



SVI PUBLIC COMPANY LIMITED

Head Office

33/10 Moo 4, Chaeng Wattana Road, Pakkred, Nonthaburi 11120, Thailand
Tel: + (66-2) 574 5871 Fax: + (66-2) 574 5672-3
http://www.svi.co.th E-mail: office@svi.co.th

Bangkadi Factory

141 Moo 5, Tiwanon Road, Bangkadi, Muang, Pathumthani 12000, Thailand
Tel: + (66-2) 963 6401 (10 Lines) Fax: + (66-2) 963 6409



26 August 2009

Subject: Notice of the Extraordinary General Meeting of the Shareholders No. 1/2009

To: Shareholders of SVI Public Company Limited

- Enclosures:
1. Copy of the Minutes of Annual General Meeting of Shareholders No. 1/2009
 2. Attachment 2, 3 and 4 for Agenda 5
 3. The Company's Articles of Association relating to Shareholders Meeting and Voting.
 4. Documents or Evidences to identify the right to attend the Meeting and the details of independent director who recommended to be a proxy of shareholder.
 5. Proxy Forms A, B, C and Extension Sheet
 6. Map of the Meeting Place.

The Board of Directors of SVI Public Co., Ltd. passed a resolution to call for an Extraordinary General Meeting of the Shareholders No. 1/2009 on September 4, 2009 at 10:00 am. at Grand Hall, 28th Floor, Bangkok Club, 175 South Sathorn Road, Bangkok, to consider and approve the following agenda:

1. **To adopt the Minutes of the Annual General Meeting of Shareholders No. 1/2009 (See Attachment 1)**

Opinion of the Board: The Board of Directors has the opinion that Shareholders should adopt the Minutes of Annual General Meeting of Shareholder No. 1/2009 held on April 28, 2009, as the Minutes were accurately and completely recorded. In addition, the Minutes have been sent to the Stock Exchange of Thailand and Ministry of Commerce in due time, with a copy of the Minutes attached as attachment No. 1.

2. **To acknowledge the Company's operating result of the first half 2009 to be reported by CEO.**

Opinion of the Board: The Board of Directors has the opinion that Shareholders should acknowledge the Company's operating result of the first half 2009 to be reported by CEO.

3. **To acknowledge the allocation of profit interim dividend payment for the 1st and the 2nd Quarters 2009's operating results as approved by the Board of Directors.**

Opinion of the Board: The Board of Directors' resolution for payment of interim dividend for the 1st Quarter 2009's operating result is presented to the Meeting for acknowledgement. The dividend was paid at the rate of 0.10 Baht per share on July 15, 2009, which was allocated from the net profit, after setting aside legal reserve of 5% of Net Profit, according to Section 116 of the Public Limited Companies Act B.E. 2535.

In addition, The Board of Directors Meeting No. 6/2009 held on August 11, 2009 adopted a Resolution to pay interim dividend for the 2nd Quarter 2009's operating result, after deduction of legal reserve of 5% of Net Profit, per the details listed below:

- Dividend at Baht 0.0815 per share
- The payment date is scheduled on September 23, 2009 and closing date of the Shareholder registration book for the right to receive dividend is scheduled on September 15, 2009.

The interim dividend payment both from the 1st. and the 2nd. Quarter 2009's operating result, were net profit exempt from corporate income tax granted by The Board of Investment Certificate No. 1065(2)/2550 and No. 1686(2)/2550

4. To consider and approve the allocation of Accumulated Retained Earning as of December 31, 2008 and declaration of special dividend payment.

Opinion of the Board: Since the Company un-appropriated retained earning as of December 31, 2008 in the amount of Baht 1,577,471,562 (Baht: One thousand five hundred seventy-seven million four hundred seventy-one thousand and five hundred sixty-two), which comprises retained earning exempt from corporation income tax under BOI privilege, and profit where BOI's tax exemption expired, including retained earning from non BOI's promoted project. Thus, the Board of Directors considered that Shareholders will benefit from dividend paid from retained earning under BOI privilege, coupled with the Company has comfortable cash liquidity position.

The Board of Directors also considered that the Company has adequately invested for future expansion. This dividend payment may affect some of the Company's cash flow, however, the Company's management is confident that the impact to the Company's business is minimum and manageable. Furthermore, the Board of Directors considered the Tender Offer of MFG Solution Company Limited (MFG) that publicly disclosed in Form 247-4, dated June 1, 2009 and the opinion of Independent Financial Advisor, Asia Plus Advisory Company Limited that disclosed to all shareholders, in Form 250-2, dated June 17, 2009. Therefore, the Board of Directors has considered it appropriate to recommend special dividend payment from accumulated retained earning to shareholders according to their shareholding.

