



SVI PUBLIC COMPANY LIMITED.

Head Office / Factory

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Branch

33/10 Moo 4, Chaeng Wattana Rd., Pakkred, Nonthaburi 11120, Thailand



- Date: March 23, 2018
- Subject: Notice of the Annual General Meeting of the Shareholders No. 1/2018
- To: Shareholders of SVI Public Company Limited
- Attachments:
1. Copy of the Minutes of the Annual General Meeting of the Shareholders No. 1/2017
 2. Annual Report for the year 2017 (CD-ROM).
 3. Bio-data of the directors who are due to retire by rotation and recommended to be re-appointed for another term and to acknowledge a new Director replacing a vacancy.
 4. The Company's Articles of Association relating to Shareholders Meeting and Voting.
 5. Definition of independent directors and the details of independent directors recommended be a proxy of shareholder.
 6. Documents or Evidences to identify the right to attend the Meeting.
 7. Procedures for attending the Annual General Meeting of Shareholders.
 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 2018 Annual General Meeting of the Shareholders to convene on Friday April 27, 2018 at 09:30 am at Convention Hall, Chulabhorn Research Institution, Vibhavadee-Rangsit Road, Lak Si, Bangkok to consider and approve the following agendas:

- Remarks:**
1. The Company has published the Minute of the Annual General Meeting of Shareholders No. 1/2017, conducted on April 27, 2017, on the company's website (www.svi-hq.com) to be reviewed and revised by Shareholders since May 11, 2017, however, no any shareholder recommended any amendment or objection.
 2. The Company had facilitated the shareholders to exercise their rights to put forward the 2018 AGM's agenda item and nominate directorial candidate in advance and also disclosed their rights including the process on proposing of the mentioned subjects through the company's website(www.svi-hq.com) from September 12, 2017 to December 30, 2017
 3. No Shareholders recommended any 2018 AGM's agenda item.

Agenda 1: To certify the Minute of the Annual General Meeting of the Shareholders No. 1/2017 held on 27 April 2017

Purpose and Reason: The Annual General Meeting of the Shareholders 1/2017 held on April 27, 2017 was accurately recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce in accordance with laws, as well as published on the Company's website (www.svi-hq.com). 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 1/2017 was accurately recorded according to the resolution of the shareholders. The Shareholders Meeting should certify and adopt the Annual General Meeting of the Shareholders 1/2017 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 2017 reported by CEO.

Purpose and Reason: The Company’s 2017 operating result including financial information and other activities are reported in *the Annual Report of the year 2017 (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 2017 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, 2017

Purpose and Reason: According to the Public Limited Companies Act, B.E. 2535 and the Company’s Articles of Association, the Company has already prepared the Financial Statement for the fiscal year ended December 31, 2017 which has already been audited by the auditor (Mrs. Sumana Punpongsanon, Certified Public Accountant Registration No. 5872 of EY Office Limited) and approved by the Audit Committee, as the details reported in *the Annual Report of the year 2017, details as stated in Attachment 2.*

A summary of the Consolidated Financial Statement is stated below:

Financial Position	2017 (Mil Baht)	Operating Performance	2017 (Mil Baht)
Current Asset	8,858	Sales	12,426
Total Asset	11,313	Total Revenues	12,682
Current Liabilities	3,152	Profit before financial cost and tax expenses	552
Total Liabilities	4,068	Net Profit	491
Shareholder’s Equity	7,245		
Registered Capital	2,297		
Paid-up Capital	2,266		

A summary of the Company Financial Statement is stated below:

Financial Position	2017 (Mil Baht)	Operating Performance	2017 (Mil Baht)
Current Asset	7,362	Sales	9,530
Total Asset	9,769	Total Revenues	9,717
Current Liabilities	2,391	Profit before financial cost and tax expenses	547
Total Liabilities	2,490	Net Profit	512
Shareholder’s Equity	7,279		
Registered Capital	2,297		
Paid-up Capital	2,266		

Opinion of the Audit Committee: The Audit Committee had reviewed the Company’s financial statement for the year ended December 31, 2017, which was audited and certified by Mrs. Mrs. Sumana Punpongsanon, Certified Public Accountant Registration No. 5872 of EY Office Limited, therefore The Audit Committee recommended to the Board of Directors to consider and propose the Company’s financial statement for the year ended December 31,2017 to the Shareholders Meeting for approval.

Opinion of the Board: The Board of Directors considered and has the opinion that the AGM should approve the Company Financial Statement for the year ended December 31, 2017, 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.

