



9 March 2015

Re: Notice of the 2015 Annual General Meeting of Shareholders
Delta Electronics (Thailand) Public Company Limited

To: Shareholders

- Attachments:
1. A copy of the minutes of the 2014 Annual General Meeting of Shareholders;
 2. 2014 Annual report (in form of CD);
 3. Profiles of the directors proposed for re-election, new director and directors for consideration of proxy from shareholders;
 4. List and profile of the auditors
 5. Proxy Form (Form B) (please download the Proxy Form including Proxy Form A and C from the Company's website www.deltathailand.com);
 6. Documents or evidence which the person who will attend the 2015 Annual General Meeting of Shareholders shall take and present to the Meeting;
 7. Company's Articles of Association (Relating to the Annual General Meeting of Shareholders);
 8. Map of the meeting venue;
 9. Request Form for the 2014 annual report (hard copy);
 10. Reservation Form for Transportation; and
 11. 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 2015 Annual General Meeting of Shareholders ("AGM 2015") to be held on **Monday, March 30, 2015 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 approve the minutes of the 2014 Annual General Meeting of Shareholders

Purpose and Reason: The 2014 Annual General Meeting of Shareholders was held on March 31, 2014 and a copy of those Minutes (Attachment 1) was submitted to the Securities and Exchange Commission and the Stock Exchange of Thailand according to the requirement of the laws and was published on the Company website (www.deltathailand.com).

Opinion of the Board: The Board of Directors has considered that the minutes of the 2014 Annual General Meeting of Shareholders held on March 31, 2014 were properly and accurately recorded and therefore it is proposed that the shareholders certify such minutes.

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

Agenda Item No. 2: To consider and acknowledge the Company's operational results for the year 2014

Purpose and Reason: A summary of the Company's operating results for the year 2014 ended December 31, 2014 is appeared in the 2014 Annual Report under the heading "[Management Discussion & Analysis](#)", which is attached with this notice (Attachment 2).

Opinion of the Board: The Board of Directors has considered and has opined to propose the Company's operating results for the fiscal year ended December 31, 2014 to the AGM 2015 for acknowledgement.

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

Agenda Item No. 3: To consider and approve the Company's audited balance sheet and profit and loss statement for the fiscal year ended December 31, 2014 and the auditor's report

Purpose and Reason: In compliance with the Public Companies Limited Act B.E. 2535 (as amended), the Company must prepare 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 and reviewed by the Audit Committee before presenting them to the Shareholders' Meeting for approval. Details are appeared in the 2014 Annual Report under the section of "Report and Financial Statements", which is attached with this notice (Attachment 2).

Opinion of the Board: The Board of Directors has considered and has opined to propose the audited balance sheet and profit and loss statement for the fiscal year ended December 31, 2014 and the auditor's report, all of which have been audited by the auditor and reviewed by the Audit Committee to the AGM 2015 for approval.

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

Agenda Item No. 4: To consider and approve the distribution of dividends for the year 2014

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, 2014 made out of the net profit at the rate of Baht 3.00 per share, which is the rate that conforms to the policy of the dividend distribution of the Company. The date to determine the names of shareholders who are entitled to receive dividend (Record Date) to be scheduled on February 25, 2015 and the date to collect the names of shareholders under Section 225 of the Securities and Exchange Act B.E. 2535 (as amended) by means of the share register book closure to be scheduled on February 26, 2015. The dividend payment will be scheduled on April 9, 2015.

In this regards, the comparison of the rate of the dividend distribution of the fiscal year ended December 31, 2014 and of the fiscal year ended December 31, 2013 is presented as follows:

Details of Dividend Payment	The fiscal year ended December 31, 2014 (Proposed)	The fiscal year ended December 31, 2013
1. Net Profit (based on consolidated financial statements) (Baht)	5,961,651,593	5,415,685,268
2. Number of shares (Share)	1,247,381,614	1,247,381,614
3. Dividend per share (Baht)	3.00	2.70
4. Total dividends paid (Baht)	3,742,144,842	3,367,930,358
5. Percentage of dividend payment against the net profit	62.77%	62.19%

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 and has opined to propose the Company's dividend payment for the fiscal year ended December 31, 2014 made out of the net profit at the rate of Baht 3.00 per share as detailed above to the AGM 2015 for approval.

