The Chairman informed the Meeting that the Company wishes to add one more clause of objective to include all areas of its operations and proposed the Meeting consider and approve the amendment/ addition to the Company's objectives as follows:-

“Clauses 15: To import and export for sale chemical compounds, chemical substances, chemical supplies and other relevant chemicals for use in all kinds of activities.”

Moreover, the Chairman proposed the Meeting consider and 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 15 objectives as detailed in Form Bor Mor Jor.002 attached."

**Remarks:** A resolution on this agenda item must be approved with not less than three-fourths of the total number of shareholders present at the meeting and entitled to vote.

- Shareholder referred to this amendment and asked which chemical the Company plans to import or which product the chemical will be used for.

**Answer:** The Company does not intend to operate business relating to chemicals but it needs to use the chemicals in order to manufacture the products. This is also to comply with the laws on import of chemicals whereby the Company currently import to use in producing electronic parts or equipments of the Company and the Company may need to import additional chemicals in the future. Consequently, there is a need to add this objective to clearly cover such operations of the Company.

**Resolution:** The Meeting considered and resolved to approve the amendment/addition of the Company's business objectives and clause 3 of the Memorandum of Association re: business objectives, as proposed, by the following votes:



## Translation

Type of Voting	Number of Votes	Percentage
1. Approve	1,058,333,525	95.20
2. Disapprove	50,865,287	4.58
3. Abstain	2,493,400	0.22
4. Non eligibility	0	-

No shareholder holding an aggregate amount of one-third of the total issued shares requested the Meeting to consider other matters, in addition to those specified in the notice convening the Meeting. Therefore, the Chairman thanked all shareholders and adjourned the Meeting at 12.00 hours.

(Ming-Cheng Wang)

Vice Chairman

On behalf of the Chairman of  
the Board of Directors



**Director who retires by rotation and is nominated for re-election**

Type of nominated directorship : Director of the Board

**Mr. Chu, Chih-Yuan (Roger)**

Age 66 years

**Position**

Director of the Board, Delta Electronics (Thailand) Plc

**Tenure of Directorship** : 24 Years (Since 1988)**Nationality** : Taiwanese**Education**

- B.A in Economics, Chinese Culture University (Taipei), Taiwan
- Executive Program of Graduate School of Business Administration, Chung Yuan Christian University, Taiwan

Thai Institute of Directors Association Program

: Director Accreditation Program (DAP) , Year 2007

Meeting Attendance in 2012

: Board of Directors' Meeting 4/5 times  
Annual General Meeting of Shareholders 0/1 time

Work Experience for the past 5 years

2012–Present

: Supervisor, Delta Green Life Co.,Ltd.

2012–Present

: Supervisor, Allied Material Technology Corp.

2011–Present

: Director, Digital Projection International Holding Ltd.

2010–Present

: Supervisor, Delta Electronics Capital Company

2009–Present

: Supervisor, NeoEnergy Microelectronics

2004–Present

: Director, Delta Electronics International Ltd. (Labuan)

2004–Present

: Supervisor, Delta Electronics (Korea), Inc.

2002–Present

: Supervisor Delta Greentech (China) Co Ltd.

1998–Present

: Supervisor, Addtron Technology (Japan) Co Ltd

1995–Present

: Director, Delta Power Sharp Ltd.

1991–Present

: Supervisor, Delta Electronics (Japan), Inc.

1988–Present

: Director of the Board, Delta Electronics (Thailand) Plc

1986–Present

: Senior Vice President and Corporate CFO, Delta Electronics, Inc. Taiwan

Securities holding in the Company (as of 31 January 2013)

: - None - (0.00% of the voting rights)

Prohibitions

- No criminal record of an offence against property
- No record of any conflict of interest against the Company during the year

Management positions and/or directorships in other listed companies

: Senior Vice President and Corporate CFO, Delta Electronics, Inc. Taiwan

Management positions and/or directorships in other non-listed companies (excl. subsidiaries)

: Management positions and directorships have been listed out in the topic of Work Experience above

Management positions and/or directorships in other companies that may cause a conflict of interest

: Being senior Vice President and Corporate CFO of Delta Electronics Inc., a listed company in Taiwan Stock Exchange and a major shareholder of the Company, which have conducted some overlapping operations with those of the Company. Some products are similar or resemble with those of the Company. However, the Company's main operation policy is to enhance the group's and individual companies' competitiveness, rather than creating an unconstructive competition among the group.

