



SVI PUBLIC COMPANY LIMITED.

Head Office / Factory

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Branch

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- Date: March 28, 2016
- Subject: Notice of the Annual General Meeting of the Shareholders No. 1/2016
- To: Shareholders of SVI Public Company Limited
- Attachments:
1. Copy of the Minutes of the Annual General Meeting of the Shareholders No. 1/2015
 2. Annual Report for the year 2015 (CD-ROM).
 3. Bio-data of the directors who are due to retire by rotation in 2016 and recommended to be re-appointed for another term and to appoint for new 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.
 7. The details of independent directors recommended be a proxy of shareholder.
 8. Proxy Form A and Proxy Form B.
 9. Map of the Meeting Place.
 10. Map of the company's bus parking for transportation to the meeting.
 11. Reservation form for transportation.
 12. Registration Form

The Board of Directors of SVI Public Company Limited passed a resolution to call for the 2016 Annual General Meeting of the Shareholders to convene on Thursday April 28, 2016 at 09:30 am at Convention Hall, Chulabhorn Research Institution, Vipavadee-Rangsit Road, Lak Si, Bangkok to consider and approve the following agenda:

Agenda 1: To certify the Minute of the Annual General Meeting of the Shareholders No. 1/2015.

Purpose and Reason: The Annual General Meeting of the Shareholders 1/2015 held on April 28, 2015 was accurately recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce in accordance with the law, as well as published on the Company's website (www.svi.co.th). A copy of the Minutes is attached hereto as Attachment 1.

Opinion of the Board: The Board of Directors considers and has the opinion that the Annual General Meeting of the Shareholders 1/2015 was accurately recorded according to the resolution of the shareholders. The Shareholders Meeting should certify and adopt the Annual General Meeting of the Shareholders 1/2015 as proposed above.

Remarks: This agenda has to be approved by majority votes of the eligible shareholders, present in the meeting.

Agenda 2: To acknowledge the Company's operating result of the fiscal year 2015 reported by CEO.

Purpose and Reason: The Company's 2015 operating result including financial information and other activities are reported in the Annual Report of the year 2015 (CD ROM) as Attachment 2.

Opinion of the Board: The Board of Directors considers and has the opinion that the Shareholders Meeting should acknowledge the operating results of the fiscal year 2015 reported by Chief Executive Officer.

Remarks: This agenda is not required voting, this is to inform the Shareholders Meeting for acknowledgement only.

Agenda 3: To consider and approve the Company audited financial statements for the fiscal year ended December 31, 2015

Purpose and Reason: The Company has already prepared the Financial Statement for the fiscal year ended December 31, 2015 which has already been audited by the auditor (Miss Pimjai Manitkajohnkit, Certified Public Accountant Registration No. 4521 of EY Office Limited) and approved by the Audit Committee, as the details reported in the Annual Report of the year 2015, details as stated in Attachment 2.

Opinion of the Board: The Board of Directors considers and has the opinion that the AGM should approve the Company Financial Statement for the year ended December 31, 2015, approved by the Audit Committee, the Board of Directors and audited by the auditors from EY Office Limited.

Remarks: This agenda has to be approved by majority votes of the eligible shareholders, present in the meeting.

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

Purpose and Reason: 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 the Shareholders each year, and those retired directors can be re-appointed.

The Company has published in the web site (www.svi.co.th) from September 12, 2015 to December 31, 2015 to let the Shareholders nominating any appropriate person to be considered as the Company's director by the Nomination and Compensation Committee. There was no nominated candidate to be considered for Director.

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

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

However, Dr. Prachaya Piumsomboon who's has been SVI's director for several consecutive years has pledged not to be re-appointed for another term. He will also resign from an independent director and chairman of the Audit Committee, effective on May 1, 2016. This is to let the company having an opportunity to replace with a new qualified director.

The Nomination and Compensation Committee, excluding the Directors who is considered as having conflict of interest, proposed to reappoint Mr. Pongsak Lothongkam to be a Director for another term, since he is qualified according to the Public Company Act 2535, SEC's and SET's regulation, including other related regulations. He is competent, knowledgeable and capable. His experiences and expertise are useful and benefit to the Company's business. Mr. Pongsak Lothongkam, who are proposed to be re-elected for another term will be an authorized director. His biographies are presented in the Attachment 3.

Opinion of the Board: The selection and nomination of Directors was undertaken according to the Company's recruitment procedure, through consideration and review by the Nomination and Compensation Committee. The nominee has to be appropriate and proper qualifications to be benefit to the operations of the Company. The AGM should thereby approve the reappointment of Mr. Pongsak Lothongkam to be a Director for another term.

Remarks: This agenda has to be approved by majority votes of the eligible shareholders, present in the meeting.

Agenda 5: To consider and approve the appointment of new Director.