There are two directors of six directors or 1/3 of total directors required to retire from the Board of Directors this AGM. The directors, who are due to retire by rotation in this meeting are as follows:

	Name of Director	Position
1.	Mr. Virapan Pulges	Director
2.	Mr. Chatchaval Jiaravanon	Independent Director

The Company’s had facilitated minor shareholders to exercise their rights to put forward the 2018’s nominated directorial candidates in advance through the Company’s website (www.svi-hq.com) and through SET’s news during September 12, 2017 to December 30, 2017. However, there was no shareholder nominating a candidate for directorial position.

The Nomination and Compensation Committee, excluding the Directors who is considered as having conflict of interest, proposed to reappoint two retiring directors for another term, since they are qualified according to the Public Company, 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, Mr. Chatchaval Jiaravanon, who is proposed to be re-elected for another term will be an independent director of the Company. His qualifications as an independent director of the Company met 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 providing consulting services or being an executive director, officer, employee or adviser who earns salary from the Company, subsidiaries, associated companies or any juristic person which there were any 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, 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. Virapan Pulges and Mr. Chatchaval Jiaravanon 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 acknowledge the appointment of Director replacing a resigned Director.

Purpose and Reason: In regard to the resignation of Dr. Suvarn Valaisatien as the company’s director since November 11, 2017, before completion of the term.

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 nominate directorial candidates in advance through the Company’s website (www.svi-hq.com) 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 Mr. Weerayuth Sajjaphanroj to be a Director, Independent Director and Member of the Audit Committee replacing the vacancy, since he is knowledgeable, capable in legal matters including SET’s, SEC’s rule and regulation. He can provide comments that benefit to the company independently, which the effective date is February 23, 2018 in which his term as the Company’s director will be the period balancing from the resigned director, His biography is 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 is appropriate and benefit to the Company’s business. The Board of Directors considered and approved the appointment of Mr. Weerayuth Sajjaphanroj to be a Director, Independent Director and Member of the Audit



Committee replacing the vacancy, effective February 23, 2018, as proposed by the Nomination and Compensation Committee, in which his term as a director will be the period balancing from the resigned director, in accordance with The Department of Business Development's regulation, section 1.1 (2) related to the appointment of director.

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

Agenda 6: To consider and approve the director remuneration for the year 2018.

Purpose and Reason: The Nomination and Compensation Committee considered the Directors' fees and remuneration of Year 2018, by reviewing all appropriate factors and comparing them with the average fees paid in the electronics industry and companies with the same size of revenue, operating result, responsibilities and current economic situation. Thus, the Board of Directors' and other sub committees' fees and remuneration for the fiscal year 2018 have been proposed at the amount not exceeded Baht 9,000,000 (Baht: Nine Million Only). This is the same amount approved by the Annual General meeting of Shareholders for the year 2017.

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	Base on the company's operating result
Director	Baht 100,000/person	Baht 20,000/person	Base 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 Audit Committee	An additional of Baht 50,000 from a Directorship	Baht 30,000 /Person	Based on the company's operating result
Director who is an Audit Committee's member	An additional of Baht 50,000 from a Directorship	Baht 20,000 /Person	Based on the company's operating result
Chairman of the Nomination and Compensation Committee	Nil	Baht 30,000 /Person	Based on the company's operating result
Member of the Nomination and Compensation Committee	Nil	Baht 20,000 /Person	Based on the company's operating result

Other remuneration – ESOP-SVI - W3

The Company Board of Directors, excluding Mrs. Pissamai Saibua and Mr. Prasert Bunsumpun, 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 Annual General



Meeting of Shareholders should consider and approve the remuneration and meeting allowance for the fiscal year 2018 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 for the fiscal year 2018 and fix their remuneration.

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 2018 as recommended by the Audit Committee with the names and CPA license numbers as follows:

- | | |
|-----------------------------------|----------------------------------|
| 1. Mr. Sophon Permsirivallop | C.P.A. Registration No. 3182, or |
| 2. Miss Orawan Techawatanasirikul | C.P.A. Registration No. 4807, or |
| 3. Mrs. Gingkarn Atsawarangsalit | C.P.A. Registration No. 4496, or |
| 4. Miss Rungnapa Lertsuwankul | C.P.A. Registration No. 3516, or |
| 5. Mr. Chayapol Suppasedtanon | C.P.A. Registration No. 3972, or |
| 6. Miss. Pimjai Manitkajohnkit | C.P.A. Registration No. 4521, or |
| 7. Miss Sumana Punpongsonon | C.P.A. Registration No. 5872 |

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.

The total Annual Remuneration Fee for year 2018 is proposed at Baht 2,100,000 (Baht: Two million one hundred 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 2018 is higher than the audit fee of the fiscal year 2017 by Baht 180,000 (Baht: One hundred eighty thousand only), mainly related to more subsidiaries consolidated in Financial Statement.

