



SVI PUBLIC COMPANY LIMITED.

Head Office / Factory

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Branch

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



- Date: February, 20 2020
- Subject: Notice of the 2020 Annual General Meeting of Shareholders
- To: Shareholders of SVI Public Company Limited
- Attachments:
1. Copy of the Minutes of the 2019 Annual General Meeting of Shareholders, held on 26 April 2019 (for consideration Agenda 1)
 2. Annual Report for the year 2019 and financial statement of the Company and subsidiaries ended 31 December 2019 (QR Code (for consideration Agenda 2 and 3)
 3. Bio-data of the directors who are due to retire by rotation and recommended to be re-appointed for another term
 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 shareholders
 6. Documents or Evidences to identify the right to attend the Annual General Meeting of Shareholders
 7. Procedures for attending the Annual General Meeting of Shareholders
 8. Proxy Form A and Proxy Form B
 9. Map of the venue of the Annual General Meeting of Shareholders at Magic3 hall, 2nd floor, Miracle Grand Convention Hotel, 99 Kamphaeng Phet 6 Road, Talad-Bangkhen, Laksi, Bangkok. 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 Company Limited passed a resolution to call for the 2020 Annual General Meeting of Shareholders to convene on Friday, March 20, 2020 at 09:30 a.m (registration start at 07.30 a.m.) at (Magic3 hall, 2nd floor, Miracle Grand Convention Hotel, 99 Kamphaeng Phet 6 Road, Talad-Bangkhen, Laksi, Bangkok, detail of which shown in the attachment 9) to consider and approve the following agendas:

- Remarks:
1. The Company has published the Minutes of the 2019 Annual General Meeting of Shareholders, held on April 26, 2019, on the Company's website (www.svi-hq.com) to be reviewed and revised by Shareholders since May 10, 2019, however, no any shareholder recommended any amendment or objection.
 2. The Company had facilitated the shareholders to exercise their rights to put forward the 2020 Annual General Meeting of Shareholders' 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 16, 2019 to December 30, 2019
 3. No Shareholders recommended any agenda item.



Agenda 1: To certify the Minutes of the 2019 Annual General Meeting of Shareholders

Purpose and Reason: the 2019 Annual General Meeting of Shareholders held on April 26, 2019 was accurately recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days from the date of the Annual General Meeting of Shareholders in accordance with the laws, as well as published on the Company’s website (www.svi-hq.com). A copy of the Minutes of the 2019 Annual General Meeting of Shareholders is attached hereto as Attachment 1.

Opinion of the Board: The Board of Directors considered and has the opinion that it is appropriate to propose to the Annual General Meeting of Shareholders’ Meeting to certify and adopt the minutes of the 2019 Annual General Meeting of Shareholders, held on April 26, 2019 which the minutes was accurately recorded according to the resolution of Shareholders, as the details reported in the A copy of the Minutes of the 2019 Annual General Meeting of Shareholders is attached hereto as Attachment 1.

Remarks: This agenda is required 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 2019 reported by CEO

Purpose and Reason: The Company’s 2019 operating result of the fiscal year 2019 ended December 31, 2019 including financial information and other activities are reported in the Annual Report of the year 2019 (QR-Code) as stated in 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 year 2019 ended December 31, 2019 reported by Chief Executive Officer, as the details reported in the Annual Report of the year 2019, as stated in Attachment 2.

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, 2019

Purpose and Reason: According to the Public Limited Companies Act, B.E. 2535 and the Company’s Articles of Association, the Company is required to prepare the financial statement for the Company’s fiscal year, which was audited by the auditor, and to propose to the Annual General Meeting of Shareholders for consideration.

The Company has already prepared the financial statement for the year ended December 31, 2019 which has already been audited by the auditor (Miss Orawan Techawatanasirikul, Certified Public Accountant Registration No. 4807 of EY Office Limited) and approved by the Audit Committee, as the details reported in the Annual Report of the year 2019, (QR-Code) as stated in Attachment 2.