**Director who retires by rotation and is nominated for re-election**

Type of nominated directorship: Director of the Board

Miss Niramol Tantipuntum

Age 56 years

**Position**

- Director of the Board
- Head of Accounting  
Delta Electronics (Thailand) Plc

**Tenure of Directorship :** 18 Years (since 1994)**Nationality :** Thai**Education**

- : • MBA, National Institute of Development Administration
- B.A (Accounting), Ramkhamhaeng, University

Thai Institute of Directors  
Association Program

- : Director Accreditation Program (DAP), Year 2004

Meeting Attendance in 2012

- : Board of Directors' Meeting 5/5 times
- Annual General Meeting of Shareholders 1/1 time

Work Experience for the past 5 years

1994-Present

- : Director, Delta Electronics (Thailand) Plc

1991-Present

- : Accounting Manager, Delta Electronics (Thailand) Plc

1999–2008

- : Executive Committee member, Delta Electronics (Thailand) Plc

Securities holding in the Company  
(as of 31 January 2013)

- : 120,000 shares (0.0096% of the voting rights)

Prohibitions

- : • No criminal record of an offence against property
- No record of any conflict of interest against the Company during the year

Management positions and/or  
directorships in other listed  
companies

- : - None -

Management positions and/or  
directorships in other non-listed  
companies (excl. subsidiaries)

- : - None -

Management positions and/or  
directorships in other companies that  
may cause a conflict of interest

- : - None -

**Director who retires by rotation and is nominated for re-election**

Type of nominated directorship: Independent Director/Audit Committee

Emeritus Professor Supapun Ruttanaporn

Age 69 years

**Position**

- Independent Director
- Audit Committee Chairperson  
Delta Electronics (Thailand) Plc.

**Tenure of Directorship** : 8 Years (since 2004)**Nationality** : Thai**Education**

- M.B.A (Accounting), Michigan State University, USA
- B.A (Accounting) (Hons), Chulalongkorn University

: Director Certification Program, (DCP 15, Year 2002)

Thai Institute of Directors  
Association Program

Meeting Attendance in 2012

- : Board of Directors' Meeting 5/5 times
- : Audit Committee's Meeting 9/9 times
- : Annual General Meeting of Shareholders 1/1 time

Work Experience for the past 5 years

2009-Present

: Audit Committee Member, Charoen Pokphand Foods Plc

2004-Present

: Independent Director, Delta Electronics (Thailand) Plc

2004-Present

: Audit Committee member (year 2004-2007) / Audit Committee  
Chairperson (Year 2007-Present), Delta Electronics (Thailand) Plc

1999-Present

: Audit Committee Member, Grow Energy Plc

Present

: Executive Director, S.S Grain Overseas Company Limited

: Treasurer of Wat Yannasangvararam Foundation

: Honorable auditor of Som Dej Pra Thep Rattanasuda Foundation

Year 2007-2010

: Member of Ethics Committee, Federation of Accounting Profession

Year 2001-2009

: President of Thai Accounting Association

Securities holding in the Company  
(as of 31 January 2013)

: - None - (0.00% of the voting rights)

Prohibitions

- No criminal record of an offence against property
- No record of any conflict of interest with the Company during the year

Management positions and/or directorships in other listed companies

- See info above -

Management positions and/or directorships in other non-listed companies (excl. subsidiaries)

- See info above -

Management positions and/or directorships in other companies that may cause a conflict of interest

- None -

Blood relationship with executives or major shareholders of the Company and its subsidiaries

- None -

Relationship with the Company, its subsidiaries, associates or any business entities that may  
cause a conflict of interest during the past 2 years

1. Being an executive director, employee or advisor on the payroll(s)

- No -

2. Being a specialist (i.e. auditor or legal consultant)

- No -

3. Significant business relationship that may inhibit independence

- None -

### Details of Independent Directors (Proxy)

1. **Name** : **Emeritus Professor Supapun Ruttanaporn**
- Age** : 69
- Address** : 148/1 Soi Soonvijai 8, New Petchburi Rd., Bangkok, Huai Khwang, Bangkok 10310
- Position** : Independent director, / Audit Committee Chairperson
- Securities held in the Company** : - None - (0.00% of paid up capital)  
(as of 31 January 2013)
- Interests in AGM 2013** : Being nominated to be director under the Agenda item no.5 of this Meeting.
2. **Name** : Mr. Supat Limpaporn
- Age** : 68
- Address** : 2/1 Soi Rungjor, Ladprao 22, Chompol, Chatuchak, Bangkok 10900
- Position** :
  - Independent Director / Audit Committee Member
  - Compensation Committee ChairmanDelta Electronics (Thailand) Plc.
- Securities held in the Company** : None - (0.00% of paid up capital)  
(as of 31 January 2013)
- Interests in AGM 2013** : - None -

#### Method and Process for Director Selection

The board is responsible for the search, selection and nomination of qualified candidates to be directors or members of any committee of the Company as there is not yet a Nominating Committee. The board considers and approves the candidate by a majority vote. The Company invited the minority shareholders to nominate candidates as directors of the Company. Such candidates must have some basic qualifications as shown on the Company's website. After selection, the board presents the candidate to the shareholders' meeting for approval.

