



SVI PUBLIC COMPANY LIMITED.

Head Office / Factory

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MD 551725

- Date: March 20, 2014
- Subject: Notice of the Annual General Meeting of the Shareholders No. 1/2014
- To: Shareholders of SVI Public Company Limited
- Attachments:
1. Copy of the Minutes of the Annual General Meeting of Shareholders No. 1/2013
 2. Annual Report for the year 2013 (CD-ROM).
 3. Bio-data of the directors who are due to retire by rotation in 2014 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
 6. Documents or Evidences to identify the right to attend the Meeting and the details of independent directors recommended to be a proxy of shareholder.
 7. Proxy Forms A, B and C.
 8. Map of the Meeting Place.
 9. 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 Co., Ltd. passed a resolution to call for an Annual General Meeting of the Shareholders No. 1/2014 to convene on April 25, 2014 at 09:30 am at Convention Hall, Chulabhorn Research Institution, Vipavadee-Rungsit Road, Lak Si, Bangkok to consider and approve the following agenda:

1. To certify the Minutes of the Annual General Meeting of Shareholders No. 1/2013.

The Board of Directors considers and has the opinion that the Annual General Meeting of Shareholders 1/2013 held on April 24, 2013 was accurately recorded and submitted to SET on time. A copy of the Minutes is attached hereto as Attachment 1.

Opinion of the Board: The Shareholders should certify and adopt the Minutes of the Ordinary General Meeting of Shareholders 1/2013 as proposed above.

2. To acknowledge the Company's operating result of the fiscal year 2013 reported by CEO.

The Company's operating result and other activities for the year 2013 can be found in the Annual Report of the year 2013 as Attachment 2.

Opinion of the Board: The Board of Directors considers and has the opinion that the Shareholders should acknowledge the operating results of the fiscal year 2013 reported by CEO.

3. To consider and approve the Company audited financial statements for the year ended December 31, 2013.

The Company has already prepared the Financial Statement for the fiscal year ended December 31, 2013, which has already been audited by the auditor (Mr. Sophon Permsirivallop, CPA No. 3182 of Ernst & Young Office Limited) and approved by the Audit Committee, as the details reported in the Annual Report of the year 2013.

Opinion of the Board: The Board of Directors considers and has the opinion that the Shareholders Meeting should approve the Company Financial Statement for the year ended December 31, 2013, audited by the auditor and approved by the Audit Committee.

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

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 Shareholders each year, and those retired directors can be re-appointed.

The Company has published in the web site from September 16, 2013 to December 31, 2013 to let Shareholders nominating any appropriate person to be considered as the Company's director by the Nomination and Compensation Committee. There was one nominated candidate considered by the Nomination and Compensation Committee. However, the Committee has an opinion that the nominee has no additional qualification and experiences that can be contributed to the company more than the present directors.

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

- | | |
|----------------------------|-----------------------|
| 1. Dr. Suvarn Valaisathien | Chairman of the Board |
| 2. Mr. Threekwan Bunnag | Independent Director |

The Nomination and Compensation Committee, (excluding the Directors who have conflict of interest on this topic) proposed to reappoint the two retiring directors for another term, since they are qualified according to the Public Company Act 2535, 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, both Dr. Suvarn Valaisathien and Mr. Threekwan Bunnag, who are proposed to be re-elected for another term, will also be an independent director of the Company. Their 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). They are 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 an appropriate and proper qualifications to benefit the operations of the Company Group. The Shareholders Meeting should thereby approve the reappointment of Dr. Suvarn Valaisathien and Mr. Threekwan Bunnag for another term.

5. To consider and approve the director remuneration for the year 2014.

The Nomination and Compensation Committee considered the Directors' fees and remuneration of Year 2014, 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 2014 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 Shareholders, dated April 24, 2013.

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

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 Shareholders Meeting should consider and approve the remuneration and meeting allowance for the fiscal year 2014 per the details as proposed above.