Audit fee (Baht)	2016 (EY)	2017 (EY)	2018 (EY)
The audit fee (for annual and quarterly financial statements)	1,600,000	1,920,000	2,100,000
The non-audit fee	250,000	250,000	250,000

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.

Miss Sumana Punpongsonon was appointed as the Company's auditor for the fiscal year 2017.

The Company's subsidiary in Austria has appointed EY Office Limited to be an Auditor also, however, for other subsidiaries who the Auditors are appointed from different audit firms, the Company Board of Directors has committed to complete the financial statement on the required due date.

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 2018 for subsequently be proposed for further approval by the Annual General Meeting of Shareholders.



Opinion of the Board: The Board of Directors agreed with the Audit Committee to propose to the AGM for the appointment of Mr. Sophon Permsirivallop, C.P.A. Registration No. 3182, or Miss Orawan Techawatanasirikul C.P.A. Registration No. 4807, or Mrs. Gingkarn Atsawarangsalit, C.P.A. Registration No. 4496, or Miss Rungnapa Lertsuwankul, C.P.A. Registration No. 3516, or Mr. Chayapol Suppasedtanon, C.P.A. Registration No. 3972, or Miss. Pimjai Manitkajohnkit, C.P.A. Registration No. 4521, or Miss Sumana Punpongsanon, C.P.A. Registration No. 5872, of EY Office Limited as the Company's auditors for the fiscal year 2018 and approved the audit fee of Baht 2,100,000 (Baht: Two million one hundred thousand 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 2017.

The company's dividend policy as 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: The Company reported the Consolidated net profit and the Company's net profit in the fiscal year 2017 of Baht 491,324,371 (Baht: Four hundred and ninety-one thousand three-hundred and twenty-four thousand three hundred and seventy-one only) and Baht 511,802,976 (Baht: Five hundred and eleven thousand eight hundred and two thousand nine hundred and seventy-six only) respectively.

Since the company has to reserve Cash for the operation and to support the growth of the business. Therefore, the Chairman proposed the Meeting to consider and approve the allocation of profit for the fiscal year 2017's operating result and declaration of dividend that will be paid in cash at Baht 0.083 per share (not include Treasury Stock), in the total amount that should not exceed of Baht 181.6 million, or at 35% of the company's 2017 net operating profit.

The dividend shall be paid as follows:

- Cash dividend Baht 0.083 per share, payable from the net profit generated under BOI's promoted activities, Certificate No. 5152(2) / 2556 which are tax exempt.
- Ex-dividend date on May 9, 2018.
- To fix the record date of shareholders is scheduled on May 10, 2018.
- Payment of dividend is scheduled on May 18, 2018.

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 Annual General Meeting of Shareholders for approval the allocation of profit of the fiscal year 2017'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)

The record Date for specifying the list of shareholders who are entitled to attend the 2018 Annual General Meeting of Shareholders shall be on 22 March 2018.

All shareholders are invited to attend the 2018 Annual General Meeting of Shareholders on Friday, 27 April 2018 at 09.30 a.m. at Convention Hall, Chulabhorn Research Institution, Vibhavadee-Rangsit Road, Lak Si, Bangkok. Registration will open at 07.30 a.m..



Shareholders who **cannot attend** the meeting may grant proxy to other person who is not under 20 years old, or a Company's independent director whose name 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-hq.com . The proxy form has to be affixed stamp duty of Baht 20.

Shareholders can authorize the Company's independent director to be a proxy and vote on Shareholders' behalf of which his biography is presented and attached hereto as Attachment 5. The proxy should be sent to the Company's Investor Relation at 141-142 Moo 5, Bangkadi Industrial Park, Tiwanon Road, Bangadi, Muang, Pathumtani 12000.

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, if the Shareholders would like to come to the meeting by the Company's arranged transportation, please fill in the form, Attachment 11, and send it back to Investor Relations Department, SVI Public Company Limited. panita@svi.co.th or Fax No. 02-105-0466. You can contact us at Tel. 02-105-0456 ext. 1813 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



Any shareholder can access the Invitation Letter of the 2018 Annual General Meeting of the Shareholders and all related documents at the Company's website at www.svi-hq.com under the section "Investor Relations"> "Shareholders' Meeting" from 26 March 2018. If any shareholder has a query about the agenda, he or she can contact the Company through the Investor Relations, SVI Public Company Limited at 141-142 Moo 5, Bangkadi Industrial Park, Tiwanon Road, Bangkadi, Muang, Pathumtani 12000, Thailand or e-mail address at ir@svi.co.th.

Annual Report for
the year 2017