A director is appointed through a majority vote at the shareholders' meeting. One share counts for one vote, and each shareholder may vote for the nominated persons but the votes are indivisible. The person with the highest number of votes will be elected as a director. If the vote for the last vacant seat is tied, the Chairman of the meeting has the casting vote.

#### Definition of Independent Directors

Qualifications of independent director have been defined based on the requirement of the Capital Market Supervisory Board and the details are in the 2012 Annual Report under the section of Managerial Structure.

-----

## แบบหนังสือมอบฉันทะ แบบ ข

## Proxy (Form B)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road Tambol/Kwaeng Amphur/Khet Province  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เดลต้า อิเลคทรอนิกส์ (ประเทศไทย) จำกัด (มหาชน) (“บริษัทฯ”)  
Being a shareholder of Delta Electronics (Thailand) Public Company Limited (“Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
✓ ที่  1.ระบุชื่อผู้รับมอบอำนาจ

If you make proxy by choosing No.1,  
please mark ✓ at  1. and give the  
details of proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Tambol/Kwaeng Amphur/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Tambol/Kwaeng Amphur/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณืเลือกข้อ 2. กรุณาทำเครื่องหมาย  
✓ ที่  2. และเลือกกรรมการอิสระ  
คนใดคนหนึ่ง  
If you make proxy by choosing No. 2,  
please mark ✓ at  2. ,and choose  
one of these independent directors

- 2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทคือ  
Appoint any one of the following Independent Directors of Company  
 ศาสตราจารย์กิตติคุณสุภาพรณ รัตนารณ / Emeritus Professor Supapun Ruttanapom หรือ/Or  
 นายสุวัฒน์ ลิ้มปากรณ์ /Mr. Supat Limpapom

(รายละเอียดประวัติกรรมการอิสระปรากฏตามเอกสารแนบ 3 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2556) (Profiles of the above directors are specified in the attachment no. 3 of the Notice of the 2013 Annual General Meeting of Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม  
In this regard, in the case where any of such Independent Directors is unable to attend the meeting, the other Independent Director shall be appointed as a proxy in stead of the Independent Director who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2556 ในวันที่ 29 มีนาคม 2556 เวลา 10.00 น. ณ สำนักงานของบริษัทฯ เลขที่ 909 หมู่ที่ 4 นิคมอุตสาหกรรมบางปู ตำบลแพรกษา อำเภอเมืองสมุทรปราการ จังหวัดสมุทรปราการ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2013 Annual General Meeting of Shareholders on March 29, 2013 at 10.00 hours at the Company's office located at 909 Moo 4, Bangpoo Industrial Estate, Tambol Prakasa, Amphur Muangsamutprakarn, Samutprakarn, Thailand or such other date, time and place as the Meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้  
In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote as per my/our desire as follows:

**วาระที่ 1**                      **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2555**  
Agenda Item No. 1      To consider and certify the minutes of the 2012 Annual General Meeting of Shareholders  
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.  
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:  
 เห็นด้วย                                       ไม่เห็นด้วย                                       งงดออกเสียง  
Approve    Disapprove    Abstain

**วาระที่ 2**                      **พิจารณาทราบรายงานผลการดำเนินงานของบริษัทฯ ในรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2555**  
Agenda Item No. 2      To acknowledge the operating results of the Company for the fiscal year ended December 31, 2012  
(ไม่มีการลงมติในวาระนี้ / No casting of votes for this agenda)

**วาระที่ 3**                      **พิจารณาอนุมัติงบการเงินของบริษัทฯ ซึ่งตรวจสอบแล้วสำหรับรอบปีบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2555 และรายงานของผู้สอบบัญชี**  
Agenda Item No. 3      To consider and approve the Company's audited financial statements for the fiscal year ended December 31, 2012 and the auditor's report  
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.  
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:  
 เห็นด้วย                                       ไม่เห็นด้วย                                       งงดออกเสียง  
Approve    Disapprove    Abstain

## วาระที่ 4

Agenda Item No. 4

## พิจารณาอนุมัติการจ่ายเงินปันผลสำหรับรอบบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2555

To consider and approve the distribution of dividend for the fiscal year ended December 31, 2012

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 5

Agenda Item No. 5

## พิจารณาอนุมัติการแต่งตั้งกรรมการแทนกรรมการผู้ซึ่งต้องออกจากตำแหน่งตามวาระ

To consider and approve the appointment of directors to replace the directors who will be retired by rotation

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- แต่งตั้งกรรมการทั้งหมด  
Vote for all of the directors nominated
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- แต่งตั้งกรรมการเป็นรายบุคคล  
Vote for each nominated director individually
- ชื่อกรรมการ ..... นายชวี ทยาน  
Director's name ..... Mr. Chu, Chi-Yuan
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- ชื่อกรรมการ ..... นางสาวนิรมล คันติพูนธรรม  
Director's name ..... Ms. Niramol Tantipuntum
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- ชื่อกรรมการ ..... ศาสตราจารย์กิตติคุณ สุภาพรรณ รัตนภรณ์  
Director's name ..... Emeritus Prof. Supapun Ruttanaporn
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 6

