



The 2017 Annual General Meeting of the Shareholders

SVI Public Company Limited

**April 27, 2017
At 9:30 am.**

**At Convention Hall, Chulabhorn Research Institute
Vipavadee-Rangsit Road, Lak Si, Bangkok**

Registration time at 7:30 – 9:30 am.
For your convenience, please bring the proxy supplied in this booklet with you.



SVI PUBLIC COMPANY LIMITED.

Head Office / Factory

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Phone : (662) 1050456 Fax : (662) 1050464-5 Email : office@svi.co.th Website : http://www.svi.co.th

Branch

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



Date: March 27, 2017

Subject: Notice of the Annual General Meeting of the Shareholders No. 1/2017

To: Shareholders of SVI Public Company Limited

Attachments:

1. Copy of the Minutes of the Annual General Meeting of the Shareholders No. 1/2016
2. Annual Report for the year 2016 (CD-ROM).
3. Bio-data of the directors who are due to retire by rotation and recommended to be re-appointed for another term, to acknowledge a new Director replacing a vacancy and to appoint a new additional Director.
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.
7. The details of independent directors recommended be a proxy of shareholder.
8. Proxy Form A and Proxy Form B.
9. Map of the Meeting Place.
10. Map of the company's bus parking for transportation to the meeting.
11. Reservation form for transportation.
12. Registration Form

The Board of Directors of SVI Public Company Limited passed a resolution to call for the 2017 Annual General Meeting of the Shareholders to convene on Thursday April 27, 2017 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. 1/2016.

Purpose and Reason: The Annual General Meeting of the Shareholders 1/2016 held on April 28, 2016 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 (www.svi.co.th). 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 1/2016 was accurately recorded according to the resolution of the shareholders. The Shareholders Meeting should certify and adopt the Annual General Meeting of the Shareholders 1/2016 as proposed above.

Agenda 2: To acknowledge the Company's operating result of the fiscal year 2016 reported by CEO.

Purpose and Reason: The Company's 2016 operating result including financial information and other activities are reported in the Annual Report of the year 2016 (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 2016 reported by Chief Executive Officer.

Agenda 3: To consider and approve the Company audited financial statements for the fiscal year ended December 31, 2016

Purpose and Reason: The Company has already prepared the Financial Statement for the fiscal year ended December 31, 2016 which has already been audited by the auditor (Mrs. Ginkarn Atsawarangsalit, Certified Public Accountant Registration No. 4496 of EY Office Limited) and approved by the Audit Committee, as the details reported in the Annual Report of the year 2016, details as stated in Attachment 2.

Opinion of the Board: The Board of Directors considers and has the opinion that the AGM should approve the Company Financial Statement for the year ended December 31, 2016, approved by the Audit Committee, the Board of Directors and audited by the auditors from EY Office Limited.

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

Purpose and Reason: 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 the Shareholders each year, and those retired directors can be re-appointed.

The Company has published in the web site (www.svi.co.th) from September 15, 2016 to December 31, 2016 to let the Shareholders nominating any appropriate person to be considered as the Company's director by the Nomination and Compensation Committee. There was no nominated candidate to be considered for Director.

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

1. Dr. Suvarn Valaisathien Independent Director
2. Mr. Threekwan Bunnag Independent Director

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 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, Dr. Suvarn Valaisathien and Mr. Threekwan Bunnag, who are proposed to be re-elected for another term will 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 appropriate and proper qualifications to be benefit to the operations of the Company. The AGM should thereby approve the reappointment of Dr. Suvarn Valaisathien and Mr. Threekwan Bunnag to be a Director for another term.

Agenda 5: To acknowledge the appointment of Director replacing a resigned Director.

Purpose and Reason: In regard to the resignation of Miss. Manida Zimmerman as the company's director since January 1, 2017, before completion of the term.

The Nomination and Compensation Committee had searched for a qualified and appropriate candidate to be the Company's director replacing a vacancy. The Company's had facilitated minor shareholders to exercise their rights to put forward the 2017 AGM agenda item and nominate directorial candidates in advance through the Company's website (www.svi.co.th) and through SET's new as mentioned above. However, there was no shareholder nominating a candidate for directorial position. Thus, the Nomination and Compensation Committee proposed the Board of Director for approval in regard to the appointment of Mrs. Pissamai Saibua to be a Director replacing the vacancy, since she is knowledgeable, capable and has many year experiences working in electronics manufacturing industry and variety of businesses, which her biography was sent together with the notice of the Meeting, effective date February 24, 2017. Her biography is presented in the Attachment 3.

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 AGM should thereby approve the appointment of Mrs. Pissamai Saibua to be a Director replacing the vacancy in which her term as a director will be the period balancing from the resigned director.

Agenda 6: To consider and approve the increase of Director from 6 persons to 7 persons and to appoint a new Director.

Purpose and Reason: The Chairman proposed the meeting to consider and approve the increase of number of Directors from 6 to 7, in order to have more variety of knowledgeable and capable directors as to support the growth of the company's business.

The Nomination and Compensation Committee had searched for a qualified and appropriate candidate to be the Company's director. The Company's had facilitated minor shareholders to exercise their rights to put forward the 2017 AGM agenda item and nominate directorial candidates in advance through the Company's website (www.svi.co.th) and through SET's new as mentioned above. However, there was no shareholder nominating a candidate for directorial position. Thus, The Nomination and Compensation Committee has proposed to appoint Mr. Prasert Bunsumpun, who is knowledgeable, capable and has many years of experiences working in many large companies which did not compete with the Company, to be a new Director and Independent Director. His biography was sent together with the notice of the Meeting. His biography is presented in the Attachment 3.