Purpose and Reason: The Nomination and Compensation Committee had searched for a qualified and appropriate candidate to be the Company's director replacing a vacancy. The Company's had facilitated minor shareholders to exercise their rights to put forward the 2016 AGM agenda item and nominate directorial candidates in advance through the Company's website (www.svi.co.th) and through SET's new as mentioned above. However, there was no shareholder nominating a candidate for directorial position. Thus, the Nomination and Compensation Committee proposed the Board of Director for approval in regard to the appointment of Miss Manida Zimmerman, as a new Company's Director, since she is knowledgeable, capable and has more than 20 years experiences working in variety of businesses which are not compete with the Company. Her biographies are presented in the Attachment 3.

In this regards, the qualifications as a director and an independent director of the Company met the requirements of the Capital Market Supervisory Board, per the details of the independent director's qualifications stated in the attachment 5.

Opinion of the Board: The selection and nomination of Directors was undertaken according to the Company's recruitment procedure, through consideration and review by the Nomination and Compensation Committee. The nominee is appropriate and benefit to the Company's business. The AGM should thereby approve the appointment of Ms. Manida Zimmerman to be an Independent Director replacing an unfilled director, effective on May 1, 2016.

Remarks: This agenda has to be approved by majority votes of the eligible shareholders, present in the meeting.

Agenda 6: To consider and approve the director remuneration for the year 2016.

Purpose and Reason: The Nomination and Compensation Committee considered the Directors' fees and remuneration of Year 2016, 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 2016 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 the Shareholders 1/2015.

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/person	Baht 30,000/person	Depended on the company's operating result
Director	Baht 100,000/person	Baht 20,000/person	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 received 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/person	Nil
Director	Nil	Baht 20,000/person	Nil

Other remuneration – ESOP-SVI - W3

On 25 April 2014, the Annual General Meeting of the Shareholders No.1/2014 approved the issue of 31 million warrants to purchase ordinary shares of the Company no. 3 (SVI - W3), to be offered at free of charge solely to the Company's directors and employees. The purpose is to reward directors and employees and to provide an incentive for them to remain with the Company.

The Company Board of Directors have received the allocation of warrants to purchase common shares of the Company No. 3 (SVI-W3), the 20% of the warrants allotted to them will be released and traded in SET, in the total amount of 200,000 units each, representing a sum of Bath 192,276 (fair value evaluated by Independent Financial Analysis at Baht 0.96138 per unit).

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 AGM should consider and approve the remuneration and meeting allowance for the fiscal year 2016 per the details as proposed above.

Remarks: This agenda has to be approved with a vote of not less than two-thirds votes of the eligible shareholders, present in the meeting.

Agenda 7: To consider and approve the appointment of auditor and the audit fee for fiscal year 2016.

Purpose and Reason: The Board of Directors considered and approved for the appointment of EY Office Limited as the Company's auditors and their remuneration for the fiscal year 2016 as recommended by the Audit Committee with the names and CPA license numbers as follows:

- 1) Miss Pimjai Manitkajohnkit Certified Public Accountant Registration No. 4521, or
(Signed the Company's financial statement of fiscal year 2015)
- 2) Miss Sumana Punpongsanon Certified Public Accountant Registration No. 5872, or
- 3) Mr. Sophon Permsirivallop Certified Public Accountant Registration No. 3182, or
- 4) Mrs. Gingkarn Atsawarangsalit Certified Public Accountant Registration No. 4496

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, EY Office Limited is authorized to nominate any auditor of EY 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.

The total annual remuneration fee for the fiscal year 2016 is proposed at Baht 1,600,000 (One million and six hundred thousand baht only). The special audit fee for BOI's privileges of corporate income tax exemption report is proposed at the Baht 250,000 (Two hundred and fifty thousand baht only), excluding out-of-pocket expenses.

The audit fee of the fiscal year 2016 is higher than the fiscal year 2015 by Baht 230,000 (Two hundred and thirty baht only), mainly due to more time spent on the audit, primarily caused by the acquisition of the subsidiaries in Europe.

Note: The nominated auditors, as stated above, have no relationship with, or any interest in the Company, the Company's subsidiaries, the executives, the major Shareholders, or any related person of the aforesaid persons. Therefore, they are able to audit and comment on the financial statement of the Company independently.

Opinion of the Audit Committee: The Audit Committee had reviewed and considered the performance record of each auditor as to ensure that EY Office Limited can have a proper rotation of the auditor as required by the Notification of Securities and Exchange Commission on Auditor Rotation policy. Moreover, the standard of auditing, capability and experiences in auditing of the companies in the same industry and the same size of business including a reasonable audit fee have been considered. Thus, the Audit Committee resolved to propose to the Board of Directors for the appointment of EY Office Limited as the Company's auditors and their remuneration of the fiscal year 2016 for subsequently be proposed for further approval by the AGM.