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

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

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 2015 Annual General Meeting of Shareholders, the retiring directors are:

Director who retires by rotation	Position	Appointment Date	Meeting Attendance in 2014
1. Mr. Ng Kong Meng	Director of the Board	3 May 1990	6/6
2. Mr. Hsieh, Heng-Hsien	Director of the Board	30 Mar 2006	6/6
3. Mr. Supat Limpaporn	1) Independent Director 2) Audit Committee 3) Compensation Committee	29 Mar 2007	1) 6/6 2) 6/6 3) 3/3

The Board of Directors, excluding the nominated directors, has considered and opined to propose the re-appointment of Mr. Ng Kong Meng and Mr. Hsieh, Heng-Hsien, who will be retiring to resume their directorships for another term and the appointment of Mr. Witoon Simachokedee to be the director, independent director, the member of audit committee and the member of compensation committee in place of Mr. Supat Limpaporn, to the AGM 2015 for approval.

In this regard, Mr. Supat Limpaporn will not be re-appointment for another term, the board of directors' meeting has been proposed Mr. Witoon Simachokedee to be a new director of the Company. Mr. Witoon Simachokedee is the person who qualified with the qualifications of the director, independent directors, member of the audit committee and member of the compensation committee as prescribed in the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand in all respects. 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.

In addition, the Independent Directors also possess the qualification in accordance with the Definition of Independent Director of the Company which is in line with the requirement of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

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

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 2014 under the section "Corporate Governance" as attached with this notice (Attachment 2)).

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.

Opinion of the Board: The Board of Directors, excluding the nominated directors, has considered and opined to propose the re-appointment of Mr. Ng Kong Meng and Mr. Hsieh, Heng-Hsien for another term and the appointment of Mr. Witoon Simachokedee to be the new director. Mr. Witoon Simachokedee is the person who qualified with the qualifications of the director, independent director, member of audit committee and member of compensation committee in place of Mr. Supat Limpaporn to the AGM 2015 for approval.

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

Agenda Item No. 6: To consider and approve the determination of remuneration of directors for the year 2015

Purpose and Reason: As designated by the Board of Directors, the Compensation Committee is responsible for determining the remuneration for the directors and must propose the directors' remuneration to the Board of Directors for approval first. The Company has Policy and Guidelines for determination of director remuneration as follows.

Policy and Guidelines for determination of director remuneration

- 1 Remuneration package must be reasonable in order to attract and retain competence director. Major factors to determine director remuneration include
 - Scope of works and responsibilities
 - Current market rate
 - The Company's overall performances
 - Others specified by the compensation committee or the Board
- 2 Chairman of the board and chairman of Sub-committees would receive higher remuneration in accordance with their responsibilities.
- 3 Non-executive director would receive a competitive remuneration which would be higher than that of executive director. This is to attract the knowledgeable and capable person to be non-executive director or independent director.
- 4 Remuneration may be entirely fixed or partially fixed with some variable amount such as meeting allowance or other incentives.

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

Particulars of comparison of the directors' remuneration between year 2015 and year 2014 are presented as follows:

Remuneration	Year 2015 (Proposed)						Year 2014					
	Chairman of the Board	Director of the Board	Independent Director / Audit Committee Chairperson	Independent Director / Compensation Committee Chairperson	Independent Director / Audit Committee Member	Executive Director	Chairman of the Board	Director of the Board	Independent Director / Audit Committee Chairperson	Independent Director / Compensation Committee Chairperson	Independent Director / Audit Committee Member	Executive Director
Remuneration /year (Baht/ Person)	1,650,000	1,150,000	1,250,000	1,250,000	1,150,000	500,000	1,650,000	1,150,000	1,250,000	1,250,000	1,150,000	500,000
Meeting allowance (Baht/Person/ Meeting)	10,000	10,000	10,000	10,000	10,000	-	10,000	10,000	10,000	10,000	10,000	-

Remarks

1. The directors' remuneration for the year 2015 is Baht 9,750,000 which is equal to the amount of the directors' remuneration for the year 2014.
2. A meeting allowance for the year 2015 is fixed at the rate of Baht 10,000 per meeting, which is the same as the rate for the year 2014 (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 except the executive director.)