His 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).

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 AGM should thereby approve the increase of number of directors from 6 to 7 and approved the appointment of Mr. Prasert Bunsumpun to be a new Director and Independent Director, effective on May 1, 2017.

Agenda 7: To consider and approve the amendment of the authorized directors acting on the company behalf.

Purpose and Reason: The Company's business has been expanding and growing, therefore, the requirement is to have one more independent director who is not involved in managing the company and subsidiaries, who have an authority of control and make recommendation freely. Thus, Board of Director proposed the meeting to consider and approve the amendment of the authorized director's signature who can act on the company behalf as listed below:

Curently: Mr. Pongsak Lothongkam and Mr. Virapan Pulges, co-sign with the company stamp.

To amend as: Mr. Pongsak Lothongkam and Mrs. Pissamai Saibua, co-sign with the company stamp.

Opinion of the Board: Board of Directors has an opinion that the AGM should approve the amendment of the authorized director's signature who can act on the company behalf.

Agenda 8: To consider and approve the directors remuneration for the year 2017.

Purpose and Reason: The Nomination and Compensation Committee considered the Directors' fees and remuneration of Year 2017, 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 2017 have been proposed at the amount not exceeded Baht 9,000,000 (Baht: Nine Million Only) for 7 directors. This is Baht 1,000,000 (Baht: One million only) higher than the amount of Baht 8,000,000 (Baht: Eight million only) approved by the Annual General Meeting of Shareholders of the year 2016 for 6 directors. The remuneration per quarter and allowance per meeting are proposed to be paid at the same rate as the previous years.

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	Depend on the company's operating result
Director	Baht 100,000/person	Baht 20,000/person	Depend 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/person	Nil
Director	Nil	Baht 20,000/person	Nil

Other remuneration – ESOP-SVI - W3

The Annual General Meeting of the Shareholders No.1/2014 dated April 25, 2014 has approved the issue of 31 million warrants to purchase ordinary shares of the Company no. 3 (SVI - W3), to be offered free of charge solely to the Company's directors and employees. The purpose is to reward directors and employees and to provide an incentive for them to remain with the Company.

The Company Board of Directors, excluding Mrs. Pissamai Saibua and Mr. Prasert Bunsumpun, 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: 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 AGM should consider and approve the remuneration and meeting allowance for the fiscal year 2017 per the details as proposed above.

Agenda 9: To consider and approve the appointment of Auditor for the fiscal year 2017 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 2017 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
(Signed the Company's financial statement of fiscal year 2016)
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 Punpongsanon C.P.A. Registration No. 5872

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 fiscal year 2017 is proposed at Baht 1,920,000 (Baht: One million nine hundred twenty 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.

The audit fee for FY 2017 is higher than the audit fee of FY 2016 by Baht 320,000 (Baht: Three hundred twenty thousand only), mainly related to more subsidiaries consolidated in Financial Statement.

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.

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 2017 for subsequently be proposed for further approval by the AGM.

Opinion of the Board: The Board of Directors agreed with the Audit Committee to propose to the AGM 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, of EY Office Limited as the Company's auditors for the fiscal year 2017 and approved the audit fee of Baht 1,920,000 (Baht: One million nine hundred twenty 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.

Agenda 10: To consider and approve the allocation of profit and declaration of dividend for the operating result of the fiscal year 2016.

The company's dividend policy as 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 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 in the fiscal year 2016 of Baht 1,602,672,639 (Baht: One thousand six hundred and two million six hundred and seventy-two thousand six hundred and thirty-nine only) and Baht 1,614,971,114 (Baht: One thousand and fourteen million nine hundred seventy-one thousand one hundred and fourteen only) respectively. Whereby the Company net operation profit was reported at Baht 322,938,468 (Baht: Three hundred and twenty-two thousand nine hundred and thirty-eight thousand four hundred and sixty-eight only). This is not included the receipt of fire damages compensation from insurance companies in the amount of 1,292,032,646 (Baht: One thousand two hundred and ninety-two million thirty-two thousand six hundred and forty-six only).

Since the company has to reserve Cash for the operation and to support the growth of the business. Therefore, the Board of Directors meeting, No. 1/2017, dated February 24, 2017, has agreed to propose the allocation of profit for the fiscal year 2016's operating result and declaration of dividend which will be paid in "cash" at Baht 0.08 per share, an approximated amount of Baht 181.3 million, or 56% of the Company's 2016 net operating profit and accounted to 11% of the Company's 2016 total net profit which included the extra items. The dividend shall be paid as follows:

- Cash dividend Baht 0.08 per share, payable from the net profit generated under BOI's promoted activities, Certificate No.5152(2)/2556 which are tax exempt.
- Ex-dividend is dated on May 8, 2017.
- To fix the record date of shareholders is scheduled on May 11, 2017.
- Share Registration closed for Dividend Right on May 12, 2017.
- Payment of dividend is scheduled on May 22, 2017.

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 Board of Directors consider and has the opinion that it is appropriate to propose to the AGM for approval the allocation of profit of the fiscal year 2016's operating result and declaration of dividend per the details as stated above.

Agenda 11: To consider other issues (if any)

Shareholders who cannot attend the meeting may grant proxy to other person who is not under 20 years old, or a Company's independent director whose name and brief profile stated in the attachment 7, to attend the meeting and vote on behalf of shareholders by filling in the proxy form A or B 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 download the proxy form C from the Company's website www.svi.co.th. The proxy form has to be affixed stamp duty of Baht 20.

Shareholders and proxies must bring the Registration form, the 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. yaowanat@svi.co.th or Fax No. 02-105-0466. You can contact us at Tel. 02-105-0456 ext. 1804 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