Agenda Item No. 6

## พิจารณาและอนุมัติการกำหนดค่าตอบแทนของกรรมการสำหรับปี 2556

To consider and approve the remuneration of directors for the year 2013

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

## วาระที่ 7

Agenda Item No. 7

## พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัทฯ และกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับรอบบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2556

To consider and approve the appointment of the auditors and their remuneration for the fiscal year ended December 31, 2013

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

Approve

 ไม่เห็นด้วย

Disapprove

 จงดออกเสียง

Abstain

## วาระที่ 8

## พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 8

Other Business (if any)

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

**หมายเหตุ/Remarks**

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.



## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

## Attachment to Proxy Form (Form B.)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เดลต้า อิเล็กทรอนิกส์ (ประเทศไทย) จำกัด (มหาชน)

A proxy is granted by a shareholder of Delta Electronics (Thailand) Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2556 ในวันที่ 29 มีนาคม 2556 เวลา 10.00 น. ณ สำนักงานของบริษัทฯ เลขที่ 909 หมู่ที่ 4 นิคมอุตสาหกรรมบางปู ตำบลแพรกษา อำเภอเมืองสมุทรปราการ จังหวัดสมุทรปราการ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the 2013 Annual General Meeting of Shareholders on March 29, 2013 at 10.00 hours at the Company's office located at 909 Moo 4, Bangpoo Industrial Estate, Tambol Prakasa, Amphur Muangsamutprakam, Samutprakam, Thailand or such other date, time and place as the Meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Item No. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Item No. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Item No. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda Item No. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

## DOCUMENTS OR EVIDENCE CERTIFYING THE IDENTITY OF THE SHAREHOLDER OR PROXY ATTENDING THE MEETING

### 1. Natural person

#### 1.1 Shareholder attending the meeting in person

- (A) **Registration Form with barcode** ([Attachment 10](#))
- (B) The original of the shareholder's current evidence of identity issued by an official with a photograph attached;
  - **Thai nationality:** personal I.D., identity card of a government officer, etc.
  - **Non-Thai nationality:** passport

#### 1.2 Proxy attending the meeting

- (A) **Registration Form with barcode** ([Attachment 10](#))
- (B) The completed proxy form signed by both the shareholder and the proxy.
- (C) A certified copy of the shareholder's current evidence of identity, as listed in item 1.1 (B).
- (D) The original of the proxy's current evidence of identity, as listed in item 1.1 (B).

### 2. Legal entity

#### 2.1 Shareholder attending the meeting in person

- (A) **Registration Form with barcode** ([Attachment 10](#))
- (B) The original current evidence of identity of the shareholder's authorized person, as listed in item 1.1 (B).
- (C) A copy of a corporate affidavit, issued within the last 30 days by the Department of Business Development at the Ministry of Commerce, and certified by an authorized person of the legal entity.

#### 2.2 Proxy attending the meeting

- (A) **Registration Form with barcode** ([Attachment 10](#))
- (B) The completed proxy form signed by both the proxy and the legal entity's authorized person, as indicated in the corporate affidavit issued by the Ministry of Commerce, with the legal entity's official seal attached (if applicable).
- (C) A copy of the current evidence of identity of the authorized person of the shareholder, as listed in item 1.1 (B), and certified by an authorized person of the legal entity.
- (D) The original of the proxy's current evidence of identity, as listed in item 1.1 (B).
- (E) A copy of the corporate affidavit,
  - **Thai entity:** issued within the last 30 days by the Department of Business Development at the Ministry of Commerce, and certified by an authorized person of the legal entity.
  - **Non-Thai entity:** a copy of the certificate of Incorporation issued by the regulatory body of the country where the entity is domiciled. The certificate of Incorporation must have been notarized by a Notary Public no more than 3 months before the Shareholder General Meeting. If written in any language other than English, the original document must be submitted together with an English translation. The translation must be certified by the legal entity's authorized person.

### 3. Foreign investor with an appointed custodian in Thailand

- 3.1 All evidence similar to that required for a legal person as specified in items 2.1 and 2.2.
- 3.2 If the foreign investor authorizes the custodian to sign the proxy form on its behalf, the following documents are required:
  - 1) Power of Attorney from the foreign investor authorizing the custodian to sign the proxy form on its behalf.
  - 2) A letter certifying that the custodian is engaged in the custodian business.

