



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, 2015

Subject: Notice of the Annual General Meeting of the Shareholders No. 1/2015

To: Shareholders of SVI Public Company Limited

- Attachments:
1. Copy of the Minutes of the Annual General Meeting of the Shareholders No. 1/2014
 2. Annual Report for the year 2014 (CD-ROM).
 3. Bio-data of the directors who are due to retire by rotation in 2015 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. Three types of 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 Company Limited passed a resolution to call for an Annual General Meeting of the Shareholders No. 1/2015 to convene on Tuesday April 28, 2015 at 09:30 am at Convention Hall, Chulabhorn Research Institution, Vipavadee-Rangsit Road, Lak Si, Bangkok to consider and approve the following agenda:

Agenda 1: To certify the Minute of the Annual General Meeting of the Shareholders No. 1/2014.

Purpose and Reason: The Annual General Meeting of the Shareholders 1/2014 held on April 25, 2014 was accurately recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce in accordance with the law, as well as published on the Company's website on time. 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 1/2014 was accurately recorded according to the resolution of the shareholders. The Shareholders Meeting should certify and adopt the Annual General Meeting of the Shareholders 1/2014 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 2014 reported by CEO.

Purpose and Reason: The Company's 2014 operating result including financial information and other activities are reported in the Annual Report of the year 2014 (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 2014 reported by CEO.

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

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

Agenda 5: To consider and approve the director remuneration for the year 2015.

Purpose and Reason: The Nomination and Compensation Committee considered the Directors' fees and remuneration of Year 2015, 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 2015 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 the Shareholders 1/2014.

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	Depended on the company's operating result
Director	Baht 100,000/person	Baht 20,000/person	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).

Sub Committees: The remuneration and allowance per meeting are as follows;

Details	Remuneration paid per quarter	Allowance (Paid Per each meeting)	Annual Bonus
Chairman of the Committee	Nil	Baht 30,000/person	Nil
Director	Nil	Baht 20,000/person	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 2015 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. Any director who is the Company's shareholder, is not eligible to vote for this agenda.

Agenda 6: To consider and approve the appointment of Auditor for fiscal year 2015 and fix their remuneration.

Purpose and Reason: As recommended by the Audit Committee, the Board of Directors considered and proposed for the appointment of EY Office Limited as the Company's auditors and their remuneration for the fiscal year 2015 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.

The total Annual Remuneration Fee for the fiscal year 2015 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 of the fiscal year 2015 is proposed at the same amount as the audit fee of the fiscal year 2014.

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 Permsirivallop 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. EY Office Limited is not an auditor of any SVI's subsidiaries in the fiscal year 2015.

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. Board of Directors has an opinion that the Shareholders Meeting should thereby consider and approve the appointment of the auditors and the auditor's fee for the year 2015 as proposed above

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

Agenda 7: To consider and approve the allocation of profit and declaration of dividend for the operating result of the fiscal year 2014.

The company's dividend policy 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 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.

Agenda 7.1: To acknowledge the allocation of profit and payment of an interim dividend for the 1st half of the fiscal year 2014 operating result.

Purpose and Reason: The Board of Director Meeting No. 4/2014, dated August 8, 2014 resolved to approve the allocation of profit and declaration of interim dividend payment for the period of January 1, 2014 to June 30, 2014 at Baht 0.08 per share payable from the net profit generated under BOI's promoted activities No. 5152 (2)/2556, which is tax exempt. The payment was made on September 2, 2014.

Opinion of the Board : The Board of Directors considers and has the opinion that the Shareholders Meeting should acknowledge the interim dividend payment for the first half of 2014's operating result as details stated above.

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

Agenda 7.2: To consider and approve the suspension of the allocation of profit for the 2nd half of the fiscal year 2014's operating result for declaration of dividend.

Purpose and Reason: Since the Company was impacted from the severe fire on November 12, 2014 where the claim submitted to the insurance company has not been confirmed on the payment of compensation. The Company realized fire damages in fiscal year 2014 resulted in negative net profit, whereby the Company has to reserve cash for plant rehabilitation. Therefore, the Board of Directors meeting considered to suspend an allocation of profit for the 2nd half of the fiscal year 2014's operating result for declaration of dividend.

Opinion of the Board: The Board of Directors considers and has the opinion that the Shareholders Meeting should approve the suspension of the allocation of profit for the 2nd half of the fiscal year 2014's operating result for declaration of dividend.


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

Agenda 8: 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 the Company's independent director, Dr. Prachya Piumsomboon, Chairman of the Audit Committee or 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), including a copy of identification card and submit those 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 Company Limited. kingnapa@svi.co.th or Fax No. 02-105-0466. You can contact her at Tel. 02-105-0456 ext. 1813 for more information.

Yours sincerely,
By resolution of the Board of Directors





(Mr. Pongsak Lothongkam)
Chief Executive Officer