

## Notice to Convene Annual General Shareholders' Meeting

To: The Shareholders

Dear Sir/Madam,

- I. The Board of Directors of Delta Electronics, Inc. (the Company) will convene the 2012 Annual General Shareholders' Meeting at the Golden Dragon Hall of the Chuto Plaza Hotel in Taoyuan (No. 398 Taoying Rd., Taoyuan City, Taoyuan County) on Tuesday, June 19, 2012 at 10:00 a.m. for the following purposes:
  1. Report items: (1) 2011 Operation Results; (2) 2011 Financial Results; and (3) Supervisors' Review Opinions on 2011 Financial Results;
  2. Acknowledgement, discussion and election items: (1) Acknowledgement of the 2011 Financial Results; (2) Acknowledgement of the 2011 Earnings Distribution; (3) Discussion of Amendments to Articles of Incorporation; (4) Discussion of Amendments to Shareholders' Meeting Rules and Procedures; (5) Discussion of Amendments to Director and Supervisor Election Regulations; (6) Discussion of Amendments to Operating Procedures of Acquisition or Disposal of Assets; (7) Discussion of Amendments to Operating Procedures of Fund Lending; (8) Discussion of Amendments to Operating Procedures of Endorsement and Guarantee; (9) Re-election of the Directors; and (10) Release the Directors from Non-competition Restrictions; and
  3. Extemporary motions.
- II. The registration of change of shareholders will be suspended from April 21, 2012 to June 19, 2012 in accordance with Article 165 of the Company Act.
- III. The proposal for 2011 earnings distribution was resolved by the board of directors as follows: it was proposed to set aside NT\$8,417,359,402 for cash dividends. After approval by the annual general shareholders' meeting, the board of directors would be authorized to set a record date of dividends distribution to shareholders of record for shares held on the record date. Based on the number of the issued shares of the Company entitled to receiving distribution as of March 12, 2012 (i.e., 2,404,959,829 shares), each one thousand shares shall receive a cash dividend of NT\$3,500. If the number of outstanding shares of the Company changes due to the exercise of employee stock options and consequently leads to a change in the dividend distribution ratio approved by the general meeting, the board of directors is authorized to adjust the ratio based on the number of outstanding shares. The minimum cash dividend will be paid to NT\$1, and any fractional amount below NT\$1 will revert to undistributed earnings.

- IV. Pursuant to Article 209 of the Company Act, it was proposed to submit to the general meeting for resolution the proposal of releasing the non-competition restrictions on directors, without prejudice to the interests of the Company.
- V. Items (1) to (8) on the agenda proposed for acknowledgement and discussion, respectively, will be voted on and resolved concurrently after discussion one by one and votes for each proposal will be counted separately. Item (9) on the agenda proposing that the re-election of directors will proceed subsequently and Item (10) on the agenda proposing to release the directors from non-competition restrictions will be discussed and voted after the election of directors.
- VI. In addition to the announcement on the Market Observation Post System website, this letter is delivered to you together with a Notice of Annual General Shareholders' Meeting and a Form of Proxy enclosed herein. We sincerely hope you will attend the meeting. To attend in person, please send back the first page and the second page for registration, or come to the general meeting on that day and go through the registration formalities. To attend by proxy, please refer to the guidance for using proxy, and fill out and return the proxy form set forth on the third page. For your representative to attend the general meeting, please deliver the proxy form to the stock affairs service agent of the Company, the stock affairs service agent department of MasterLink Securities Corporation, 5 days prior to the meeting.
- VII. If someone solicits the proxies publicly, the Company will compile and upload the relevant information to the Securities and Futures Institute (website: <http://free.sfib.org.tw>) no later than May 18, 2012. To search for such information, please click on "enter to check proxies/announcement/meeting materials" (Ticker Number: 2308). Since there is a proposal for election at the 2012 Annual General Shareholders' Meeting, the Company has appointed its agent for proxies tallying and verification to be the stock affairs agent of the Company (i.e., the Stock Affairs Agency Department of the MasterLink Securities Corp) in accordance with the Regulations Governing the Use of Proxies for Attendance at Shareholder Meetings of Public Companies.

VIII. Please note and act accordingly.

Sincerely Yours,

Board of Directors of Delta Electronics, Inc.