If the original document is written in any language other than English, that document must be submitted together with an English translation. The translation must be certified by either the shareholder or the legal entity's authorized person

**Proxy**

1. Complete only one of the Proxy Forms as follows:
  - 1.1 General shareholders must select either Form A or Form B (not both).
  - 1.2 Shareholders listed in the share register as foreign Investors appointing a custodian in Thailand may select any one of the three Proxy forms (Form A, Form B or Form C).
2. Appoint any person or an Independent Director as your proxy
3. Affix the Baht 20 duty stamp with the date of the Proxy Form on the stamp. For your convenience, the Company will facilitate the fixing of stamps at Meeting registration.
4. The Company asks for cooperation from the shareholders in submitting the completed Proxy Form to the Company at *Delta Electronics (Thailand) Public Company Limited, 909 Soi 9, Moo 4, Bangpoo Industrial Estate, Tambol Prakasa, Amphur Muangsamutprakarn, Samutprakarn 10280, Thailand. Fax: +66 (0)2 7092833* (Attention: Ms. Duangrat Lertvorasirikul, Company secretary) by **March 28, 2013** or at least half an hour before the beginning of the Meeting for verification of documents.

Allocation of shares to several proxies to vote in the Meeting is not permitted. The shareholder authorizes the proxy to vote for all shares held by that shareholder. Authorization of less than the total number of shares is not permitted except for a custodian appointed by a foreign investor in accordance with Proxy Form C.

**Articles of Association  
of  
Delta Electronics (Thailand) Public Company Limited  
(Relating to the Annual General Meeting of Shareholders)**

---

**Board of Directors**

**Article 13**

The Company shall be managed by a Board of Directors, consisting of at least five (5) persons, of whom at least half must reside within the Kingdom and must have the qualifications prescribed by law.

The remuneration of the directors of the Company shall be fixed at a meeting of Shareholders of the Company.

**Article 14**

The election of the Board of Directors shall be in accordance with the following rules and procedures:

- (1) Each shareholder has one vote for each share.
- (2) Each shareholder may exercise all the votes he or she has under (1) to appoint the nominated person or persons on a person-by-person basis or an en bloc basis. The shareholder cannot split his or her votes between more than one person or in the basis extent.
- (3) The persons obtaining the most votes in descending order will be elected as directors equal to the number of positions to be filled at the meeting. If two or more persons receive equal votes and the number of candidates exceeds the positions to be filled, the Chairman of the meeting has a casting vote. In the case of a tied vote, the last person shall be decided by the casting vote of the Chairman of the meeting.

**Article 15**

At every annual general ordinary meeting, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, the number closest to one-third (1/3) shall retire.

The directors retiring in the first and second years after registration shall be decided by drawing lots. In subsequent years, the directors who have held office longest shall retire. The directors who retire under this Clause are eligible for re-election.

**Article 19**

The shareholders' meeting may pass a resolution to remove any director before retirement by rotation by a vote of at least three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote and together holding at least half of the total shares represented at the meeting.

**General Meeting**

**Article 30**

The general meetings of the Company shall be held at the registered office of the Company or at such other place and such date and time as the directors may decide and indicate in the notice for the meeting.

**Article 31**

- 1) The Board of Directors shall arrange for an annual ordinary meeting of shareholders within four (4) months after the Company's accounting period ends.
- 2) Any other general meeting is called an "extraordinary meeting".
- 3) The Board of Directors may convene extraordinary meetings of shareholders whenever it thinks fit or if requested by shareholders holding at least one-fifth (1/5) of the total number of shares issued or if requested by twenty-five (25) shareholders together holding at least one-tenth (1/10) of the total number of shares issued. In their request, the shareholders must submit a letter to the Board of Directors, containing their names and the reasons for their request. In such a case, the board of directors shall arrange for the meeting of shareholders to be held within one (1) month from the date on which it receives that request from the shareholder.

**Article 32**

In convening a meeting of shareholders, whether ordinary or extraordinary, the Board of Directors shall deliver to shareholders and the registrar notice of the meeting specifying the place, day, time and agenda of the meeting and the business to be transacted at the meeting together with sufficient details, stating clearly whether they will be for acknowledgment, approval or consideration, including the opinions of the Board of Directors on the matters, at least seven (7) days before the date of the meeting. The notice of the meeting shall also be published for three (3) consecutive days in a newspaper with the last publication appearing at least three (3) days before the date of the meeting.

Article 33

The meeting of shareholders must be attended by at least twenty-five (25) persons, shareholders or proxies, or at least half the total number of shareholders holding at least one-third (1/3) of the shares issued, to constitute a quorum.

Article 34

If at any meeting of shareholders, after one hour from the time fixed for the meeting a quorum is not constituted, and if the shareholders present so request, the meeting shall be dissolved. If the shareholders do not call for a new meeting of shareholders, the meeting shall be adjourned to a new date to be notified in writing to every shareholder whose name appears in the Share Register within seven (7) days and at that adjourned meeting any number of shareholders actually present shall constitute a quorum.

