

**Delta Electronics, Inc. (“Company”)**  
**Minutes of 2008 General Shareholders' Meeting**  
(Translation)

Time: 10:00 AM, June 13, 2008

Place: Golden Dragon Hall, Taoyuan Chuto Plaza Hotel  
No. 398 Taoying Rd., Taoyuan City

Quorum: 1,827,071,620 shares were represented by the shareholders and proxies present, which amounted to 86.73% of the Company's 2,106,417,250 issued and outstanding shares.

Attendance: Ms. Audrey Tseng, CPA, PricewaterhouseCoopers  
Mr. Frank Lin, Attorney-at-Law, Lee and Li

Chairman: Bruce CH Cheng, Chairman of the Board of Directors  
Recorder: Ms. Jill Lee

Commencement: (The aggregate shareholding of the shareholders and proxies present constituted a quorum. The Chairman called the meeting to order.)

Salute according to the etiquette

Chairman's speech: (omitted)

**1. Report Items**

- (1) 2007 Operation Results (See Attachment)
- (2) 2007 Financial Results (See Attachment)
- (3) 2007 Supervisors' Review Opinions on 2007 Financial Results (See Attachment)
- (4) Report on Amendment to Rules and Procedures of the Meeting of Board of Directors

## **2. Acknowledgement and Discussion Items**

### **Item 1 Acknowledge the 2007 Financial Results (Proposed by the Board of Directors)**

Explanation: (1) This Company's 2007 Financial Statements including the Business Report and Financial Statements and Consolidated Financial Statements (please refer to the Attachment) have been reviewed by the Company's Supervisors. The Company's Supervisors have found no discrepancies after examination and have made a written report for records.  
(2) Please acknowledge.

Resolution: There is no objection from any shareholders after solicitation by the Chairman and the resolution is passed.

**Item 2 Acknowledge the 2007 Earnings Distribution (Proposed by the Board of Directors)**

- Explanation: (1) The proposal of the Company's 2007 distribution of earnings was made in accordance with the Company Law and the Company's Articles of Incorporation, and an earnings distribution table has been prepared and attached below. This earnings distribution table was approved by the meeting of the Board of Directors held on March 10, 2008.
- (2) With regard to shareholders' dividends in 2007, the record date for cash dividends and stock distribution shall be designated after the shareholders' meeting approves the distribution proposal. Each one thousand shares shall receive a distribution of 10 shares of new stock and a cash dividend of NT\$5,500 based on the number of shares held as recorded in the shareholders' register on the record date.
- (3) Please acknowledge.

Delta Electronics, Inc.  
2007 Earnings Distribution Table

Item	Explanation	(in NT\$) Amount
Undistributed earnings of previous year		2,299,825,454
Plus: reversal of fractional cash dividend in 2006		7,549
Earnings in 2007		
Pre-tax earnings in 2007		16,734,782,917
Income tax expense		1,673,478,292
After-tax earnings in 2007		15,061,304,625
Subtract: Legal reserve		1,506,130,463
Earnings available for distribution by the end of 2007 [Note 1]		15,855,007,165
Distribution items:		
Directors' and supervisors' compensation		16,200,000
Employee bonuses--stocks		365,000,040
Employee bonuses--cash		365,000,000
Shareholders bonuses-- stocks	NT\$0.1 per share	210,641,730
Shareholders bonuses--cash [Note 2]	NT\$5.5 per share	11,585,294,875
Undistributed earnings by the end of 2007		3,312,870,520

Note 1: Principle of earnings distribution in the Company's 2007 Earnings Distribution Table: Distribution of 2007 distributable earnings first.

Note 2: Distribution of cash dividends will be calculated to New Taiwan Dollar. Fractional amount less than one dollar will be set aside as undistributed earnings.

Resolution: There is no objection from any shareholders after solicitation by the Chairman and the resolution is passed.

**Item 3 Discussion of Capital Increase and Issue of New Shares (Proposed by the Board of Directors)**

- Explanation: (1) This Company plans to allocate NT\$210,641,730 as the shareholders' stock dividends and allocate NT\$365,000,040 as employee stock bonus from the earnings in 2007 for the issue of new shares in order to augment the Company's operating funds and strengthen its financial structure; besides, to allocate NT\$210,641,730 from the capital reserve to issue new shares, in total to NT\$786,283,500. The new stock shall be issued with a par value of NT\$10 per share. The shareholders' rights and obligations of the new shares are the same as those of existing shares. After issuing new shares, the paid-in capital will be NT\$21,850,456,000 divided into 2,185,045,600 shares.
- (2) The record date with regard to this issue of new shares shall be determined after being approved by the shareholders' meeting and obtaining the competent authority's approval. Shareholders registered in the shareholders register on the record date shall be entitled to 10 shares per thousand shares allocated from the earnings and 10 shares per thousand shares allocated from the capital reserve (in total to 20 new shares per thousand shares gratuitously) in proportion to the total shareholdings registered in the shareholders register. For fractional shares, the distribution will be made in the form of cash calculated at par value. Such shares will be purchase by the Employee Welfare Committee of the Company.
- (3) This proposal is submitted for discussion and approval.