A summary of the Consolidated Financial Statement is stated below:

Unit : Mil Baht

Financial Position	2019	2018	Financial Position	2019	2018
Current Asset	8,955	10,423	Sales	14,962	15,610
Total Asset	11,333	12,905	Total Revenues	15,242	15,792
Current Liabilities	5,061	4,547	Profit before Financial	477	878



Total Liabilities	7,866	5,264	cost and tax expenses		
Shareholder's Equity	3,467	7,641	Net Profit	372	803
Registered Capital	2,297	2,297			
Paid – up Capital	2,267	2,266			

A summary of the Company's Financial Statement is stated below:

Unit : Mil Baht

Financial Position	2019	2018	Financial Position	2019	2018
Current Asset	7,461	8,950	Sales	11,511	11,912
Total Asset	10,043	11,435	Total Revenues	11,773	12,119
Current Liabilities	4,307	3,723	Profit before Financial	373	760
Total Liabilities	6,625	3,816	cost and tax expenses		
Shareholder's Equity	3,418	7,619	Net Profit	322	743
Registered Capital	2,297	2,297			
Paid – up Capital	2,267	2,266			

Opinion of the Audit Committee: The Audit Committee had reviewed the Company's financial statement for the year ended December 31, 2019, which was audited and certified by Miss Orawan Techawatanasirikul, Certified Public Accountant Registration No. 4807 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, 2019 to the Shareholders' Meeting for approval.

Opinion of the Board: The Board of Directors considered and has the opinion that the Annual General Meeting of Shareholders should approve the Company's financial statement for the year ended December 31, 2019, approved by the Audit Committee, the Board of Directors and audited by the auditors from EY Office Limited, as the details reported in the *Annual Report of the year 2019, as stated in Attachment 2.*

Remarks: This agenda is required 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 the Public Limited Companies Act and 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.

At present, there are seven directors, therefore, two of those or 1/3 of total directors are required to retire from the Board of Directors in the Annual General Meeting of Shareholders. The directors, who are due to retire by rotation in this meeting are as follows:

Name of Director	Position
1. Mr. Prasert Bunsumpan	Independent Director/Chairman of the Board/
2. Mr. Threekwan Bunnag	Independent Director/Chairman of the Audit Committee

The Company's had facilitated minor shareholders to exercise their rights to put forward the 2019's nominated directorial candidates in advance through the Company's website (www.svi-hq.com) and through SET's news during September 16, 2019 to December 30, 2019. 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 Companies Act, 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.

Opinion of the Board: The Board of Directors, excluding the directors who is considered as having conflict of interest and are retiring, considered and agreed that the selection and nomination of directors of the Company was carefully considered by the Board of Directors and those persons are able to freely provide the opinion in accordance with the relevant criteria and the selection was concurred by the Nomination and Compensation Committee for the benefit of the Company. The Board of Directors considered and has the opinion that the Annual General Meeting of Shareholders should approve the reappointment of Mr. Prasert Bunsumpan and Mr. Threekwan Bunnag to be directors for another term. Due to the retiring directors are qualified according to the Public Limited Companies Act and they are proper qualifications to be benefit to the operations of the Company according to the SEC regulation.

Their biographies of each directors are presented in *the Attachment 3*.

Remarks: This agenda is required 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

1. Mrs. Pissami Saibua as the company's director since July 1, 2019, before completion of the term; and
2. Mr. Weerayuth Sajjaphanroj and Mr. Virapan Pulges as the company's director since November 7, 2019, before completion of the term.



The Nomination and Compensation Committee had searched for qualified and appropriate candidates to be the Company's directors replacing a vacancies. Thus, the Nomination and Compensation Committee proposed the Board of Director for approval the appointment of:-

1. Mr. Sapon Punyaratabandhu to be director, Independent Director and Member of the Audit Committee replacing Mrs. Pissami Saibua to be effective from July 1, 2019 onwards; and
2. Mrs. Pratamaporn Svasti-Xuto to be director, Independent Director and Member of the Audit Committee replacing Mr. Weerayuth Sajjaphanroj to be effective from November 8, 2019 onwards
3. Mr. Chatchawal Eimsiri to be director replacing Mr. Virapan Pulges to be effective from November 27, 2019 onwards.

Those persons are knowledgeable, capable in accounting and finance legal matters including SET's, SEC's rule and regulation. They can provide comments that benefit to the company independently.

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

1. Mr. Sapon Punyaratabandhu to be director, Independent Director and Member of the Audit Committee replacing Mrs. Pissami Saibua to be effective from July 1, 2019 onwards
2. Mrs. Pratamaporn Svasti-Xuto to be director, Independent Director and Member of the Audit Committee replacing Mr. Weerayuth Sajjaphanroj to be effective from November 8, 2019 onwards, and the appointment of Mr. Chatchawal Eimsiri to be director replacing Mr. Virapan Pulges to be effective from November 27, 2019 onwards.

in which their term as a director will be the period balancing from the resigned directors, 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 2020

Purpose and Reason: The Nomination and Compensation Committee considered the directors' fees and remuneration of year 2020, 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 2020 have been proposed at the amount not exceed Baht 9,000,000 (Baht: Nine Million Only). This is the same amount approved by the 2019 Annual General Meeting of Shareholders.

