



SVI PUBLIC COMPANY LIMITED.

Head Office / Factory

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Bangkadi Factory

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MD 551725

Date: March 20, 2013

Subject: Notice of the Annual General Meeting of the Shareholders No. 1/2013

To: Shareholders of SVI Public Company Limited

- Attachments:
1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 1/2012
 2. Annual Report for the year 2012 (CD-ROM).
 3. Bio-data of the directors who are due to retire by rotation in 2013 and recommended to be re-appointed for another term. And the additional elected director.
 4. The Company's Articles of Association relating to Shareholders Meeting and Voting.
 5. Definition of independent directors
 6. Documents or Evidences to identify the right to attend the Meeting and the details of independent directors recommended being a proxy of shareholder.
 7. Proxy Forms A, B and C.
 8. Map of the Meeting Place.
 9. Map of the company's bus parking for transportation to the meeting.
 10. Reservation form for transportation.
 11. Registration Form

The Board of Directors of SVI Public Co., Ltd. passed a resolution to call for an Annual General Meeting of the Shareholders No. 1/2013 to convene on April 24, 2013 at 09:30 am at Convention Hall, Chulabhorn Research Institution, Vipavadee-Rungsit Road, Lak Si, Bangkok to consider and approve the following agenda:

1. To certify the Minutes of the Annual General Meeting of Shareholders 1/2012.

The Board of Directors considers and has the opinion that the Annual General Meeting of Shareholders 1/2012 held on April 27, 2012 was accurately recorded and submitted to SET on time. A copy of the Minutes is attached hereto as Attachment 1.

Opinion of the Board: The Shareholders should certify and adopt the Minutes of the Ordinary General Meeting of Shareholders 1/2012 as proposed above.

2. To acknowledge the Company's operating result of the fiscal year 2012 reported by CEO

The Company's operating result and other activities for the year 2012 can be found in the Annual Report of the year 2012 as Attachment 2.

Opinion of the Board: The Board of Directors considers and has the opinion that the Shareholders should acknowledge the operating results of the fiscal year 2012 reported by CEO.

3. To consider and approve the company audited financial statement for the year ended December 31, 2012.

The Company has already prepared the Financial Statement for the fiscal year ended December 31, 2012, which has already been audited by the auditor (Mr. Sophon Permsirivallop, CPA No. 3182 of Ernst & Young Office Limited) and approved by the Audit Committee, as the details reported in the Annual Report of the year 2012.

Opinion of the Board: The Board of Directors considers and has the opinion that the Shareholders Meeting should approve the Company Financial Statement for the year ended December 31, 2012, audited by the auditor and approved by the Audit Committee.

4. To consider and approve the election of Directors in substitution of retiring Directors.

In compliance with Clause 19 of the Company's Articles of Association, one-third of directors have to retire by rotation for the Annual General Meeting of Shareholders each year, and those retired directors can be re-appointed.

The Company has published in the web site from September 17, 2012 to December 31, 2012 to let Shareholders to propose any appropriate people to be considered by The Nomination and Compensation Committee. However, there is no candidate proposed by Shareholder.

There are two directors who are due to retire by rotation in this meeting as follows:

1. Dr. Pruchya Piumsomboon Independent Director
2. Mr. Pongsak Lothongkam Director

The Nomination and Compensation Committee, (excluding the Directors who have conflict of interest on this topic) proposed to reappoint the two retiring directors for another term, since they are qualified according to the Public Company Act 2535, SEC's and SET's regulation, including other related regulations, and their education back ground, seniority, knowledge, capability and experiences in relation to the Company's business which are beneficial to the Company's. Their biographies are presented in the Attachment 3.

In this regards, Dr. Pruchya Piumsomboon, who is proposed to be re-elected for another term, will also be an independent director of the Company. His qualifications as an independent director of the Company meet the requirements of the Capital Market Supervisory Board (please see details of the independent director's qualifications in the attachment 5 which is attached to this notice). 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.

