



14 March 2018

Re: Notice of the 2018 Annual General Meeting of Shareholders
Delta Electronics (Thailand) Public Company Limited

To: Shareholders

Attachments: 1. A copy of the Minutes of the 2017 Annual General Meeting of Shareholders;
2. 2017 Annual Report in CD;
3. Profiles of directors who retired by rotation and be proposed for re-election, new director and directors who may be appointed as proxy in 2018 Annual General Meeting of Shareholders;
4. List and profile of the auditors;
5. Proxy Form (Form A, B and C) (the Proxy Form can be downloaded from the Company's website www.deltathailand.com);
6. Documents or evidence which the person who will attend the 2018 Annual General Meeting of Shareholders must present at 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 2017 Annual Report in hard copy;
10. Reservation Form for Shuttle Service for the Meeting; and
11. Registration Form (**Please bring this Form to register at the Meeting**)

The Board of Directors of Delta Electronics (Thailand) Public Company Limited (the “**Company**” or “**DELTA**”) resolved to convene the 2018 Annual General Meeting of Shareholders (“**AGM 2018**”) to be held on **Monday, April 2, 2018 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 2017 Annual General Meeting of Shareholders

Purpose and Reason: The 2017 Annual General Meeting of Shareholders was held on March 31, 2017. 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 2017 Annual General Meeting of Shareholders held on March 31, 2017 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 certify with the majority of the votes of the shareholders attending the meeting and casting their votes.



Agenda Item No. 2: To consider and acknowledge the Company's operational results for the year 2017

Purpose and Reason: A summary of the Company's operating results for the fiscal year ended December 31, 2017 is appeared in the 2017 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, 2017 to the AGM 2018 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 financial statements, the statement of comprehensive income for the fiscal year ended December 31, 2017 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 financial statements, the statement of comprehensive income 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 2017 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 financial statements, the statement of comprehensive income for the fiscal year ended December 31, 2017 and the auditor's report, all of which have been audited by the auditor and reviewed by the Audit Committee to the AGM 2018 for approval.

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

Agenda Item No. 4: To consider and approve the distribution of dividends for the year 2017

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, 2017 made out of the net profit at the rate of Baht 2.20 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 March 9, 2018. The dividend payment will be scheduled on April 11, 2018.

In this regards, the comparison of the rate of the dividend distribution of the fiscal year ended December 31, 2017 and of the fiscal year ended December 31, 2016 is presented as follows:

| Details of Dividend Payment | The fiscal year ended December 31, 2017 (Proposed) | The fiscal year ended December 31, 2016 |
|---|---|--|
| 1. Net Profit (based on consolidated financial statements) (Baht) | 4,928,832,799 | 5,516,290,369 |
| 2. Number of shares (Share) | 1,247,381,614 | 1,247,381,614 |



| Details of Dividend Payment | The fiscal year ended December 31, 2017 (Proposed) | The fiscal year ended December 31, 2016 |
|--|--|---|
| 3. Dividend per share (Baht) | 2.20 | 3.00 |
| 4. Total dividends paid (Baht) | 2,744,239,551 | 3,742,144,842 |
| 5. Percentage of dividend payment against the net profit | 55.7% | 67.8% |

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, 2017 made out of the net profit at the rate of Baht 2.20 per share as detailed above to the AGM 2018 for approval.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the shareholders attending the meeting 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

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 2018 Annual General Meeting of Shareholders, the retiring directors are:

| Director who retires by rotation | Position | Appointment Date | Meeting Attendance in 2017 |
|----------------------------------|-----------------------|---|----------------------------|
| 1. Mr. Ng Kong Meng | Director of the Board | 3 May 1990 | 6/6 |
| 2. Mr. Chu Chih-yuan | Independent Director | 30 Apr 1988 appointment be Independent director on 27 Oct 2015 | 6/6 |
| 3. Dr. Witoon Simachokedee | Independent Director | 30 Mar 2015 | 5/6 |

The Nomination & Compensation Committee selected the candidates by considering their qualifications. The Committee 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 2017 under the section "Corporate Governance" as attached with this notice (Attachment 2)).

The Board of Directors has reviewed the qualifications of the three nominated persons and has the opinion that such three persons 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 persons have been sent to the shareholders of the Company together with this notice as Attachment 3).



The Board of Directors, excluding the nominated directors, has considered and opined to propose the re-appointment of (1) Mr. Ng Kong Meng (2) Mr. Chu Chih-yuan and (3) Dr. Witoon Simachokedee, who will be retiring to resume their directorships for another term to the AGM 2018 for approval.

In this regards, Mr. Chu Chih-yuan and Dr. Witoon Simachokedee, who is proposed to be re-elected for another term, will also be an independent director of the Company. Their 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 2017 Annual Report in the section “Managerial Structure”, which is attached to this notice (Attachment 2)). They are not an executive director, officer, employee or adviser who earns salary from the Company. They 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 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 (1) Mr. Ng Kong Meng (2) Mr. Chu Chih-yuan and (3) Dr. Witoon Simachokedee for another term to the AGM 2018 for approval.

Remarks: A resolution on this agenda item must be approved with the majority of the votes of the shareholders attending the meeting and casting their votes (in consideration of appointing directors to replace those who retire by rotation, the Company shall propose to consider and approve on person-by-person basis).