Resolution: There is no objection from any shareholders after solicitation by the Chairman and the resolution is passed.

**Item 4 Discussion of Amendments to Articles of Incorporation (Proposed by the Board of Directors)**

Explanation: (1) The Company plans to revise Articles 5, 18 and 33 of the Articles of Incorporation in conformity with the Company Law and other regulations and to better meet the Company's business needs. Please see the comparison table of articles of the Company's Articles of Incorporation before and after revision.  
 (2) This proposal is submitted for discussion and approval.

Comparison Table of Articles of the Articles of Incorporation

Article	Article after revision	Article before revision	Explanation
Article 5	<p>The total capital stock of the Company shall be <u>in the amount of NT\$25,000,000,000, divided into 2,500,000,000 shares</u>, at a par value of Ten New Taiwan Dollars (NT\$10) each, and may be issued in installments subject to the resolution of the Board of Directors. Within the aforementioned capital, <u>NT\$1,000,000,000 divided into 100,000,000 shares</u> shall be reserved for issuing warrants, preferred shares with warrants or corporate bonds with warrants.</p> <p><u>In the event that the Company intends to issue employee warrants whose exercise price is lower than the closing price of the Company stocks as of the issue date, a resolution at a shareholders' meeting shall be adopted if voted in favor by two-thirds of the votes at a shareholders' meeting at which shareholders of more than one-</u></p>	<p>The total capital stock of the Company shall be <u>in the amount of NT\$23,000,000,000, divided into 2,300,000,000 shares</u>, at a par value of Ten New Taiwan Dollars (NT\$10) each, and may be issued in installments subject to the resolution of the Board of Directors. Within the aforementioned capital, <u>NT\$600,000,000 divided into 60,000,000 shares</u> shall be reserved for issuing warrants, preferred shares with warrants or corporate bonds with warrants.</p>	<p>In compliance with the amendment to laws and regulations and to better meet the Company's business needs.</p>

	<p><u>half of the total issued and outstanding shares are present. In the event that the Company intends to transfer to employees the bought-back shares at the price lower than the actual average buying-back price, a resolution at a shareholders' meeting shall be adopted prior to such transfer if voted in favor by two-thirds of the votes at a shareholders' meeting at which shareholders of more than one-half of the total issued and outstanding shares are present.</u></p>		
Article 18	<p>The Company shall have at least five but no more than nine directors and two or three supervisors to be elected at the shareholders' meeting by the shareholders from any person with legal capacity in accordance with the Company Law. The term of office for directors and supervisors shall be three years. All of the directors and supervisors are eligible for re-election.</p> <p><u>To conform to the Securities and Exchange Act, the Company shall have, among the aforementioned directors, at least one but no more than three independent directors. The independent directors shall be elected from among the nominees listed in the roster of independent director</u></p>	<p>The Company shall have at least five but no more than nine directors and two or three supervisors to be elected at the shareholders' meeting by the shareholders from any person with legal capacity in accordance with the Company Law. The term of office for directors and supervisors shall be three years. All of the directors and supervisors are eligible for re-election.</p>	<p>Amend election method of independent directors and relevant compliance matters in conformity with the Company Law and the Securities and Exchange Act.</p>

	<p><u>candidates pursuant to the candidates nomination system in Article 192-1 of the Company Law. Compliance matters with respect to independent directors shall be subject to the regulations prescribed by the Company Law and the securities authority.</u></p> <p>The aggregate number of the registered shares held by all directors and supervisors shall be subject to the regulations, if any stipulated by the competent securities authority. Remuneration for directors and supervisors shall be determined by the shareholders' meeting. The Company may purchase liability insurance for its directors and supervisors.</p>	<p>The aggregate number of the registered shares held by all directors and supervisors shall be subject to the regulations, if any stipulated by the competent securities authority. Remuneration for directors and supervisors shall be determined by the shareholders' meeting. The Company may purchase liability insurance for its directors and supervisors.</p>	
Article 33	<p>These Articles of Incorporation were enacted on July 28, 1975. (the 1<sup>st</sup> through 40<sup>th</sup> revision dates have been omitted for simplicity) <u>The 41<sup>st</sup> amendment is made on June 13, 2008.</u></p>	<p>These Articles of Incorporation were enacted on July 28, 1975. (the 1<sup>st</sup> through 39<sup>th</sup> revision dates have been omitted for simplicity) <u>The 40<sup>th</sup> amendment is made on June 8, 2007.</u></p>	<p>Addition of the 41<sup>st</sup> revision date.</p>

Resolution: There is no objection from any shareholders after solicitation by the Chairman and the resolution is passed.