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

Details	Remuneration paid per quarter	Allowance paid per each meeting (only director attended the 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 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	Baht 50,000/person	Baht 30,000 /Person	Based on the company's operating result
Director who is an Audit Committee's member	Baht 50,000/person	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 Mr. Prasert Bunsumpun and Mr. Weerayuth Sajjaphanroj 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: the Board of Directors has an opinion that the remuneration and meeting allowance has been considered and reviewed by the Nomination and Compensation Committee. Thus, the Annual General Meeting of Shareholders' should consider and approve the remuneration and meeting allowance for the year 2020 per the details as proposed above.

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

Mr. Threekwan Bunnag, Independent Director and as a proxy of shareholders for the Annual General Shareholders Meeting, has no conflict of interest different from the other directors.



Agenda 7: To consider and approve the appointment of Auditor for the fiscal year 2020 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 2020 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, or |
| 8. Miss Rossaporn Dejarkom | C.P.A. Registration No. 5659 |

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 the year 2020 is proposed at Baht 2,400,000 (Baht: Two million four 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 of the year 2020 is higher than the audit fee of the year 2019 by Baht 200,000 (Baht: Two Hundred Thousand only), mainly related to the increasing of time spend and to comply with new accounting standard.

Audit fee (Baht)	2018 (EY)	2019 (EY)	2020 (EY)
The audit fee (for annual and quarterly financial statements)	2,100,000	2,400,000	2,400,000
The non-audit fee	250,000	250,000	250,000

*2019 Annual General Meeting of Shareholders approved total annual remuneration fee for the year 2019 of Baht 2,500,000. Subsequently, the Company has successfully negotiated such fee down to Baht 2,400,000.

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 Orawan Techawatanasirikul was appointed as the Company's auditor for the year 2018 and 2019.



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's 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 2020 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 Annual General Meeting of Shareholders 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, or Miss Rossaporn Dejarkom, C.P.A. Registration No. 5659 of EY Office Limited as the Company's auditors for the fiscal year 2020 and approved the audit fee of 2,400,000 (Baht: Two million four 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 is required to be approved by majority votes of the eligible shareholders, present in the meeting.

Agenda 8: To consider and approve the allocation of profit for the operating result of the fiscal year 2019 and approve dividend which has already paid as interim dividend

The Company's dividend policy as approved by the Annual General Meeting of 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 for the year 2019 of Baht 371,690,351 (Baht three hundred seventy one million six hundred ninety thousand and three hundred fifty one only) and Baht 322,198,564 (Baht three hundred twenty two million one hundred ninety eight thousand and five hundred sixty four only) respectively.

During the year, the Company declared and make the interim dividend payment for the amount of Baht 4,151.8 Billion or Baht 1.9282 per share, payable from the net profit generated under BOI's promoted activities Certificate No. 5152(2) / 2556 and No. 1587(2)/2558 which are tax exempt of Baht 0.8929 per share and payable from Non BOI of Baht 1.0353 pers share. The said interim dividend payment is in line with the dividend policy and the amount of dividend payment is higher than 2019 dividend payment which Annual General Meeting of Shareholders approved Baht 0.11 per share.

Opinion of the Board: The Board of Directors considered and has the opinion that it is appropriate to propose to the Annual General Meeting of Shareholders' Meeting for approval the allocation of profit of the year 2019's operating result and approve dividend which has already paid as interim dividend as per above details.



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

Agenda 9: To acknowledge the adjustment of the exercise price and exercise ratio under the Warrants to Purchase Ordinary Shares of SVI Public Company Limited no.3 (SVI-W3) due to the interim dividend payment

Purpose and Reason: the Board’s meeting no.10/2019 held on 6 December 2019 resolved to approve the interim dividend payment of which under Clause 3.3.1 (e) of the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of SVI-W3 Warrants states that the Company shall adjust the exercise price and/or exercise ratio of SVI-W3 Warrants, in the event that the Company distributes dividends in cash in excess of 80% of the Company’s net profit after income tax under the standalone financial statements of the Company of any relevant fiscal year. Therefore, the Company is required to adjust the exercise price and exercise ratio of the SVI-W3 Warrants, which shall take effect immediately from the first date on which the Stock Exchange of Thailand posts the XD symbol or ex-dividend date on 19 December 2019.