Opinion of the Board: The selection and nomination of Directors was undertaken according to the Company's recruitment procedure with the thorough consideration and review by the Nomination and Compensation Committee on the proper qualifications to benefit the operations of the Company Group. The Shareholders Meeting should thereby approve the reappointment of Dr. Pruchya Piumsomboon and Mr. Pongsak Lothongkam for another term.

5. To consider and approve the additional Director from 5 to 6

The Nomination and Compensation Committee considered and approved the increase of number of current Directors from 5 to 6, as to be more flexible, more strength and to support the growth of the business.

Opinion of the Board: The Board of Directors considers and has the opinion that the Shareholders Meeting should approve the increase of number of current Directors from 5 to 6

6. To consider and approve the appointment of new Director.

The Nomination and Compensation Committee considered and approved the appointment of Mr. Chatchaval Jiaravanon, as a new Company's Director, since he is knowledgeable, capable and has more than 20 years experiences working in variety of businesses which are not compete with the Company. His Bio was sent together with the notice of the Meeting in attachment 3.

In this regards, Mr. Chatchaval Jiaravanon will also be an independent director of the Company. His qualifications as an independent director of the Company meet the requirements of the Capital Market Supervisory Board (please see details of the independent director's qualifications in the attachment 5 which is attached to this notice). 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.

Opinion of the Board: The Board of Directors considers has the opinion that the Shareholders Meeting should approve the appointment of Mr.Chachaval Jiaravanon as the Company's Director.

7. To consider and approve the director remuneration for the year 2013.

The Nomination and Compensation Committee considered the Directors' fees and remuneration of Year 2013, by reviewing all appropriate factors and comparing them with the average fees and remuneration paid in the electronics sector with the same size of revenue and net profit. Thus, the Board of Directors' and other sub committees' fees and remuneration for the fiscal year 2013 have been proposed at the amount not exceeded Bath 8,000,000 (Baht : Eight Million), which is the same amount approved by the Annual General Meeting of Shareholders, dated April 27, 2012.

Board of Directors: The remuneration and allowance per meeting are as follows;

Details	Remuneration paid per quarter	Allowance Paid Per each meeting	Annual Bonus
Chairman of the Board of Directors	Baht 150,000	Baht 30,000	Depended on the company's operating result
Director	Baht 100,000	Baht 20,000	Depended on the company's operating result

Sub Committees: There are two sub committees which they are Audit Committee and The Nomination and Compensation Committee receive the remuneration and meeting allowance as follows. (Corporate Governance Committee and Risk Management Committee have not received the remuneration and meeting allowance).

Details	Remuneration paid per quarter	Allowance Paid Per each meeting	Annual Bonus
Chairman of the Committee	Nil	Baht 30,000	Nil
Director	Nil	Baht 20,000	Nil

Opinion of the Board: Board of Directors has an opinion that the remuneration and meeting allowance has been considered and reviewed carefully by The Nomination and Compensation Committee. Thus, The Shareholders Meeting should consider and approve the remuneration and meeting allowance for the fiscal year 2013 per the details as proposed above.

8. To consider and approve the appointment of the auditor and the auditor's fees for the fiscal year 2013.

As recommended by the Audit Committee, the Board of Directors considered and proposed for the appointment of the Company's auditors and their remuneration for the fiscal year 2013 as follows:

To approve the appointment of auditors from Ernst & Young Office Limited as the Company's auditors for 2013 with the names and CPA license numbers as follows:

- 1). Mr. Sophon Permsirivallop, Certified Public Accountant (Thailand) No. 3182 or
- 2). Ms. Rungnapa Lertsuwankul, Certified Public Accountant (Thailand) No. 3516 or
- 3). Ms. Pimjai Manitkajohnkit, Certified Public Accountant (Thailand) No. 4521

Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. In the event that any of the above auditors is not available, Ernst & Young Office Limited is authorized to nominate any auditor of Ernst & Young Office Limited who qualifies as a Certified Public Accountant to carry out the audit of the Company's financial statements.