Article 35

- 1) At a meeting of shareholders, a shareholder may appoint any other legally recognised person as a proxy to appear and vote on the shareholder's behalf. The proxy form must be dated and signed by the principal in the form prescribed by the Registrar, and must contain at least the following:
  - 1) number of shares held by the principal;
  - 2) name of the proxy;
  - 3) serial number of the meeting at which the proxy is authorized to attend and vote.
- 2) The instrument appointing the proxy must be deposited with the Chairman or other person designated by the Chairman at that meeting before the meeting begins.
- 3) If the proxy is appointed a proxy by more than one (1) person, the proxy may cast as many votes as he holds appointments (in addition to his personal vote if he is a shareholder).

Article 36

The Chairman of the Board of Directors shall preside over the meeting of shareholders. If the Chairman is absent or unable to perform the duty, the Vice Chairman shall be the Chairman. If there is no Vice Chairman or if there is one but he or she is absent or unable to perform the duty, the shareholders present shall elect a shareholder to act as Chairman.

Article 37

A resolution at the shareholders' meeting shall be supported by the following votes:

- 1) in a normal case, by a majority vote of the shareholders who attend the meeting and have the right to vote. In the case of a tied vote, the chairman of the meeting has a casting vote.
- 2) in the following cases, by a vote of at least three-fourths (3/4) of the total number of shareholders present at the meeting and entitled to vote:
  - a) the sale or transfer of the whole or a substantial part of the Company's business.
  - b) the purchase or acceptance of the transfer of a business from another company or private company.
  - c) entering into, amending or terminating a contract relating to the leasing out of the whole or a substantial part of the Company's business; the appointment of anyone else to manage the Company's business or the merger of the business with another person with the objective of sharing the profit and loss.
  - d) the amendment of the memorandum of association or articles of association.
  - e) an increase or reduction in the Company's capital or the issuance of debentures.
  - f) the merger of companies or liquidation of the Company.

**Auditor**

Article 38

The shareholders at a general meeting shall appoint an auditor and fix his remuneration.

Article 39

A retiring auditor is eligible for re-appointment.

Article 40

The auditor must not be a director, official, employee or person holding any position within the company.

Article 41

The auditor shall have access at all business hours of the Company to the books and account and other evidence relating to revenue, expenditure, assets and liabilities of the Company, and shall be entitled to require from the Directors and other officers and employees of the company such information and explanation as may be necessary for the performance of the duties of auditor. The auditor shall make a report to the annual general meeting on the balance sheet and profit and loss accounts and must state in such report whether in their opinion the balance sheet and profit and loss accounts is properly prepared so as to exhibit a true and correct view of the state of affairs of the Company.

Article 42

The auditor has the duty to attend every meeting of shareholders whenever it is held to consider the balance sheet, the profit and loss statement and problems concerning the accounts of the Company in order to give explanations to shareholders about the auditing of accounts and the Company shall also send to the auditor the reports and documents of the company that should be sent to shareholders in the meeting of shareholders.

**Dividends and Reserve**

Article 43

No dividend shall be paid other than out of profit. Where the Company has accumulated losses, no dividend shall be paid.

The dividend shall be paid according to the number of shares issued, each share being equally paid. The payment of the dividend requires the approval of the shareholders' meeting.

The Board of Directors may pay to the shareholders such interim dividends as may be justified by the profits of the Company. When these dividends are paid, the next meeting of shareholders shall be notified.

Dividend must be paid within one (1) month after the resolution of the meeting of shareholders or of the Board of Directors, as the case may be. Written notice of distribution of a dividend must be sent to the shareholders and notice of the payment of a dividend shall also be published in a newspaper. No interest can be charged against the company if a dividend payment has been made within the time specified by law.

Article 44

The Company must appropriate to a reserve fund at least five (5) percent of its annual net profit less accumulated losses (if any) until the reserve fund reaches at least ten (10) percent of the registered capital. The Board of Directors may propose to the shareholders' meeting that a resolution for a particular reserve be adopted as it deems appropriate for the Company's business operations.

**The complete Articles of Association of the Company can be downloaded from [www.deltathailand.com](http://www.deltathailand.com)**

