



10 March 2014

Re: Notice of the 2014 Annual General Meeting of Shareholders
Delta Electronics (Thailand) Public Company Limited

To: Shareholders

- Attachments:
1. A copy of the minutes of the 2013 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 2013 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 2014 Annual General Meeting of Shareholders to be held on **Monday, March 31, 2014 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 2013 Annual General Meeting of Shareholders

Purpose and Reason: The 2013 Annual General Meeting of Shareholders was held on March 29, 2013 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).

Opinion of the Board: The Board of Directors has considered that the minutes of the 2012 Annual General Meeting of Shareholders held on March 29, 2013, is a correct record and therefore proposed that the minutes of the 2013 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, 2013

Purpose and Reason: A summary of the Company's operating results for the year 2013 ended December 31, 2013 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, 2013 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, 2013 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 2013 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, 2013 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, 2013

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, 2013 made out of the net profit at the rate of Baht 2.70 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 March 4, 2014. 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 5, 2014. The dividend payment is scheduled for April 9, 2014.

In this regards, the comparison of the rate of the dividend distribution of the fiscal year ended December 31, 2013 and of the fiscal year ended December 31, 2012 is presented as follows:

Details of Dividend Payment	The fiscal year ended December 31, 2013 (Proposed)	The fiscal year ended December 31, 2012
1. Net Profit (based on consolidated financial statements) (Baht)	5,415,685,268	4,347,383,562
2. Number of shares (share)	1,247,381,614	1,247,381,614
3. Dividend per share (Baht)	2.70	2.40
4. Total dividends paid (Baht)	3,367,930,358	2,993,715,874
5. Percentage of dividend payment against the net profit	62.19%	68.86%

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, 2013 made out of the net profit at the rate of Baht 2.70 per share, (ii) the scheduled Record Date of March 4, 2014, and (iii) the scheduled



dividend payment date of April 9, 2014 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 2014 Annual General Meeting of Shareholders, the retiring directors are:

Director who retires by rotation	Position	Appointment Date	Meeting Attendance in 2013
1. Mr. Ming-Cheng Wang	Director of the Board	3 May 1990 (23 years)	4/4
2. Mr. Anusorn Muttaraid	Director of the Board	22 Aug 1994 (19 years)	4/4
3. Prof. Lee, Ji-Ren	1) Independent Director 2) Audit Committee 3) Compensation Committee	1 Apr 2011 (3 years)	1) 3/4 2) 5/8 ¹⁾ 3) 1/3 ¹⁾

Remark : ¹⁾ Attendance of 2 Audit Committee meetings and 1 Compensation Committee meeting by telephone conferencing.

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, Prof. Lee, Ji-Ren, 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 2013 in the section “Corporate Governance”, 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 2013 under the section “Corporate Governance” 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. Ming-Cheng Wang, Mr. Anusorn Muttaraid and Prof. Lee, Ji-Ren 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 2014

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 2014 and year 2013 are presented as follows:

Remuneration	Year 2014 (Proposed)						Year 2013				
	Chairman of the Board	Executive Director	Independent Director/ Audit Committee Chairperson	Independent Director / Compensation Committee Chairperson	Independent Director / Audit Committee Member	Director of the Board	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	1,150,000	1,650,000	500,000	1,250,000	1,250,000	1,150,000
Meeting allowance (Baht/Person/ Meeting)	10,000	-	10,000	10,000	10,000	10,000	10,000	-	10,000	10,000	10,000

Remarks

1. The directors' remuneration for the year 2014 is Baht 9,750,000.
2. A meeting allowance for the year 2014 is fixed at the rate of Baht 10,000 per meeting, which is the same as the rate for the year 2013 (the Company will pay such meeting allowance to the Chairpersons, directors of the board 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 2014 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, 2014

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, 2014, 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. Narong Puntawong, CPA No. 3315
(who has endorsed the Company's financial statements in year 2008-2009), 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. Narong Puntawong, C.P.A Registration No. 3315, 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 4,620,000. 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, 2014 and the fiscal year ended December 31, 2013 is as follows:

Audit Fee	For the fiscal year ended December 31, 2014 (Proposed)	For the fiscal year ended December 31, 2013*
1. Audit Fee (Baht)	4,620,000	4,400,000
2. Others Fee (Baht)	None	None

Remark: * Actual audit fee for the fiscal year 2013 is Baht 4,568,026 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, 2014 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 and approve the amendment of the Company's business objectives and clause 3 of the Memorandum of Association re: business objectives

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

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

"Clause 16 : To engage in business of providing services and advice in relation to the design and installation of the system for energy conservation or energy saving, solar energy, alternative and renewable energy, or solving environmental problems caused by the use or production of energy, including the purchase, sales, bidding, lease-out, import or export of various tools and equipment in relation to energy conservation or energy saving, solar energy and other types of alternative energy."

"Clause 17 : To engage in business of production, supply and sale of electricity generated from all types of alternative and renewable energy including solar energy, wind energy, biomass energy, waste energy and hydro energy, etc"

Moreover, the Board of Directors proposes that the shareholders' meeting approve the amendment to Clause 3 of the Company's Memorandum of Association re: objectives to reflect the addition of two more objectives (from 15 existing clauses to be 17 clauses), to be read as follows:

"**Clause 3.** The Company has 17 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.

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

You are cordially invited to attend this meeting at the date, time and venue stated above. The Company will publish the convening notice for this meeting and the other supporting documents on its website (www.deltathailand.com) from February 28, 2014 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 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.

If you expect to attend the Meeting by using the Company's shuttle bus services, please make a reservation **by March 24, 2014**. 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,

(Hsieh, Shen-Yen)

Director/President