All those mentioned auditors have neither connected transaction nor conflict of interest with the Company, its subsidiaries, management, major shareholder or their related persons. However, Ernst & Young Office Limited is Globe Vision Company Limited's auditor (subsidiary) as well. Such service is not a conflict of interest that substantially impacts the independency of the auditors.

The total Annual Remuneration Fee for year 2013 is proposed at Baht 1,170,000 (Baht: One million one hundred and seventy thousand only). The special audit fee for BOI's privileges of corporate income tax exemption report is proposed at the Baht 250,000 (Baht: Two hundred and fifty thousand only), excluding out-of-pocket expenses. The audit fee for FY 2013 is the same amount as quoted last year.

Note: The Company has appointed Ernst & Young Office Limited to serve as its independent auditor since year 2002, whereby Mr. Sophon Permsirivallo was appointed as the Company's auditor since the fiscal year 2012 and he has not held any Company's share, and no conflict of interest with the Company, its Subsidiaries, Executives, the Major Shareholders, or others related to those mentioned parties.

Opinion of the Board: Since the selection of the auditors and the auditor's fee was carefully considered and reviewed by the Audit Committee in regards to past performances, obligations, work load and the rotation of auditor which the term has to be complied with SEC's regulation, including reasonable audit fee. The Shareholders Meeting should thereby consider and approve the appointment of the auditors for the year 2013 and the auditor's fee as proposed above

9. To consider and approve the allocation of profit and declaration of dividend for the operating result of the fiscal year 2012.

The company's policy is to pay dividend at least 30% of consolidated net profit after deduction of all reserves required by law and the Company. However, this is dependent on the operating performance, cash flow, investment plans, financial status, restriction of laws and other considerations as deemed appropriate for the Company and its Subsidiaries

In the fiscal year 2012, the Company reported the net profit which generated a positive unappropriated Retained Earning of Baht 346,130,849 (Baht: Three hundred forty six million one hundred thirty thousand eight hundred and forty nine). Since the company has to reserve Cash for operation and to support the growth of the business.

The Board of Directors meeting No. 2/2013, dated March 11, 2013 has approved the payment of dividend allocated from the fiscal year 2012's operating result are as follows:

- Payment of stock dividend by ordinary shares at the ratio of 7 (seven) per 1 (one) dividend share, not exceeding in total of shares 280,575,712 at par value of Baht 1 per share, or totally not exceeding Baht 280,575,712 or shall be converted to be a dividend payment at Baht 0.1429 per share, or 21.98% of the FY 2012 consolidated net profit. In case, if there are any shareholders holds the individual share remaining after such allocation, the dividend shall be paid by cash in the

amount of Baht 0.1429 per share (There was no dividend payment allocated from the fiscal year 2011's operating result, because the company was suffer from the serious flood), payable from the net profit generated under BOI's promoted activities which are tax exempt. The payment of dividend is scheduled as follows:

- To fix the record date of shareholders is scheduled on May 3, 2013.
- Share Registration closed for Dividend Right, under Section 225 of the Securities and Exchange Act B.E 2535 on May 7, 2013.
- Payment of dividend is scheduled on May 22, 2013.

Opinion of the Board: The Shareholders Meeting should consider and approve the allocation of profit and declaration of dividend for the operating result of the fiscal year 2012 as proposed above.

10. To consider and approve the allotment of newly-issued ordinary shares of the Company to accommodate the dividend payment as stated in Agenda 9.