Therefore, The Shareholder Meeting should consider and approve the dividend payment from the accumulated retained earning as of 31 December 2008 as below:

- Dividend at Baht 0.3396 per share, which will be paid from tax exempt profit under BOI privilege, Certificate No. 1065(2)/2550 and No. 1686(2)/2550
- Dividend at Baht 0.5318 per share, which will be paid from profit where BOI privilege expired and from non BOI's promoted project.
- The payment date is scheduled on September 23, 2009 and closing date of the share registration book for shareholders' right to receive dividend payment is scheduled on September 15, 2009.

5. To acknowledge the adjustment of right of warrant (SVI-W2) resulting from the special dividend payment in agenda 4 (See Attachment 2, 3 and 4)

Opinion of the Board: The Board resolved to adjust right of warrant (SVI-W2) as per prospectus and inform the Shareholders Meeting for acknowledgement as the Prospectus for

the offering of SVI-W2, regarding to the right of warrant holder, Clause 5.2 (Jor), page 16. In the event there is dividend payment in excess of 70% of the net profit after tax for any accounting period, warrant holders' exercise right on price and ratio of the exercise shall be adjusted to protect the right of warrant holders. In this regard, the Board of Directors has considered and approved to issue additional warrants to maintain exercise ratio at 1:1 for convenience of conversion and in accordance with the Announcement of SEC No.Nor Jor 2/2544.

However, the adjusted right cannot be done now as the calculation of new conversion ratio has to be based on the weighted average price (MP) of the shares which will be the weighted average of market share prices traded in SET during 5 working days before XD which is average price traded on September 3, 4, 7, 8 and 9, 2009.

6. **To consider and approve the increase of registered capital to be Baht 2,088,903,070 (Baht: Two thousand eighty-eight million nine hundred and three thousand and seventy only) by issuing new 230,000,000 ordinary shares (Two hundred thirty million shares) in order to accommodate the adjusted right of warrant (SVI-W2) as mentioned in Agenda 5.**

Opinion of the Board: The Shareholders Meeting should consider and approve the increase of registered capital from Baht 1,858,903,070 (Baht: One thousand eight hundred fifty-eight million nine hundred and three thousand and seventy) to Baht 2,088,903,070 (Two thousand eighty-eight million nine hundred and three thousand and seventy) by increasing the registered capital of 230,000,000 ordinary shares (Two hundred thirty million shares) at the par value of Baht 1 per share, in order to have sufficient ordinary shares to support the adjusted right of SVI-W2, related to the adjustment of conversion ratio of the warrant right as mentioned in Agenda 5, as the weighted average price (MP) is the weighted average of market share prices traded in SET during 5 working days before XD which is average price traded on September 3, 4, 7, 8 and 9, 2009.

7. **To consider and approve amendment to Clause 4 of Company's Memorandum of Association in accordance with the increase of registered capital in agenda 6.**

Opinion of the Board: The Meeting should consider and approve the amendment to the Clause 4 of Company's Memorandum of Association in accordance with the increase of registered capital in Agenda 6 as follows:

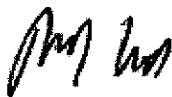
Clause 4		
The registered capital :	Baht 2,088,903,070	(Baht: Two thousand eighty-eight million nine hundred and three thousand and seventy)
Divided into	: 2,088,903,070 shares	(Two thousand eighty-eight million nine hundred and three thousand and seventy shares)
At the par value of	: Baht 1	(Baht One) each
Divided into		
Ordinary shares	: 2,088,903,070 shares	(Two thousand eighty-eight million nine hundred and three thousand and seventy shares)
Preferred shares	: 0 shares	Zero share)

8. To consider other business (if any).

The Company will close the share registration book to suspend the share transfer as to determine right of shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2009 on August 26, 2009 until the Shareholders' Meeting adjourns.

Any shareholder who would like to appoint proxy to attend the meeting and vote on his/her behalf, shall complete and sign any attached proxy form per Attachment 5 with Duty Stamp (20 Baht) and a copy of identification card. Please submit the documents to the Company before attending the meeting.

Yours sincerely,
By resolution of the Board of Directors



(Mr. Pongsak Lothongkam)
Chief Executive Officer