6. To consider and approve the appointment of the auditor and the auditor's fees for the fiscal year 2014.

As recommended by the Audit Committee, the Board of Directors considered and proposed for the appointment of the Company's auditors and their remuneration for the fiscal year 2014 as follows:

To approve the appointment of auditors from EY Office Limited as the Company's auditors for 2014 with the names and CPA license numbers as follows:

- 1). Mr. Sophon Permsirivallop, Certified Public Accountant (Thailand) No. 3182 or
- 2). Ms. Rungnapa Lertsuwankul, Certified Public Accountant (Thailand) No. 3516 or
- 3). Ms. Pimjai Manitkajohnkit, Certified Public Accountant (Thailand) No. 4521

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. However, EY Office Limited is Globe Vision Company Limited's auditor (subsidiary) as well. Such service is not a conflict of interest that substantially impacts the independency of the auditors.

The total Annual Remuneration Fee for year 2014 is proposed at Baht 1,370,000 (Baht: One million three hundred and seventy 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 2014 is higher than the audit fee of

FY 2013 by Baht 200,000 (Baht: Two hundred thousand only), but it is the same amount in FY 2012. The audit fee of FY 2013 was reduced to support the Company suffering by flood.

Note: Ernst & Young Office Limited has changed its name to EY Office Limited since February 12, 2014. The Company has appointed EY Office Limited to serve as its independent auditor since year 2002, whereby Mr. Sophon Permsirivallpo was appointed as the Company's auditor since the fiscal year 2012 and he has not held any Company's share, and no conflict of interest with the Company, its Subsidiaries, Executives, the Major Shareholders, or others related to those mentioned parties.

Opinion of the Board: Since the selection of the auditors and the auditor's fee was carefully considered and reviewed by the Audit Committee in regards to past performances, obligations, work load and the rotation of auditor which the term has to be complied with SEC's regulation, including reasonable audit fee. The Shareholders Meeting should thereby consider and approve the appointment of the auditors for the year 2014 and the auditor's fee as proposed above

7. To consider and approve the allocation of profit and declaration of dividend for the operating result of the fiscal year 2013.

The company's policy 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 dependent 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

In the fiscal year 2013, the Company reported the net profit of Baht 1,617,038,076 (Baht: One thousand six hundred seventeen million and thirty eight thousand and seventy six), consisted of the operation profit of Baht 554,022,167 (Baht: Five hundred fifty four million and twenty two thousand one hundred sixty seven) and the receipt of flood damages compensation from insurance companies in the amount of 1,063,015,909 (Baht: One thousand sixty three million fifteen thousand nine hundred and nine). Since the company has to reserve Cash for operation and to support the growth of the business.

The Board of Directors meeting No. 2/2014, dated March 14, 2014 has approved the payment of dividend allocated from the fiscal year 2013's operating result at Baht 0.15 per share, or 60% of FY 2013 operating profit and 20.83% of total FY 2013 net profit which including the compensation from insurance companies on flood damages .

Since the Company already paid interim dividend from the operating result from January 1 to September 30, 2013 at Baht 0.07 per share on January 15, 2014. Therefore, the allocation of the balance of net profit from FY 2013 for declaration of dividend be paid in cash and proposed to the Shareholders for approval are as follows:

- Cash dividend Baht 0.08 per share, payable from the net profit generated under BOI's promoted activities, Certificate No. 1296(2)/2554 and 5152(2)/2556 which are tax exempt.
- To fix the ex-dividend date is scheduled on May 2, 2014.
- To fix record date of shareholders is scheduled on May 7, 2014.
- Share Registration closed for Dividend Right, under Section 225 of the Securities and Exchange Act B.E 2535 on May 8, 2014.
- Payment of dividend is scheduled on May 20, 2014.

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 Shareholders Meeting should consider and approve the allocation of profit and declaration of dividend for the operating result of the fiscal year 2013 as proposed above.

