



SVI PUBLIC COMPANY LIMITED

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Date: 28 March 2008

- Subject: Notice of the Annual General Meeting of the Shareholders No. 1/2008
- To: Shareholders
- Enclosures:
1. Copy of the Minute of the Annual General Meeting of Shareholders No. 1/2007
 2. Annual Report for the year 2007 (CD-ROM).
 3. Curricula Vitae of the directors who are due to retire by rotation in 2008 and recommended to be re-appointed for another term.
 4. The Company's Articles of Association relating to Shareholders Meeting and Voting.
 5. Documents or Evidences to identify the right to attend the Meeting and the details of independent director who recommended being a proxy of shareholder.
 6. Proxy Forms A, B and C.
 7. Map of the Meeting Place.

The Board of Directors of SVI Public Co., Ltd. has passed a resolution to call for an Annual General Meeting of the Shareholders No. 1/2008 to convene on 30 April 2008 at 9:30 am. at Virgo Room, 3rd Floor Miracle Grand Convention Hotel, 99 Vibhavadi-Rungsit Road, Laksi, Don Muang, Bangkok 10210 to consider and approve for the following agendas:

- 1. To certify the Minutes of the Annual General Meeting of Shareholders No. 1/2007.**
The Board of Directors considers and has the opinion that the Shareholders' Annual General Meeting No. 1/2007 held on April 26, 2007 was accurately recorded. A copy of the Minutes is attached hereto as attachment no. 1.
Opinion of the Board: The Meeting should certify and approve the Minutes of the Annual General Meeting of Shareholders No. 1/2007 as proposed.
- 2. To acknowledge the report of the Company's operating result for the year 2007.**
The Company's operating result for the year 2007 can be found in the Annual Report for the year 2007.
Opinion of the Board: The Meeting should acknowledgement the report of the Company's operating result and the Annual Report for the Year 2007.
- 3. To consider and approve the company audited financial statement for the year ended December 31, 2007.**
The Company has already prepared the Financial Statement for the year 2007 ended December 31, 2007, which has already been audited by the auditor and approved by the Audit Committee, as the details appeared in the Annual Report for the year 2007.
Opinion of the Board: The Meeting should approve the Company audited financial statement for the year ended December 31, 2007.
- 4. To consider and approve the allocation of profit and declaration of dividend for the operating result of the fiscal year 2007.**
The company has a policy to pay dividend approximately at 30% of the net profit, however the payment of dividend is depended on operating result, financial status, expansion and other factors in relation to the management of the company. In the fiscal year 2006, the company paid dividend from the net profit at Baht 0.60 per share (at share value 10 Baht/common share), or approximately at 30% of the consolidated net profit of fiscal year 2006.

Since the company has planned for expansion which need more fund to support a high capital investment in 2008, thus the Company has considered for allocation of the consolidated net profit and declaration of dividend of the fiscal year 2007 as details listed below:

- Dividend per share at Baht 0.06, approximately about 23% of the consolidated net profit. The schedule for payment is 29 May, 2008.
- Shareholder Registration is closed for Dividend Right on May 9, 2008 at noon.

Opinion of the Board: The Meeting should consider and approve the allocation of profit and declaration of dividend for the operating result of the fiscal year 2007 as stated above.

5. To consider and approve the election of directors in substitution of retiring Directors. (Please see attached 3)

In compliance with Clause 19 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third of directors have to retire by rotation.

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

1. Mr. Virapan Pulges Director
2. Mr. Threekwan Bunnag Director

The Nomination and Compensation Committee, excluding the Directors who have conflict of interest on this topic, proposed to elect 2 retiring directors to be re-appointed for another term. Their curricula vitae were presented in the Attachment No. 3.

Opinion of the Board: The Meeting should consider and approve the reappointment of Mr. Virapan Pulges and Mr. Threekwan Bunnag for another term.

6. To consider and approve the directors' fee and their remuneration for year 2008.

The Nomination and Compensation Committee considered the Directors' fee and remuneration of Year 2008, by considering the current package, comparing an appropriate factors and other companies who are in the same business and the same size, in which recommended to be at the same rate of previous year, at the amount that should not be exceeding Baht 5,000,000 (Five Million Baht) and the meeting allowance of The Nomination and Compensation Committee is at Baht 30,000/each for the Chairman, and Baht 20,000/each for a Director, The Nomination and Compensation Committee were not receive fee and remuneration in previous years before.