**Item 5 Discussion of Amendments to Directors and Supervisors Election Regulations (Proposed by the Board of Directors)**

Explanation: (1) The Company plans to amend the Directors and Supervisors Election Regulations in order to better meet the Company's business needs. Please see the comparison table of articles of the Company's Directors and Supervisors Election Regulations before and after revision.

(2) The proposed amendments are submitted for discussion and approval.

Comparison Table of Articles of the Directors and Supervisors Election Regulations

Article	Article after revision	Article before revision	Explanation
Article 4	<p><u>The qualifications of the Company's independent directors must comply with the competent authority's determination standards; the election of the independent directors shall be subject to the regulations prescribed by the competent authority.</u></p> <p><u>The independent directors shall be elected pursuant to the candidates nomination system in Article 192-1 of the Company Law.</u></p>	If this Company must establish independent directors and supervisors, the qualifications of these persons must comply with the competent authority's Independent Director and Supervisor Determination Standards.	Amend the 1 <sup>st</sup> paragraph pursuant to the Securities and Exchange Act; amend election method of independent directors pursuant to the Company Law.
Article 6	The Company's Board of Directors or any shareholder may submit a list of candidates for the election of non-independent directors and supervisors. Such lists shall serve as references for the election of non-independent directors and supervisors. When the Board of Directors submits a list of candidates, it may also provide the	The Company's Board of Directors or any shareholder may submit a list of candidates for the election of directors and supervisors. Such lists shall serve as references for the election of directors and supervisors. When the Board of Directors submits a list of candidates, it may also provide the candidates' academic	Minor amendments to wordings in the 1 <sup>st</sup> paragraph; amend election method of independent directors in the 3 <sup>rd</sup> paragraph.

	<p>candidates' academic background, career experiences, shareholdings, name of government or legal entity represented, and status of independence, etc. for the reference of shareholders. Candidates for election of the Company's directors and supervisors shall be elected, <u>with independent directors, non-independent directors and supervisors elected at the same time but in separately calculated numbers, in sequence starting from those who have received the highest number of votes until the number of persons specified in the Company's Articles of Incorporation is elected.</u> If two or more persons receive the same number of votes, and resulting in the total number of persons to be elected exceeds the number specified in the Company's Articles of Incorporation, those persons who have received the same number of votes shall draw straws to decide who is elected. If any person who has received the same number of votes with others is not present at the meeting, the chairman shall draw a straw on that absent person's behalf.</p>	<p>background, career experiences, shareholdings, name of government or legal entity represented, and status of independence, etc. for the reference of shareholders. Candidates for election of the Company's directors and supervisors shall be elected in sequence starting from those who have received the highest number of votes until the number of persons specified in the Company's Articles of Incorporation is elected. If two or more persons receive the same number of votes, and resulting in the total number of persons to be elected exceeds the number specified in the Company's Articles of Incorporation, those persons who have received the same number of votes shall draw straws to decide who is elected. If any person who has received the same number of votes with others is not present at the meeting, the chairman shall draw a straw on that absent person's behalf.</p>	
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Resolution: There is no objection from any shareholders after solicitation by the Chairman and the resolution is passed.

**Item 6 Discussion of Releasing the Directors Elected from Non-Competition Restrictions (Proposed by the Board of Directors)**

- Explanation: (1) According to Article 209 of the Company Law, a director who conducts business within the business scope of the Company for himself or others shall explain in the shareholders' meeting the essential contents of such conduct and obtain the shareholders' approval.
- (2) The Company's directors holding concurrent positions and conducting an act subscribed in Article 209 of the Company Law submit for the shareholders' meeting to remove the non-competition restrictions on additional positions of the directors, provided that such act will not detriment the Company's benefit. Please see the details disclosed at the place of the shareholders' meeting.
- (3) The proposals are submitted for discussion and voting.

**List of Directors' holding of important positions in other companies**  
**(additional)**

Names	Position in other companies
Yancey Hai	Delta Electronics (H.K.) Limited.....Director
Mark Ko	Delta Electronics (Chenzhou) Co., Ltd.....Chairman
	Dellarich Microelectronics.....Director
Raymond R Y Hsu	Delta Electronics (Chenzhou) Co., Ltd. ....Director
Ping Cheng	Delta Electronics (Chenzhou) Co., Ltd.....Director/President
Simon Chang	Deltronics (Netherlands) B.V.....Director
Fred Chai Yan Lee	Dellarich Microelectronics.....Director

Resolution: There is no objection from any shareholders after solicitation by the Chairman and the resolution is passed.

**3. Provisional Motions: None.**

**4. Meeting Adjourned**

Chairman: Bruce CH Cheng  
Recorder: Ms. Jill Lee