Agenda Item No. 6: To consider and approve the appointment of new director

Purpose and Reason: The Board of Directors has considered the matter and is of the opinion that the appointment of 1 new director namely Mrs. Tipawan Chayutimand, to be a director, independent director and member of the Audit Committee of the Company because her qualifications as an independent director (definition of independent director) of the Company meet the requirements of the Capital Market Supervisory Board, in addition she is not an executive director who involve in the management of the Company’s operation officer, employee or adviser earning salary from the Company. Furthermore, she does not provide professional advisory services to the Company or its parent company, any subsidiaries, any associated companies or any legal entity having potential conflict of interest with the Company, nor does she have any business relationship with the Company, or its parent Company, its subsidiaries, its associated companies or potential conflicting person which might create material adverse impact on executing interfere with his discretion independently during the past two years.

The Nomination & Compensation Committee selected the candidates by considering their qualifications. The Committee considered each candidate's competence, experience and expertise. This time the expertise and experience in taxation are the qualifications for the appointment of new directors in accordance with Board Diversity (please find the director selection and nomination criteria and the qualifications of the independent directors in the Annual Report of year 2017 under the section “Corporate Governance” as attached with this notice (Attachment 2)).

Opinion of the Board: The Board of Directors has considered and has opined to propose the appointment of Mrs. Tipawan Chayutimand to be new director, independent director and audit committee member of the Company to the AGM 2018 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. 7: To consider and approve the determination of remuneration of directors for the year 2018

Purpose and Reason: The Board of Directors assigned the Nomination & Compensation Committee to determine the remuneration of the directors and propose the directors' remuneration to the Board of Directors for approval. In this regards, 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 Nomination & Compensation committee or the Board of Directors
- 2 Chairman of the Board of Directors and Chairman of Sub-Committees would receive higher remuneration in accordance with their responsibilities.
- 3 Non-Executive Director would receive a competitive remuneration which may be higher than that of Executive Director, in order 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 and shall include 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 2018 and year 2017 are presented as follows:

| Remuneration | Year 2018 (Proposed) | | | | | | Year 2017 | | | | | |
|--|-----------------------|------------------------|---|---|---|--------------------|-----------------------|------------------------|---|---|---|--------------------|
| | Chairman of the Board | Non-Executive Director | Independent Director/Audit Committee Chairman | Independent Director / Nomination & Compensation Committee Chairman | Independent Director / Audit Committee Member | Executive Director | Chairman of the Board | Non-Executive Director | Independent Director/Audit Committee Chairman | Independent Director / Nomination & Compensation Committee Chairman | 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. A meeting allowance for the year 2018 is fixed at the rate of Baht 10,000 per meeting, which is the same as the rate for the year 2017 (the Company will pay such meeting allowance to the Chairman of the Board, Non-Executive Director and Independent Directors who seat on the Board of Directors, Audit Committee and Nomination & Compensation Committee)
2. Others remuneration of directors : None of other remuneration and benefit

Opinion of the Board: The Board of Directors has considered and opined to propose the annual directors' remuneration for the year 2018 to the AGM 2018 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 having the right to vote. However, a director being a shareholder of the Company is not eligible to vote in this agenda item.

Agenda Item No. 8: To consider and approve the appointment of the auditor and the determination of their remuneration for the year 2018

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, 2018, 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 - 2017), or
2. Ms. Supanee Triyanantakul, CPA No. 4498
(who has never endorsed the Company's financial statements), or
3. Mr. Preecha Arunnara, CPA No. 5800
(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 (1) Mr. Narong Puntawong, C.P.A Registration No. 3315, or (2) Ms. Supanee Triyanantakul, CPA No. 4498, or (3) Mr. Preecha Arunnara, CPA No. 5800, of EY Office Limited to be the Company's auditor for the year 2017. 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 4,910,000. 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, 2018 and the fiscal year ended December 31, 2017 is as follows:

| Audit Fee | For the fiscal year ended December 31, 2018 (Proposed) | For the fiscal year ended December 31, 2017* |
|----------------------|--|--|
| 1. Audit Fee (Baht) | 4,910,000 | 4,620,000 |
| 2. Others Fee (Baht) | None | None |

Remark: *Actual audit fee for the fiscal year 2017 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 the Company's 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, 2018 as proposed by the Audit Committee above to the AGM 2018 for approval.

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

Agenda Item No. 9: 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 two 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 2018 for approval as follows:-

“Clause 21: To carry on the business of monitoring and/or servicing affiliates as international headquarters of affiliated companies and their branches as follows:

- (a) General management, business planning, and business cooperation;
- (b) Procurement of raw materials and parts;
- (c) Research and development (“R&D”) of products;
- (d) Technical support;
- (e) Marketing planning and sale promotion;
- (f) Human resource management and training;
- (g) Financial advisory services and business advisory services, e.g. marketing, accounting system, etc.;
- (h) Economic and investment analysis and research;
- (i) Credit management and control;
- (j) Other managements.”

“Clause 22: To carry on business as international trading center and provide international trading-related services as follows:

- (a) Procurement of goods;
- (b) Warehousing and inventory services prior to delivery;
- (c) Packaging services;
- (d) Transportation of goods;
- (e) Insurance on goods;
- (f) Advisory, technical and training services on goods;
- (g) Other services.”

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 20 existing clauses to be 22 clauses) to the AGM 2018 for approval as follows:



Previous version

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

Revised version

“Clause 3. The Company’s objectives have 22 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. 10: 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 March 2, 2018 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 2018 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, for foreign shareholders who appointed a custodian to manage your account, please use any of Proxy Form A, Proxy Form B or Form C in Attachment 5, or download the Proxy Form from the Company’s website www.deltathailand.com and also bring the documents or evidence which the person who will attend the 2018 Annual General Meeting of Shareholders shall take and present to the Meeting as specified in Attachment 6. 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 28, 2018**. 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