8. **To consider and approve reduction of the registered capital by cancellation of unissued shares remaining from the stock dividend payment of 2,567 shares and the Executive Stock Option Program No. 5 (ESOP-5) of 2,500 shares, total unissued shares remaining of 5,067 shares.**

The Board of Directors Meeting No. 2/2014, dated March 14, 2014 has approved the reduction of the Company's registered capital from Baht 2,265,754,448 (Baht: Two thousand two hundred sixty-five million seven hundred fifty four thousand four hundred and forty eight only) to Baht 2,265,749,381 (Baht: Two thousand two hundred sixty-five million seven hundred forty nine thousand and three hundred eighty one only) by cancellation of unissued 5,067 shares (Five thousand sixty seven shares), with the par value of Bath 1 (Baht: One) each due to unissued shares remaining from the stock dividend payment of 2,567 shares and the Executive Stock Option Program No. 5 (ESOP-5) for 2,500 shares, by canceling 5,067 unissued shares (Five thousand and sixty seven shares).

Opinion of the Board: The Shareholders Meeting should consider and approve the reduction of the Company's registered capital as proposed above.

9. **To consider and approve the amendment to Clause 4 of Memorandums of Association of the Company to be consistent with the reduction of the registered capital in Agenda 8.**

The Board of Directors Meeting No. 2/2014, dated March 14, 2014 has approved the amendment to Clause 4 of Memorandums of Association of the Company to be consistent with the increase of the registered capital in Agenda 8, as follows:

Clause 4. Registered Capital	2,265,749,381	Baht	(Baht: Two thousand two hundred sixty-five million seven hundred forty nine thousand three hundred eighty one only)
Divided into:	2,265,749,381	Shares	(Two thousand two hundred sixty-five million seven hundred forty nine thousand three hundred eighty one shares)
Value of each share	1	Baht	(Baht one)
Divided into:			
Ordinary shares	2,265,749,381	shares	(Two thousand two hundred sixty-five million seven hundred forty nine thousand three hundred eighty one shares)
Preferred shares	-	Share	(Nil)

Opinion of the Board: The Shareholders Meeting should consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company as proposed above.

- 10. To consider and approve the issuance of Warrant PO, SVI-3, by way of public offering, to purchase the Company's ordinary shares, for 31,000,000 units (Thirty one million units), granted to the company's directors and employees.**

The Board of Directors proposed the meeting to consider and approve the issuance and offering the right Warrants, by way of public offering or Warrants PO, to buy the Company's ordinary shares granted to Directors and selected Employees for 31,000,000 units (Thirty one million units). This is the third warrants (SVI-W3) program issued by the company.

The objective of this program is to reward Directors and selected Employees to make them being part of owner of the Company, to recognize their performance, dedication, contribution to the Company's success, to motivate and retain those capable personnel working with the Company in long term. This program benefits the continuous growth of the business. Furthermore, the Company can generate working capital from the exercise of warrants under this program.

The Warrants PO or SVI-W3 is transferable warrants, can be traded on the Stocks Exchange of Thailand and will be issued in accordance with Notification of Capital Market Supervisory Board, Tor Jor 32/2551 and Tor Jor 34/2552 regarding the issuance of securities to directors and employees.

The indicative terms of SVI-W3, and details of allocation to each director have been considered and approved by the Nomination and Compensation Committee already. No employee receiving allocation of more than 5% of total issued quantity, details has been public through SET's website on March 17, 2014 and the amendment on March 24, 2014.

Opinion of the Board: The Shareholders Meeting should consider and approve the issuance of Warrant PO (SVI-W3), by way of public offering for the company's directors and employees for 31,000,000 units (Thirty one million units) as proposed above.

- 11. To consider and approve the increase of the registered capital of the Company to accommodate the warrants (SVI-W3) to purchase Ordinary Shares of SVI Public Company Limited allotted to directors and employees by way of public offering as mentioned in Agenda 10, from Baht 2,265,749,381 (Baht: Two thousand two hundred sixty five million seven hundred forty nine thousand three hundred eighty one only) to Baht 2,296,749,381 (Baht: Two thousand two hundred ninety six million seven hundred nine thousand three hundred eighty one only), by issuing 31,000,000 units (Thirty one million units) ordinary shares, with the par value of Baht 1 (Baht: One) each.**