Opinion of the Board: The Board of Directors has considered and opined to propose the annual directors' remuneration for the year 2015 the AGM 2015 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 auditor and the determination of their remuneration for the year 2015

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, 2015, the Audit Committee has proposed to the Board of Director to appoint the auditors from EY Office Limited as the auditors of the Company, so that any one of the following persons can conduct the audit and express an opinion as to the financial statements of the Company (but not of its subsidiaries):

1. Mr. Narong Puntawong, CPA No. 3315
(who has endorsed the Company's financial statements in year 2014), 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. The list and profile of the auditors are given in Attachment 4.

Having considered the Audit Committee's advice, the Board of Directors resolved to propose the Meeting of Shareholders to approve the appointment of 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 EY Office Limited to be the Company's auditor for the year 2015. In the event that such auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and provide an opinion on the Company's financial statements in their place. The remuneration of the auditor shall be in the amount of Baht 4,620,000.

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, 2015 and the fiscal year ended December 31, 2014 is as follows:

Audit Fee	For the fiscal year ended December 31, 2015 (Proposed)	For the fiscal year ended December 31, 2014*
1. Audit Fee (Baht)	4,620,000	4,620,000
2. Others Fee (Baht)	None	None

Remark: *Actual audit fee for the fiscal year 2014 is Baht 4,620,000 excluding all out-of-pocket expenses such as photocopying of documents, travel expenses and others, which the Company paid the actual expenses to the auditors.

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 has considered and opined to propose the appointment of the auditors of the Company and the auditor's remuneration for the fiscal year ended December 31, 2015 as proposed by the Audit Committee above to the AGM 2015 for approval.

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

Agenda Item No. 8: To consider and approve the addition of the scope of business and amendment to clause 3 of the Memorandum of Association of the Company to be in line with the amendment of the scope of business

Purpose and Reason: The Company wishes to add three more scope of business to include all areas of its operations

Opinion of the Board: The Board of Directors has considered and opined to propose the amendment/addition of the Company's scope of business to the AGM 2015 for approval as follows:-

“Clause 18 : To engage in business of design, assembly, procurement, installation, providing services in relation to the repair, maintenance, inspection of electrical control system and all types of electrical system including pneumatic, hydraulic, electronic systems and equipments and tools or other related working systems.”

“Clause 19 : To engage in business of distribution, import, export, let-out, lease-out of working systems, equipments, tools as mentioned in items (16) and (18) including other types of electrical equipment.”

“Clause 20 : To engage in business of training, educating, teaching, practicing in relation to electrical control system and all kinds of electrical and electronic system, provided that it is not related to a normal schooling business.”

Moreover, the Board of Directors proposes the amendment to Clause 3 of the Company's Memorandum of Association re: scope of business to reflect the addition of three more scope of business (from 17 existing clauses to be 20 clauses) to the AGM 2015 for approval as follows:

Previous version

“Clause 3. The Company’s objectives have 17 clauses as detailed in Bor Mor Jor 002”.

Revised version

“Clause 3. The Company’s objectives have 20 clauses as detailed in Bor Mor Jor 002”.

Remarks: A resolution on this agenda item must be approved with not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right 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 27, 2015 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 11)** and bring your identity card, or passport, or government official identity card, or driver’s licence as evidence of your right to attend the meeting (please refer to Attachment 6 for the list of Documents or evidence which the person who will attend the 2015 Annual General Meeting of Shareholders shall take and present to the Meeting)

If you wish to appoint another person or a Director of the Company (profiles of Directors for consideration of proxy from shareholders are set out in Attachment 3) to attend and vote at the meeting on your behalf, please complete the enclosed Proxy Form B in Attachment 5, or download the Proxy Form including Proxy Form A and C from the Company’s website www.deltathailand.com and also bring the documents or evidence which the person who will attend the 2014 Annual General Meeting of Shareholders shall take and present to the Meeting as specified in Attachment 6. 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 23, 2015**. Please see Attachment 10 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