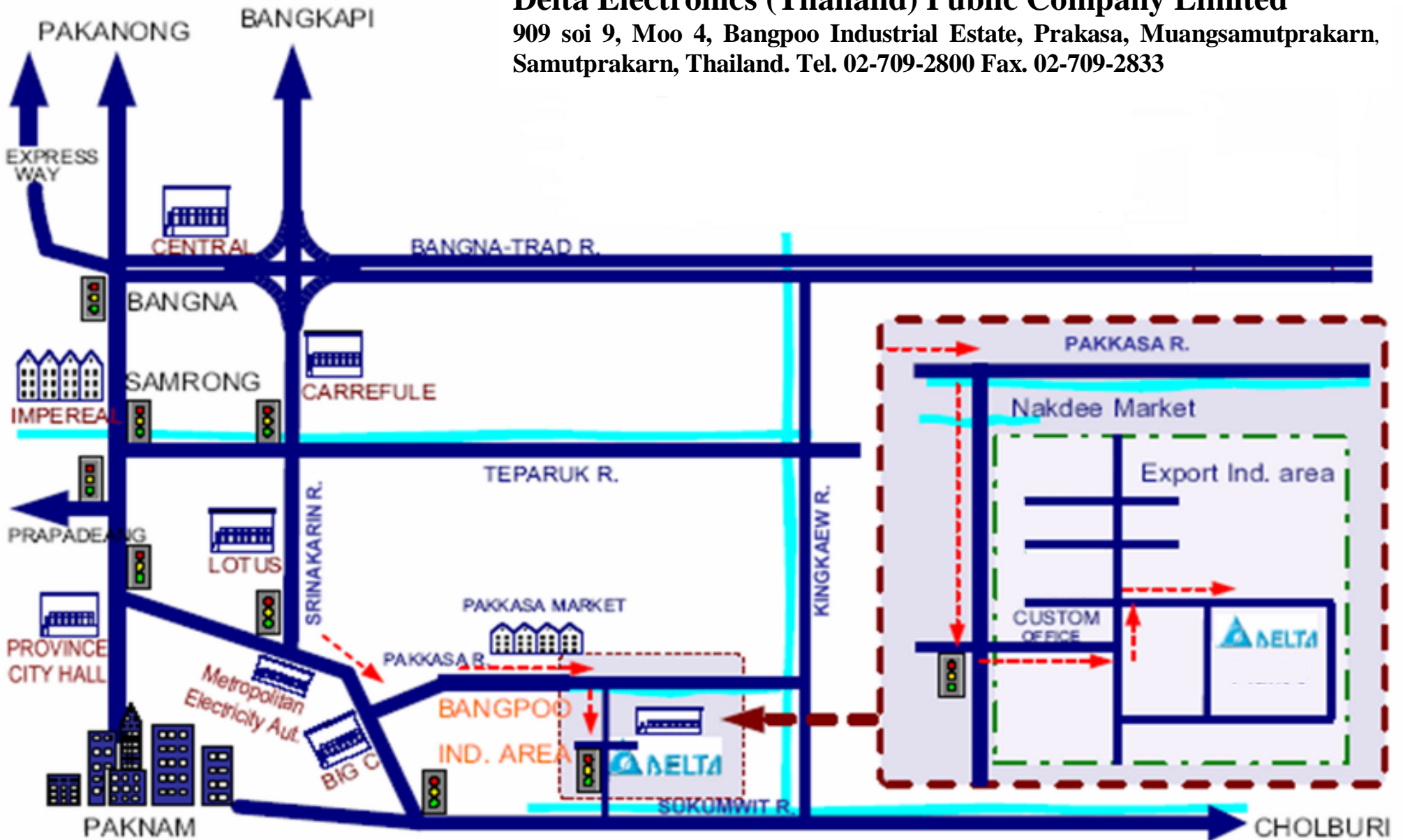
# MAP OF MEETING VENUE (BANGPOO PLANT)

Attachment 7

**DELTA ELECTRONICS  
(THAILAND) PCL.**

**Delta Electronics (Thailand) Public Company Limited**

909 soi 9, Moo 4, Bangpoo Industrial Estate, Prakasa, Muangsamutprakarn,  
Samutprakarn, Thailand. Tel. 02-709-2800 Fax. 02-709-2833



**To: Shareholders,  
Delta Electronics (Thailand) Public Company Limited**

Please be informed that if you would like to request for the Company's 2012 Annual Report (hard copy), kindly fill out the information below and send this request to the **fax number 66 (0) 2709-2833 Attention: Ms Supinya Suwannagird**, the Company will deliver it to you by mail.

**Name of shareholder:** \_\_\_\_\_

**Address:** \_\_\_\_\_

\_\_\_\_\_

**Telephone number:** \_\_\_\_\_

Or you may directly contact the Company at:

Delta Electronics (Thailand) Public Company Limited

909 Soi 9, Moo 4, Bangpoo Ind. Estate, Pattana 1 Rd., Tambol Prakasa,

Amphur Muangsamutprakarn, Samutprakarn 10280, Thailand

Tel. 66 (0) 2709-2800

**Contact person: Ms. Supinya Suwannagird Ext. 5136**





**Reservation Form for Transportation**

2013 Annual General Meeting of Shareholders

**Delta Electronics (Thailand) Public Company Limited**

**Friday, March 29, 2013**

I \_\_\_\_\_ shareholder or proxy holder of  
Delta Electronics (Thailand) Public Company Limited's stock amount \_\_\_\_\_ shares  
Mobile No. / Tel. No. **(Please specify)** \_\_\_\_\_ would like to make a  
reservation for Transportation round trip for attending AGM \_\_\_\_\_ persons

Shareholder has to fill in the reservation form and fax back to the Company no. (02) 709-2833 or call the Company staff to make reservation **by March 25, 2013**. **The Company reserves the right for those who make reservation for transportation in advance and get confirmation from The Company only.**

