
NOTICE OF EXTRAORDINARY GENERAL MEETING

SUPERIOR MULTI-PACKAGING LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 197902249R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders of Superior Multi-Packaging Limited (the “**Company**”) will be held on 21 July 2010 at 10.00 a.m. at 7 Benoi Sector, Singapore 629842 for the purposes of considering and, if deemed fit, passing (with or without modifications) the following ordinary resolutions:

ORDINARY RESOLUTION 1: The Renounceable Non-Underwritten Rights Issue

THAT:

- (a) the renounceable non-underwritten rights issue of up to 202,428,000 new ordinary shares in the capital of the Company (the “**Rights Shares**”) (the “**Rights Issue**”) be and is hereby approved and the Board of Directors of the Company (the “**Directors**”) be and is hereby authorised to provisionally allot and issue the Rights Shares at an issue price of S\$0.055 for each Rights Share on the basis of one (1) Right Share for every one (1) existing ordinary share in the capital of the Company (the “**Shares**”) held by entitled shareholders of the Company (the “**Shareholders**”) as at the time and date to be determined by the Directors, at and on which the Register of Members and share transfer books of the Company will be closed to determine the provisional allotment of the entitled Shareholders under the Rights Issue (the “**Books Closure Date**”), fractional entitlement to be disregarded, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:-
- (i) the provisional allotment of the Rights Shares under the Rights Issue shall be made on a renounceable non-underwritten basis to Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited (the “**CDP**”) as at the Books Closure Date with registered addresses in Singapore or who have, at least three (3) market days prior to the Books Closure Date, provided to the CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents, on the basis of one (1) Rights Share for every one (1) Share held by the Shareholders as at the Books Closure Date;
- (ii) no provisional allotment of the Rights Shares shall be made in favour of and no provisional allotment letters, application forms or other documents in respect thereof shall be issued or sent to, Shareholders with registered addresses outside Singapore as at the Books Closure Date or who have not, at least three (3) market days prior thereto, provided to the CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents (the “**Foreign Shareholders**”);
- (iii) the entitlements to the Rights Shares which would otherwise accrue to Foreign Shareholders shall be disposed of by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the rights entitlements relating thereto to purchasers thereof and to pool and thereafter distribute the net proceeds thereof, if any (after deducting all expenses), proportionately among such Foreign Shareholders in accordance with their respective shareholdings as at the Books Closure Date provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be retained or dealt with for the sole benefit of the Company, as further set out in the circular to Shareholders dated 6 July 2010 (the “**Circular**”);

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- (iv) the entitlements to the Rights Issue not taken up or allotted for any reason (other than allotment to Foreign Shareholders referred to above) shall be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company; and
 - (v) the Rights Shares will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the Rights Shares.
- (b) the Directors be and are hereby authorised to take such steps (including executing all such documents as may be required in connection with the Rights Issue), make such amendments to the terms of the Rights Issue and the abovementioned terms and conditions, and exercise such discretion as the Directors may, from time to time in their absolute discretion, deem fit, advisable, necessary or expedient in connection with any or all of the foregoing matters.

ORDINARY RESOLUTION 2: The Whitewash Resolution

That subject to and contingent upon Ordinary Resolution 1 being passed, and the conditions in the letter from the Securities Industry Council dated 7 May 2010 being fulfilled, the Independent Shareholders (as defined in the Circular) of the Company hereby (on a poll taken) unconditionally and irrevocably waive their rights to receive a mandatory takeover offer from the Relevant Shareholders (as defined in the Circular) and their concert parties for all the shares in the Company not already owned or controlled by them in the event that their subscription of the Rights Shares results in them incurring a mandatory offer obligation pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers.

By Order of the Board

Juliana Lee Kim Lian
Liew Meng Ling
Company Secretaries

6 July 2010
Singapore

NOTES:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative to vote on its behalf. A proxy need not be a member of the Company.
2. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
3. The instrument of proxy shall be under the hand of the member, or by its attorney duly authorised in writing, or if the member is a corporation, under seal or under the hand of its attorney duly authorised in writing. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), shall be attached to the instrument of proxy.
4. The instrument of proxy must be deposited at the Company's place of business at 7 Benoi Sector, Singapore 629842, not less than 48 hours before the time fixed for holding the EGM in order for the proxy to be entitled to attend and vote at the EGM.
5. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
6. Unless defined herein, capitalised terms in the Resolutions set out in this Notice of EGM shall bear the same meanings as in the Circular.