



**The Extraordinary General Meeting of Shareholders
No. 1/2026**

SVI Public Company Limited

January 13, 2026

At 9:30 a.m.

The Meeting will be convened by electronics means (E-EGM)
Broadcasted from the Company's head office located at No. 141-142 Moo 5,
Bangkadi Industrial Park, Tiwanon Road, Bangkadi,
Muang Pathumthani, Pathumthani 12000

Gift distribution is cancelled in respect of the regulators' campaign for the reduction and
abolishment of gifts given away at the Extraordinary General Meeting of Shareholders.

Registration time at 8:30 – 9:30 a.m.

Please comply with the Procedure for attending the Extraordinary General Meeting of Shareholders
by electronics means (E-EGM) and proxy

29 December 2025

Subject: Notice of the Extraordinary General Meeting of the Shareholders No. 1/2026

To: Shareholders of SVI Public Company Limited

Attachments:

1. Copy of the Minutes of the 2025 Annual General Meeting of Shareholders, held on April 11, 2025 (for consideration Agenda 1)
2. Opinion of Independent Directors relating to the Delisting of SVI Public Company Limited's Securities from Being Listed Securities on the Stock Exchange of Thailand (for consideration Agenda 2)
3. Opinion of the Independent Financial Advisor on the Delisting of SVI Public Company Limited's Securities from Being Listed Securities on the Stock Exchange of Thailand (for consideration Agenda 2)
4. Report Form for Delisting of Shares from Being Listed Securities (F10-6) in a form of QR Code (for consideration Agenda 2)
5. Form 56-1 One Report with updated information as of September 30, 2025 in a form of QR Code (for consideration Agenda 2)
6. The Company's Articles of Association relating to Extraordinary General Meeting of the Shareholders and Voting
7. Definition of independent directors and the details of independent directors be recommended as a proxy of shareholders
8. Procedure for attending the Extraordinary General Meeting of Shareholders by electronic means (E-EGM) and proxy
9. Proxy Form A, Proxy Form B, and Proxy Form C

The Board of Directors of SVI Public Company Limited (the “**Company**”) passed a resolution to call for the Extraordinary General Meeting of Shareholders No. 1/2026 to convene on Tuesday, January 13, 2026 at 9.30 a.m. by electronic means (E-EGM) which will be broadcasted from the meeting room of the Company’s head office located at No. 141-142 Moo 5, Bangkadi Industrial Park, Tiwanon Road, Bangkadi, Muang Pathumtani, Pathumtani, 12000, Thailand to consider and approve the following agendas:

Remark: The Company has published the Minutes of the 2025 Annual General Meeting of Shareholders, held on April 11, 2025 on the Company’s website (www.svi-hq.com) to be reviewed or requested for a revision by shareholders since April 25, 2025, however, no shareholder recommended any objection or amendment to such minutes.

Agenda 1: To certify the Minutes of the 2025 Annual General Meeting of Shareholders

Purpose and Reason: The 2025 Annual General Meeting of Shareholders, held on April 11, 2025, was accurately and completely recorded and submitted to the Stock Exchange of Thailand (the “SET”) 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

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the Company's website (www.svi-hq.com). *A copy of the Minutes of the 2025 Annual General Meeting of Shareholders is attached hereto as Attachment 1*, which has been sent to all shareholders together with this notice of meeting.

Opinion of the Board: The Board of Directors considered and had the opinion that it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2026 to certify and adopt the minutes of the 2025 Annual General Meeting of Shareholders, held on April 11, 2025 which the minutes was accurately and completely recorded according to the resolutions of the Annual General Meeting of Shareholders, as detailed in *the Minutes of the 2025 Annual General Meeting of Shareholders, a copy of which is attached hereto as Attachment 1*.

Remark: This agenda is required to be approved by majority votes of the eligible shareholders, present and vote in the Extraordinary General Meeting of Shareholders.

Agenda 2: To Consider and Approve the Delisting of the Company's Securities from Being Listed Securities on the Stock Exchange of Thailand