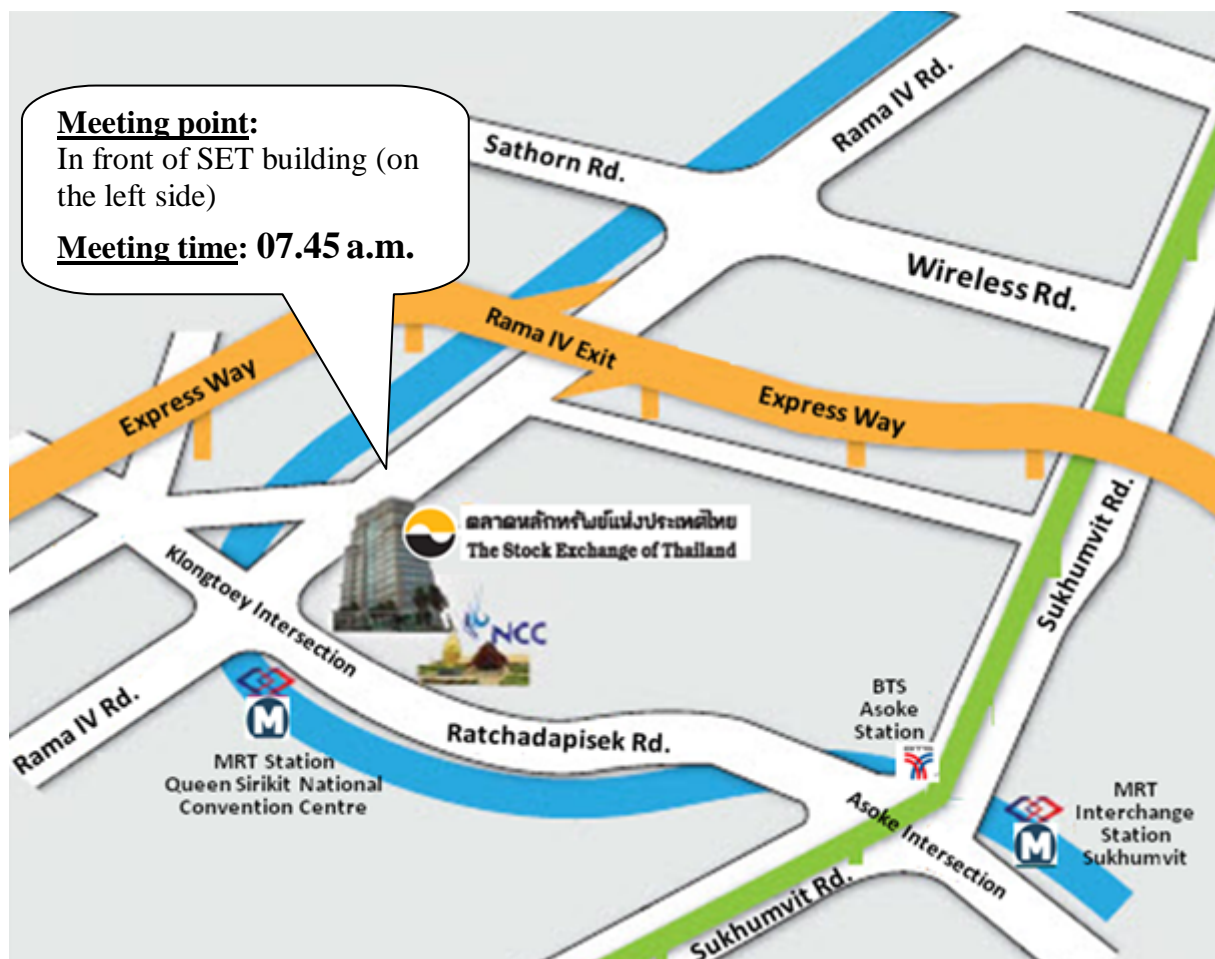
Should you have any inquiries, please contact the following;

1. Khun Supinya Suwannagird Tel. (02) 709-2800 ext. 5136 Mobile 089-666-0569
2. Khun Waraporn Mornkaew Tel. (02) 709-2800 ext. 5101 Mobile 089-827-4148

**(Please see details of transportation pick-up point in next page)**

## Map of Transportation Pick-Up Point

2013 Annual General Meeting of Shareholders  
**Delta Electronics (Thailand) Public Company Limited**  
 Friday, March 29, 2013



The shuttle bus will park in front of the SET building at 62 Ratchadapisek Rd., Klongtoey, Bangkok

### **Schedule for 2013 AGM**

07.45 hrs.	Departure SET Building to DELTA at Bangpoo Plant
10.00 hrs.	Meeting Start
11.15 hrs.	End of Meeting
12.30 hrs.	Arrive the meeting point at SET Building

**We advise you to take public transport to the above meeting point as there is limited car parking space and the Company will not be responsible for any car parking fee.**