The adjustment of the exercise ratio and the exercise price of the SVI-W3 Warrants are as follows:

	Before Adjustment	After Adjustment
Exercise Price	Baht 4.44 per share (par value is Baht 1.00 per share)	Baht 2.9408 per share* (par value is Baht 1.00 per share)
Exercise Ratio	1 Unit : 1 Share	1 Unit : 1.5098 shares**

* * Any remainder of the amount calculated from the exercise of less than Baht 1 shall be eliminated.

** Any fractional share to be received from the exercise shall be eliminated

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 acknowledgement the Board’s resolution on the adjustment of the exercise price and exercise ratio under the Warrants to Purchase Ordinary Shares of SVI Public Company Limited no.3 to Directors and Officers of the Company (SVI-W3).

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

Agenda 10: To consider and approve the increase in the registered capital of the Company by Baht 15,294,000 from Baht 2,296,749,381 to Baht 2,312,043,381 by the issuance of 15,294,000 new ordinary shares with a par value of Baht 1 per share

Purpose and Reason: To have sufficient shares for supporting the final exercise right under the Warrants SVI-W3 which will be due on March 26, 2020.

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 increase in the registered capital of the Company by Baht 15,294,000 (Fifteen Million Two Hundred Ninety Four Thousand Baht) from Baht 2,296,749,381 (Two Billion Two hundred Ninety Six Million Seven Hundred Forty Nine Thousand Three Hundred Eight One Baht) to Baht 2,312,043,381 (Two Billion Three Hundred Twelve Million Forty-Three Thousand Three Hundred Eighty One Baht) by the issuance of 15,294,000 (Fifteen Million Two Hundred Ninety Four Thousand) new ordinary shares with a par value of Baht 1 (One Baht) per share in order to support the exercise right under the Warrants to Purchase Ordinary Shares (SVI-W3) according to the adjustment of the exercise right under Agenda 9.

Remarks: This agenda is required to be approved by the affirmative votes of at least three-fourths of the total votes of the shareholders who present in the meeting and has the right to vote



Agenda 11: To consider and approve an amendment to Clause 4 of the Memorandum of Association of the Company to correspond with the increase of the Company’s registered capital

Purpose and Reason: In order to correspond with the proposed increase in the registered capital as in agenda 10 above.

Opinion of the Board: it is appropriate to propose to the Annual General Meeting of Shareholders for approval an amendment to Clause 4 of the Memorandum of Association of the Company to be replaced with the following in order to correspond with the increase of the Company’s registered capital as in agenda 10 above.

“Clause 4 Registered capital Baht 2,312,043,381 (Two Billion three hundred twelve million forty-three thousand three hundred eighty-one baht)

Divided into 2,312,043,381 shares (Two Billion three hundred twelve million forty-three thousand three hundred eighty-one shares)

Par value per share Baht 1 (One)

Divided into

Ordinary shares 2,312,043,381 shares (Two Billion three hundred twelve million forty-three thousand three hundred eighty-one shares)

Preferred shares - share

Remarks: This agenda is required to be approved by the affirmative votes of at least three-fourths of the total votes of the shareholders who present in the meeting and has the right to vote

Agenda 12: To consider and approve an amendment the Articles of Association of the Company

Purpose and Reason: 1. To enable the Board of Directors’ meeting can be conducted through electronic media under which the Articles of Association of the Company is required to be amended in advance.

2. To enable one authorized director is empowered to sign to bind the Company due to majority of directors are Independent Director

Opinion of the Board: it is appropriate to propose to the Annual General Meeting of Shareholders for approval an amendment the Articles of Association of the Company to be read as follow:

No	Articles of Association	Existing content	New content
1	Clause 27	In calling a meeting of the Board of Directors, the Chairman of the Board of Directors, his/her designated person shall send a notice summoning of the Board of Directors’ meeting by	In calling a meeting of the Board of Directors, the Chairman of the Board of Directors, his/her designated person shall send a notice summoning of the Board of Directors’ meeting by