Purpose and Reason: According to the Board of Directors' Meeting No. 7/2025, held on October 31, 2025, the Board of Directors resolved to propose the agenda of the delisting of the Company's securities from being listed securities on the SET to the Extraordinary General Meeting of Shareholders No. 1/2026. Due to the Board of Directors had received a letter of intent to make a tender offer for the Company's ordinary shares with the purpose of delisting the securities from being listed securities on the SET submitted by Mr. Pongsak Lothongkam ("Mr. Pongsak") dated October 31, 2025 (the "Letter of Intent"). Mr. Pongsak is a major shareholder of the Company, holding a total of 1,683,117,432 ordinary shares in his own name, through custodians, and through the person who is acting in concert (Concert Party), representing approximately 78.17 percent of the total issued and paid-up shares of the Company. Mr. Pongsak expressed his intention to make a tender offer for all securities of the Company held by other shareholders, specifically the remaining 470,092,594 ordinary shares, representing approximately 21.83 percent of the total issued and paid-up shares of the Company (which are not held by Mr. Pongsak), in order to voluntarily delist the Company's shares from the SET (the "Delisting of Company's Securities"). The proposed tender offer price is Baht 7.50 per share (the "Tender Offer Price") which is not lower than the highest price calculated in accordance with the criteria for determining the tender offer price for delisting securities, as specified in the Notification of the Capital Market Supervisory Board No. Tor.Jor. 12/2554 Regarding Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (as amended) (the "Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554"), which consists of four methods, namely: (1) the highest price paid for such shares which have been acquired by the offeror, any person acting in concert (Concert Party) with the offeror, and any person under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of such persons, during the 90-day period prior to the submission date of the tender offer document to the Office of the Securities and Exchange Commission; (2) the weighted average market price of the Company's shares during the 5-business day period prior to the date on which the Board of Directors resolved to propose to the shareholders' meeting the Delisting of Company's Securities; (3) the net asset value of the Company, calculated based on the book value which has been adjusted to reflect the latest market value

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of the assets and liabilities of the Company; and (4) the fair value of the Company's shares as appraised by an independent financial advisor of the offeror. However, the Tender Offer Price may be subject to change in the event of any circumstance that causes or may cause serious damage to the Company's financial position or assets, affects the Company's share price, significantly impacts the determination of the Tender Offer Price, or any other event as specified in the relevant regulations. Nevertheless, the determination of final Tender Offer Price will be in accordance with the criteria set forth in the Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554.

Additionally, the tender offer for the Delisting of Company's Securities by Mr. Pongsak will take place upon the satisfaction of the following relevant conditions:

- (a) Mr. Pongsak must obtain financial support from financial institution(s) to proceed with the tender offer for the Delisting of Company's Securities. Based on the information the Company has received, Mr. Pongsak has received financial support from a financial institution for making the tender offer for the Delisting of Company's Securities. Mr. Pongsak is in the process of preparing the relevant documents, and remains obligated to comply with the terms and conditions precedent to the loan disbursement as well as the internal regulations of the financial institution;
- (b) The approval from the shareholders' meeting of the Company for the Delisting of Company's Securities must be obtained, with a vote of not less than three-fourths of the total issued and paid-up shares of the Company, and there must be no veto to the Delisting of Company's Securities by shareholders holding more than 10.00 percent of the total issued and paid-up shares of the Company; and
- (c) Approvals, permissions, and/or waivers must be obtained from relevant regulatory authorities and agencies for the Delisting of Company's Securities, including the SET, financial institutions, and any other relevant contractual counterparties (if necessary).

Mr. Pongsak will proceed with actions related to the Delisting of Company's Securities only upon the fulfillment of the condition precedents mentioned above. However, some shareholders may choose not to tender their ordinary shares in the Company under the tender offer for the Delisting of Company's Securities. Therefore, it is possible that Mr. Pongsak will not be able to acquire all of the Company's shares by the end of the tender offer period.

Additionally, at the said Board of Directors' meeting, with the concurrence of the independent directors, it was resolved to appoint Jay Capital Advisory Limited as the Independent Financial Advisor (the "IFA") to: (1) prepare and provide opinion to the Company's shareholders to support their consideration relating to the Delisting of Company's Securities; and (2) provide opinion to support the Company's opinion in response to the tender offer for the Delisting of Company's Securities. The IFA's role under item (2) will commence after the SET's approval and notification of the result of the Delisting of Company's Securities, and Mr. Pongsak submits the tender offer for the Delisting of Company's Securities. The Company will arrange for the IFA to explain and clarify various details related to the Delisting of Company's Securities at the Extraordinary General Meeting of Shareholders.

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Please refer to the following documents for further details of the Delisting of Company's Securities: (a) Opinion of Independent Directors relating to the Delisting of Company's Securities (*Attachment 2*); (b) Opinion of the IFA on the Delisting of Company's Securities (*Attachment 3*); (c) Report Form for Delisting of Shares from Being Listed Securities (F10-6) (*Attachment 4*); and (d) information relating to business of the Company in Form 56-1 One Report with updated information as of September 30, 2025 (*Attachment 5*).

Furthermore, at the said Board of Directors' meeting, it was resolved to approve the authorization and delegation of authority from the Extraordinary General Meeting of Shareholders of the Company to the President or any person designated by the Board of Directors or the President to carry out all actions related to the Delisting of Company's Securities and any necessary or related actions deemed appropriate to comply with applicable laws, regulations, and requirements until the completion of such matter, including but not limited to the following matters.