The Board of Directors Meeting No. 2/2014, dated March 14, 2014 has approved the increase of registered capital of the Company to accommodate the Warrants PO (SVI-W3), by way of offering to public, to purchase Ordinary Shares of SVI Public Company Limited allotted to directors and employees mentioned in Agenda 10. The increase of the registered capital of the Company, from Baht 2,265,749,381 (Baht: Two thousand two hundred sixty five million seven hundred forty nine thousand three hundred eighty one only) to Baht 2,296,749,381 (Baht: Two thousand two hundred ninety six million seven hundred nine thousand three hundred eighty one only), by issuing 31,000,000 (Thirty one million units) ordinary shares, with the par value of Baht 1 (Baht: One) each.

Opinion of the Board: The Shareholders Meeting should consider and approve the increase of the registered capital of the Company as proposed above.

- 12. To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company to comply with the increase of registered capital of the Company in Agenda 11.**

The Board of Directors Meeting No. 2/2014, dated March 14, 2014 has approved the amendment to Clause 4 of Memorandums of Association of the Company to be consistent with the increase of the registered capital in Agenda 10, as follows:

Clause 4. Registered Capital	2,296,749,381	Baht	(Baht: Two thousand two hundred ninety six million seven hundred forty nine thousand three hundred eighty one only)
Divided into:	2,296,749,381	shares	(Two thousand two hundred ninety six million seven hundred forty nine thousand three hundred eighty one shares)
Value of each share	1	Baht	(Baht: One)
Divided into:			
Ordinary shares	2,296,749,381	shares	(Two thousand two hundred ninety six million seven hundred forty nine thousand three hundred eighty one shares)
Preferred shares	-	Shares	(Nil)

Opinion of the Board: The Shareholders Meeting should consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company as proposed above.

13. To consider and approve two additional Company's objectives as follows.

“Objective Item (21) : To engage in the business in relation to energy power, including to generate, package, trade, rent, lease, hire purchase, give on hire purchase, survey, develop, supply, hire of service, convert energy, plan, build and construct, inspect, analyze, design, installation, acquire, deliver, maintain, accumulate, reserve, bid, construct, repair, import, export, and operate works in relation to energy power from natural resources, e.g. hydro, wind, natural heat, sunlight [solar radiation], mineral, biomass, or fuel, namely oil, coal, chemical derived from coal, or natural gas, including nuclear energy for power generation and related works, or to support other works relating the said activities.

Objective Item (22) : To engage in the business of all types of power plants, e.g. thermal, solar, biomass, combined cycle cogeneration , hydro, wind and other types of power plants, generation and distribution system, generators, cables, power poles and power transmission system, transformers, tools, materials and equipment which used for power plants.”

Opinion of the Board: The Shareholders Meeting should consider and approve additional two Company's objectives as proposed above.

14. To consider and approve the amendment to Clause 3 of the Memorandum of Association of the Company to comply with the two additional Company's objectives in Agenda 13.

The Board of Directors Meeting No. 2/2014, dated March 14, 2014 has approved the amendment to Clause 3 of the Memorandums of Association of the Company to be consistent with the additional two Company's objectives in Agenda 13 by adding the objective No. 21 and 22 respectively.

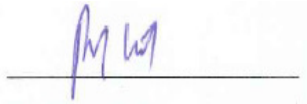
Opinion of the Board: The Shareholders Meeting should consider and approve the amendment to Clause 3 of the Memorandum of Association of the Company to consistent with the additional two Company's objectives in Agenda 13.

15. To consider other issues (if any)

All shareholders are hereby cordially invited to attend the meeting on the date, time and venue specified above. Any shareholder who would like to appoint other person to attend the meeting and vote on his/her behalf, shall complete and sign an attached proxy form in Attachment 7 with Duty Stamp (20 Baht), plus a copy of identification card and submit the documents to the Company before attending the meeting.

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 Co., Ltd. at kingnapa@svi.co.th or Fax No. 02-963-9109. For more information, you can contact Tel. 02-963-9101 ext. 1813.

Yours sincerely,
By resolution of the Board of Directors



(Mr. Pongsak Lothongkam)
Chief Executive Officer