Opinion of the Board: The Board of Directors agreed with the Audit Committee to propose to the AGM for the appointment of Miss Pimjai Manitkajohnkit, Certified Public Accountant Registration No. 4521, or Miss Sumana Punpongsanon, Certified Public Accountant Registration No. 5872, or Mr. Sophon Permsirivallop, Certified Public Accountant Registration No. 3182, or Mrs. Gingkarn Atsawarangsalit, Certified Public Account Registration No. 4496, of EY Office Limited as the Company's auditors for the year 2016 and approved the audit fee of Baht 1,600,000 (One million and six hundred thousand baht only). The special audit fee for BOI's privileges of corporate income tax exemption report is proposed at the Baht 250,000 (Two hundred and fifty thousand baht only), excluding out-of-pocket expenses, which is in accordance with the general good practice.

Remarks: This agenda has to be approved by majority votes of the eligible shareholders, present in the meeting.

Agenda 8: To consider and approve the allocation of profit and declaration of dividend for the operating result of the fiscal year 2015.

The company's dividend policy approved by the Annual General Meeting of the Shareholders No. 1/2010 dated April 28, 2010 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 depended 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.

Purpose and Reason: In 2015, the Company reported the consolidated net profit and the Company's net profit of Baht 2,029,149,971 (Baht: Two Thousand twenty-nine million one hundred forty-nine thousand and nine hundred seventy-one only) and Baht 2,031,300,395 (Baht: Two thousand and thirty-one million three hundred thousand three hundred and ninety-five only) respectively. Whereby the Company net operation profit was reported at Baht 546,389,040 (Baht: Five hundred and forty-six thousand three hundred and eighty-nine thousand forty only). This is

not included the receipt of fire damages compensation from insurance companies in the amount of 1,643,309,889 (Baht: One thousand six hundred and forty-three million three hundred and nine thousand eight hundred and eighty-nine only) and the additional expenses caused by fire recorded this year in the amount of Baht 158,398,534 (Baht: One hundred fifty-eight million three hundred ninety-eight thousand five hundred and thirty-four only).

Since the company has to reserve Cash for the operation and to support the growth of the business. Therefore, the Board of Directors meeting, No. 3/2016, dated March 14, 2016, has agreed to propose the allocation of profit for the fiscal year 2015's operating result and declaration of dividend which will be paid in "cash" at Baht 0.08 per share, an approximated amount of Baht 181.3 million, or 33.17% of the Company's 2015 net operating profit and accounted to 8.92% of the Company's 2015 total net profit which included the extra items. The dividend shall be paid as follows:

- Cash dividend Baht 0.08 per share, payable from the net profit generated under BOI's promoted activities, Certificate No. 5152(2)/2556 which are tax exempt.
- Ex-dividend is dated on May 9, 2016.
- To fix the record date of shareholders is scheduled on May 11, 2016.
- Share Registration closed for Dividend Right on May 12, 2016.
- Payment of dividend is scheduled on May 19, 2016.

This dividend payment is allocated from the net profit, after deduction of legal reserve of 5% of Net Profit as a minimum, according to Section 116 of the Public Limited Companies Act, B.E. 2535.

Opinion of the Board: The Board of Directors consider and has the opinion that it is appropriate to propose to the AGM for approval the allocation of profit of the fiscal year 2015's operating result and declaration of dividend per the details as stated above.

Remarks: This agenda has to be approved by majority votes of the eligible shareholders, present in the meeting.

Agenda 9: To consider other issues (if any)

Shareholders who cannot attend the meeting may grant proxy to other person who is not under 20 years old, or to one of the Company's independent directors whose names and brief profile stated in the attachment 7, to attend the meeting and vote on behalf of shareholders by filling in the proxy form A or B as specified in the attachment 8 and submit to the Company before the meeting started. The foreign shareholders who have appointed a Custodian in Thailand shall download the proxy form C from the Company's website www.svi.co.th. The proxy form has to be affixed stamp duty of Baht 20.

Shareholders and proxies must bring the Registration form, the attachment 12, and other supporting documents as stated in the attachment 6 and submit those documents to the Company before attending the meeting. The meeting will be conducted in accordance with the Company's Article of Association per the details stated in the attachment 4.

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 Company Limited. kingnapa@svi.co.th or Fax No. 0 2 -105-0466. You can contact us at Tel. 0 2 -105-0456 ext. 1 8 13 for more information.

All shareholders are hereby cordially invited to attend the meeting on the date, time and venue specified above. The registration for the meeting will be available at 7.30 a.m. onwards.

Yours sincerely,
By resolution of the Board of Directors



Mr. Pongsak Lothongkam)
Chief Executive Officer