1. Considering, specifying, amending, supplementing, or modifying details, and signing any documents and/or agreements related to the Delisting of Company's Securities.
2. Communicating, requesting approvals or waivers, coordinating, submitting any documents and evidence, and performing any actions related to government agencies, organizations, or regulatory authorities as required by law, financial institutions, and/or any persons involved in the tender offer for the Delisting of Company's Securities.
3. Executing, signing, amending, or modifying any documents, applications, agreements, letters, and/or information (including any amendments thereto) that are necessary and related to the tender offer for the Delisting of Company's Securities.
4. Performing any necessary and related actions and/or subsequent actions in connection with the tender offer for the Delisting of Company's Securities, including any actions in accordance with the rules, conditions, and details of applicable laws and regulations, as well as opinions or practices of relevant government agencies or authorities, to ensure the successful completion of the tender offer for the Delisting of Company's Securities.

In this regard, if the Extraordinary General Meeting of Shareholders of the Company resolves to approve the Delisting of Company's Securities, the Company must submit Application Form for Delisting of Shares from Being Listed Securities (F10-7) to the SET in due course.

Opinion of the Board: The Board recommends that the Extraordinary General Meeting of Shareholders No. 1/2026 consider and approve the Delisting of Company's Securities, as well as the related authorizations, based on the above purpose and reason.

In addition, the shareholders should exercise careful discretion when considering the approval of Delisting of Company's Securities, taking into account the opinion of the IFA as well as any other information that shareholders deem reliable and appropriate for making a decision. However, the final decision on whether to approve or disapprove the Delisting of Company's Securities shall rest with the rights and discretion of the shareholders of the Company.

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Remark: This agenda is required to be approved by the resolution of the Extraordinary General Meeting of Shareholders with votes of not less than three-fourths of the total issued and paid-up shares of the Company, and there must be no veto to the Delisting of Company's Securities by shareholders holding more than 10.00 percent of the total issued and paid-up shares of the Company.

Agenda 3: To consider other matters (if any)

The record date for specifying the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026 (Record Date) shall be on November 14, 2025.

Since the Extraordinary General Meeting of Shareholders No. 1/2026 will be held by electronic means only (E-EGM), the shareholders are hereby cordially invited to attend the electronic meeting (E-EGM) and to comply with the procedures and methods for attending the Extraordinary General Meeting of Shareholders No. 1/2026 by electronic means (E-EGM), proxy, and registration for attending the meeting in advance. The procedure for attending the meeting is as specified in the Attachment 8. The pre-registration for the meeting attendance will be available from December 30, 2025, or until the meeting is concluded, and the system will be activated for joining the meeting via electronic means (E-EGM) from 8:30 a.m. onwards.

Shareholders who cannot attend the meeting in person may grant proxy to other person to attend and vote on behalf of shareholders this meeting by selecting one of the provided proxy forms (Form A, Form B, or Form C, Form C will be used only for foreign shareholders who have appointed a Custodian in Thailand) as attached hereto as Attachment 9, which has been sent to all shareholders together with this notice of meeting. Shareholders may download proxy form from the Company's website at www.svi-hq.com by using any form as specified only. Shareholders can authorize the Company's independent director to be a proxy attending and voting on behalf of the shareholders in this electronic meeting (E-EGM), information and biography of the independent directors are presented and attached hereto as Attachment 7.

We kindly request your cooperation in completing the advance register for attending the meeting by electronic means (E-EGM) through the system as detailed in Attachment 8 or sending the proxy form and identity verification documents to the Company, via email address (ir@svi.co.th) within January 12, 2026. For submission via mail, please send documents prior to the meeting date for verification within January 5, 2025 to the Investor Relations, SVI Public Company Limited at 141-142 Moo 5, Bangkadi Industrial Park, Tiwanon Road, Bangkadi, Muang, Pathumtani, 12000, Thailand.

The notice of Extraordinary General Meeting of the Shareholder No. 1/2026, attachments and proxy forms have been posted on the Company's website www.svi-hq.com.

We therefore invite shareholders to attend the meeting on the date, time, and at the method specified above.

Yours sincerely,

By resolution of the Board of Directors

- Mr. Chatchaval Eimsiri -

Authorized Director

Any shareholder can access the Notice of the Extraordinary General Meeting of the Shareholder No. 1/2026 and all related attachments on the Company's website at www.svi-hq.com under the section "Investor Relations">"Shareholders' Meeting" from December 29, 2025 onwards. Shareholders may also submit any query regarding the agenda of the Extraordinary General Meeting of the Shareholder No. 1/2026 in advance, the shareholder can contact the Investor Relations, SVI Public Company Limited at 141-142 Moo 5, Bangkadi Industrial Park, Tiwanon Road, Bangkadi, Muang Pathumtani, Pathumtani, 12000, Thailand, or via e-mail address at ir@svi.co.th.



Attachment 4: Report Form
for Delisting of Shares
(F10-6)



Attachment 5:
Form 56-1 One Report
as of September 30, 2025

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