		<p>registered post or in person or by messenger to the recipient or the representative of the recipient by specifying the date, time, place, agenda for the meeting to all directors at least seven (7) days prior to the Board of Directors' meeting, except in an emergency to preserve the rights and benefits of the Company, the meeting may be notified by other methods and the meeting date may be fixed sooner.</p>	<p>registered post or in person or by messenger to the recipient or the representative of the recipient by specifying the date, time, place, agenda for the meeting to all directors at least seven (7) days prior to the Board of Directors' meeting, except in an emergency to preserve the rights and benefits of the Company, the meeting may be notified by other methods and the meeting date may be fixed sooner.</p> <p><u>Provided that should such meeting will be conducted through electronics, the Company may send notice of the meeting through electronic</u></p>
2	Clause 28	<p>At a meeting of the Board of Directors, a quorum shall consist of not less than one half (1/2) of the total number of members of the Board of Directors. In the event that the Chairman is absent or is unable to perform the duties, if there a Vice-Chairman, the Vice-Chairman shall be the chairman of the meeting. If there is no Vice-Chairman or if there is Vice -Chairman who cannot perform his duties, the directors present at the meeting shall elect one among themselves to be the chairman of the meeting.</p> <p>Decision of the meeting of the Board of Directors shall be made a majority votes. Each directors shall have one vote. A director who has an interest in any matter shall not be entitled to vote on such matter. In case of an equality of votes, the Chairman of the meeting shall have a casting vote.</p>	<p>At a meeting of the Board of Directors, a quorum shall consist of not less than one half (1/2) of the total number of members of the Board of Directors. In the event that the Chairman is absent or is unable to perform the duties, if there a Vice-Chairman, the Vice-Chairman shall be the chairman of the meeting. If there is no Vice-Chairman or if there is Vice -Chairman who cannot perform his duties, the directors present at the meeting shall elect one among themselves to be the chairman of the meeting.</p> <p>Decision of the meeting of the Board of Directors shall be made a majority votes. Each directors shall have one vote. A director who has an interest in any matter shall not be entitled to vote on such matter. In case of an equality of votes, the Chairman of the meeting shall have a casting vote.</p> <p><u>Provided that in conducting the Board of Directors meeting, the Chairman may set the meeting to be conducted through electronics. The meeting through electronics shall be complied with the rules as set in the notification or any law related thereto.</u></p>



3	Clause 34	<p>To bind the Company, there shall be joint signatures of two directors with the Company seal affixed.</p> <p>Subject to the first provision in the first paragraph, the Board of Directors is empowered to designate director who shall be authorized to sign together with the company seal stamped.</p>	<p>To bind the Company, <u>there shall be signature of one director with the Company seal affixed.</u></p> <p>Subject to the first provision in the first paragraph, the Board of Directors is empowered to designate director who shall be authorized to sign together with the company seal stamped.</p>
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This agenda is required to be approved by the affirmative votes of at least three-fourths of the total votes of the shareholders who present in the meeting and has the right to vote

Agenda 13: To consider and approve an amendment the names and numbers of directors who are authorized to sign to bind the Company to correspond with an amendment the Articles of Association of the Company

Purpose and Reason: In order to correspond with the proposed an amendment the Articles of Association of the Company as in agenda 12 above.

Opinion of the Board: it is appropriate to propose to the Annual General Meeting of Shareholders for approval an amendment the names and numbers of directors who are authorized to sign to bind the Company to correspond with an amendment the Articles of Association of the Company to be read as follow:

No	Existing content	New content
1	The names and numbers of directors who are authorized to sign to bind the Company are Mr. Pongsak Lothongkam signing together with Chatchawal Eimsiri with the Company's seal being affixed.	The names and numbers of directors who are authorized to sign to bind the Company is <u>Mr. Pongsak Lothongkam signing together with the Company's seal being affixed.</u>

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

Agenda 14: To consider other issues (if any)

The record date for specifying the list of shareholders who are entitled to attend the 2020 Annual General Meeting of Shareholders shall be on February 27, 2020.

All shareholders are invited to attend the 2020 Annual General Meeting of Shareholders on Friday, March 20, 2020 at Magic3 hall, 2nd floor, Miracle Grand Convention Hotel, 99 Kamphaeng Phet 6 Road, Talad-Bangkhon, Laksi, Bangkok at 09.30 a.m. Registration will open at 07.30 a.m..

Shareholders who **cannot attend** the meeting may grant proxy to other person to attend the meeting and vote on behalf of shareholders by filling in the proxy form A or B or C 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 downloaded 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 on March 13, 2020 by sending to the Company's Investor Relation Department at No. 141-142 Moo 5, Bangkadi Industrial Park, Tiwanon Road, Bangkadi, Muang, Pathumtani 12000.

Shareholders and proxies must bring the Registration form, 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. sutasinee@svi.co.th or Fax No. 02-105-0464-5. You can contact us at Tel. 02-105-0456 ext. 1721 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 2020 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 February 20,2020. 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.