Opinion of the Board: The Meeting should consider and approve the fee and remuneration of the company's directors, the fee of Audit Committee and Nomination and Compensation Committee for year 2008 as proposed above.

7. To consider and approve the appointment of the auditor and the auditor' fees for the fiscal year 2008.

As recommended by the Audit Committee, the company's board of directors considered and proposed the appointment of the Company's auditor and their remuneration for the fiscal year 2008 as follow:

1. Approved the appointment of auditors of Ernst & Young Office Limited as the Company's auditor for 2008 with the names and CPA license numbers as follow:

1. Ms. Rungnapa Lertsuwankul Certified Public Accountant (Thailand) No. 3516
2. Mrs. Nonglak Pumnoi Certified Public Accountant (Thailand) No. 4172

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, Ernst & Young Office Limited is authorized to identify any auditor of Ernst & Young Office Limited who qualifies as a Certified Public Accountant to carry on the audit of the company's financial statement.

All those mentioned auditors have no any connected transaction with the Company, Subsidiaries, Directors, Major shareholder or related persons. However, Ernst & Young Office Limited is Globe Vision Company Limited's auditor.

2. The total Annual Remuneration Fee for year 2008 is at Baht 1,430,000 (Baht : One million four hundred and thirty thousand only), excluding the out-of-pocket expenses. The special audit fee for the privileges of corporate income tax exemption report, is at Baht 250,000 (Baht: Two hundred fifty thousand only), excluding the out-of-pocket expenses

The Annual Audit Remuneration fee for year 2007 was at Baht 1,360,000 (Baht : One million three hundred and sixty thousand only) excluding the out-of-pocket expenses and the special

audit fee for the privileges of corporate income tax exemption report was at Baht 250,000 (Baht: Two hundred and fifty thousand only).

Opinion of the Board: The Meeting should consider and approve the appointment of the auditors for the year 2008 and the auditor fee as proposed above.

8. To consider and approve the reduction of the unpaid registered capital of the company due to the remaining unexercised portion of ESOP No. 1 (ESOP-1) of 2,175,000 units being expired on June 26, 2007.

Since the right warrants to purchase the ordinary shares issued to the company's directors and employees, No. 1 (ESOP-1), was expired on June 26, 2007 which there were an unexercised portion of ESOP-1, of 2,175,000 units. Thus the company has to reduce the registered capital of the Company from Baht 1,861,078,070 (Baht: One thousand eight hundred sixty-one million seventy-eight thousand and seventy) to Baht 1,858,903,070 (Baht: One thousand eight hundred fifty-eight million nine hundred three thousand and seventy),

Opinion of the Board: The Meeting should consider and approve the reduction of the unpaid registered capital of the company as the details stated above.

9. To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company, in compliance with the reduction of the registered capital of the Company in Agenda 8.

In relation to the reduction of the registered capital as mentioned in Agenda 8, the amendment of Clause 4 of Memorandums of Association of the Company has to be amended as follows:

| | | |
|-----------------------------|-----------------------|---|
| Clause 4 Registered Capital | Baht 1,858,903,070 | (Baht: One thousand eight hundred fifty-eight million nine hundred three thousand and seventy) |
| Divided into: | 1,858,903,070 shares | (One thousand eight hundred fifty-eight million nine hundred three thousand and seventy shares) |
| Value of each share | Baht 1 | (Baht one) |
| Divided into: | | |
| Ordinary shares | 1, 858,903,070 shares | (One thousand eight hundred fifty-eight million nine hundred three thousand and seventy shares) |
| Preferred shares | - shares | (- shares) |

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

10. To consider other business (if any).

Therefore, the Company will close the share register book to suspend the share transfer on April 9, 2008 at 12:00 noon until the shareholders' meeting adjourns.

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

Yours sincerely,
By resolution of the Board of Directors

(Mr. Pongsak Lothongkam)
Chief Executive Officer