

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty First Annual General Meeting of Superior Multi-Packaging Limited will be held at 7 Benoi Sector, Singapore 629842 on Monday, 26 April 2010 at 2:30 p.m. to transact the following business:

### AS ORDINARY BUSINESS

- To receive and adopt the audited financial statements, the reports of the Directors and of the Auditors for the year ended 31 December 2009.
- To declare a first and final tax exempt one tier dividend of S\$0.003 per ordinary share for the year ended 31 December 2009.
- To re-elect the following Directors:
  - Mr Goh Hup Jin, retiring by rotation pursuant to Article 91 of the Company's Articles of Association.
  - Prof Tan Chin Tiong, retiring by rotation pursuant to Article 91 of the Company's Articles of Association.
- To re-appoint Mr Ong Chow Hong as Director of the Company to hold office until the next Annual General Meeting pursuant to Section 153(6) of the Companies Act, Cap. 50.
- To approve the payment of S\$312,500/- as Directors' Fees for the year ending 31 December 2010.
- To re-appoint RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:

- Authority to grant options and issue shares pursuant to the exercise of options under the Superior Multi-Packaging (2001) Executives' Share Option Scheme (the "2001 Scheme")

"That approval be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the 2001 Scheme ("Options") and to allot and issue from time to time such number of ordinary shares of the Company ("Shares") as may be required to be issued pursuant to the exercise of the Options under the 2001 Scheme provided always that the aggregate number of Shares to be issued pursuant to the 2001 Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares) of the Company from time to time."

- Authority to Issue Shares

"That pursuant to Section 161 of the Companies Act, and the listing rules of the SGX-ST, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
  - make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
  - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

- (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,  
provided always that

- the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares, and for the purpose of this Resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this Resolution is passed, after adjusting for:

- new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - any subsequent bonus issues, consolidation or subdivision of shares;
- the 50% limit in sub-paragraph (i) above may be increased to 100% for issues of shares and/ or Instruments by way of a renounceable rights issue where shareholders of the Company are entitled to participate in the same on a pro-rata basis;
  - in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
  - such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

- Discount Limit for Share Placement

"That subject to and conditional upon the passing of Resolution 8 above, approval be and is hereby given to the Directors of the Company at any time to allot and issue shares (other than on a pro-rata basis to shareholders of the Company) at an issue price which shall be determined by the Directors of the Company in their absolute discretion provided that such price shall not represent a discount of more than 20% to the weighted average price per share for trades done on the SGX-ST (as determined in accordance with the requirements of SGX-ST)."

- Renewal of Shareholders' Mandate for Interested Person Transactions

"That:

- approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries, its target associated companies and corporations which become the Company's subsidiaries or target associated companies (the "Group") or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as described in the Appendix with any party who is of the class of Interested Persons as described in the Appendix provided that such transactions are made on an arm's length basis and on normal commercial terms and in accordance with the review procedures for such Interested Person Transactions as set out in the Appendix (the "Shareholders' Mandate");
- the Shareholders' Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/ or this Resolution."

- To transact any other business that may be transacted at an Annual General Meeting.

### BY ORDER OF THE BOARD

**Juliana Lee Kim Lian**  
**Liew Meng Ling**  
Company Secretaries

9 April 2010  
Singapore

### NOTICE OF BOOKS CLOSURE

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 5 May 2010 for the preparation of dividend warrants. Duly completed transfers received by the Company's Share Registrar, M & C Services Private Limited, 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906, up to 5.00 p.m. on 4 May 2010 will be registered before entitlements to the proposed dividend are determined. Payment of the dividend, if approved by shareholders at the Annual General Meeting, will be paid on 13 May 2010.

Notes:

- A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead and a proxy need not be a Member of the Company.
- The instrument appointing the proxy must be lodged at 7 Benoi Sector, Singapore 629842, not less than 48 hours before the time set for holding the Annual General Meeting.

Explanatory Notes :

- Prof Tan Chin Tiong, if re-elected, will remain as the Non-Executive Chairman of the Company and the Chairman of the Executive Committee and Nominating Committee. Prof Tan is considered to be an independent Director pursuant to Rule 704(8) of the Singapore Exchange Securities Trading Limited's Listing Manual.
- Mr Ong Chow Hong, if re-elected, will remain as the Chairman of Audit Committee and a member of the Nominating Committee. Mr Ong is considered to be an independent Director pursuant to Rule 704(8) of the Singapore Exchange Securities Trading Limited's Listing Manual.
- The Ordinary Resolution proposed in item 7 above, if passed, will empower the Directors of the Company to grant options and issue shares in the capital of the Company pursuant to the exercise of the options under the Superior Multi-Packaging (2001) Executives' Share Option Scheme up to an amount in aggregate not exceeding 15% of the issued shares (excluding treasury shares) of the Company.
- The Ordinary Resolution proposed in item 8 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company of which (a) the aggregate number of shares (including shares to be issued in pursuance of convertible securities granted) by way of a rights issue does not exceed 100% of the total number of issued shares excluding treasury shares, (b) the aggregate number of shares (including shares to be issued in pursuance of convertible securities granted) to be issued on a pro-rata but non-renounceable basis to shareholders of the Company does not exceed 50% of the total number of issued shares excluding treasury shares, and (c) the aggregate number of shares (including shares to be issued in pursuance of convertible securities granted) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares.
  - The increased limit of up to 100% for renounceable rights issue will be effective up to 31 December 2010 pursuant to SGX-ST's notification dated 19 February 2009 and the increased limit is subject to the conditions that the issuer makes periodic announcements on the use of the proceeds as and when the funds are materially disbursed and provides a status report on the use of proceeds in the annual report.
- The Ordinary Resolution proposed in item 9 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to undertake share placements pursuant to the general share issue mandate proposed in Ordinary Resolution 8 at a discount not exceeding 20% of the weighted average trading price. The increase in the discount limit of up to 20% for the issue of shares on a non pro-rata issue basis is effective up to 31 December 2010 pursuant to SGX-ST's notification dated 19 February 2009.
- The Ordinary Resolution proposed in item 10 above, if passed, will renew the mandate given by Shareholders on 27 April 2009 allowing the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited) or any of them, to enter into transactions with interested persons as defined in Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited. Please refer to the Appendix to this Notice of Annual General Meeting for details.