The Board of Directors Meeting No. 2/2013, dated March 11, 2013 has approved the allotment of newly-issued ordinary shares of the Company, not exceeding Baht 280,575,712 (Baht: Two hundred eighty million five hundred seventy five thousand seven hundred and twelve) , from Baht 1,985,178,736 (Baht: One thousand nine hundred eighty five million one hundred seventy eight thousand and seven hundred thirty six) to Baht 2,265,754,448 (Baht: Two thousand two hundred and sixty five million seven hundred fifty four thousand four hundred forty eight), by issuing 280,575,712 (Two hundred eighty million five hundred seventy five thousand seven hundred and twelve) ordinary shares, with the par value of Baht 1 (Baht: One) each to accommodate the dividend payment by ordinary shares approved in Agenda 9.

Opinion of the Board: The Shareholders Meeting should consider and approve the allotment of newly-issued ordinary shares of the Company as proposed above.

11. To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to comply with the increase of the registered capital of the Company in Agenda 10.

The Board of Directors Meeting No. 2/2013, dated March 11, 2013 has approved the amendment to Clause 4 of Memorandums of Association of the Company to be consistent with the increase of the registered capital in Agenda 10, as follows:

Clause 4	Registered Capital	Baht 2,265,754,448	(Baht: Two thousand two hundred sixty five million seven hundred fifty four thousand four hundred and forty eight)
	Divided into:	2,265,754,448 shares	(Two thousand two hundred sixty five million seven hundred fifty four thousand four hundred and forty eight shares)
	Value of each share	Baht 1.-	(Baht: One)
	Divided into:		
	Ordinary shares	2,265,754,448 shares	(Two thousand two hundred sixty five million seven hundred fifty four thousand four hundred and forty eight shares)
	Preferred shares	-	Shares

Opinion of the Board: The Shareholders Meeting should consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company as proposed above.

12. To consider and approve the change of the Company's headquarter address.

The Board of Directors Meeting No. 2/2013, dated March 11, 2013 has approved the change of the Company's headquarter address from No. 142 Moo 5, Tiwanon Road, Bangkadi, Muang, Pathumthani to a new address at No. 141-142 Moo 5, Tiwanon Road, Bangkadi, Muang, Pathumthani. This is to combine the headquarter (SVI-1) and factory (SVI-2) nearby to be the same address. Of which the company's business can be performed under the same address. This is to improve efficiency and coordination of the Company's operation.

Opinion of the Board: The Shareholders Meeting should consider and approve the change of the Company's headquarter address as proposed above.

13. To consider and approve the amendment to Clause 5 of the Memorandum of Association of the Company to comply with the change of the Company's headquarter address in Agenda 12.

The Board of Directors Meeting No. 2/2013, dated March 11, 2013 has approved the amendment to Clause 5 of the Memorandums of Association of the Company to be consistent with the new address of the Company's headquarter in Agenda 12 as follows:

From: "The headquarter address is No. 142 Moo 5, Tiwanon Road, Bangkadi, Muang, Pathumthani"

To be: "The headquarter address is No. 141-142 Moo 5, Tiwanon Road, Bangkadi, Muang, Pathumthani"

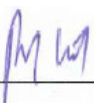
Opinion of the Board: The Shareholders Meeting should consider and approve the amendment to Clause 5 of the Memorandum of Association of the Company to comply with the change of the Company's headquarter address in Agenda 12.

14. To consider other issues (if any)

All shareholders are hereby cordially invited to attend the meeting on the date, time and venue specified above. Any shareholder who would like to appoint other person to attend the meeting and vote on his/her behalf, shall complete and sign an attached proxy form in Attachment 7 with Duty Stamp (20 Baht), plus a copy of identification card and submit the documents to the Company before attending the meeting.

In case, the Shareholders would like to come to the meeting by the Company's arranged transportation, please fill in the form, Attachment 10 and send it back to Investor Relations Department, SVI Public Co., Ltd. at thida@svi.co.th or Fax No. 02-963-9109. For more information, you can contact Tel. 02-963-9101 ext. 1804.

Yours sincerely,
By resolution of the Board of Directors



(Mr. Pongsak Lothongkam)
Chief Executive Officer