

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Fourth Annual General Meeting of Superior Multi-Packaging Limited will be held at 7 Benoi Sector, Singapore 629842 on Monday, 29 April 2013 at 9.30 a.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 2012.
- To re-elect the following Directors:
  - Mr Goh Hock Huat, retiring by rotation pursuant to Article 97 of the Company's Articles of Association.
  - Mr Salaerts Jozef, retiring by rotation pursuant to Article 97 of the Company's Articles of Association.
  - Dr Loh Han Tong, retiring by rotation pursuant to Article 97 of the Company's Articles of Association.
  - Mr Lye Thiam Fatt Joseph Victor, retiring by rotation pursuant to Article 97 of the Company's Articles of Association.
- To re-appoint Mr Khong Heng Kin 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\$307,500 as Directors' Fees for the year ending 31 December 2013.
- 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;
  - 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.

- 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

12 April 2013  
Singapore

### 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:

- Mr Goh Hock Huat, a non-executive director, if re-elected, will remain as a member of the Executive Committee and Audit Committee.
- Mr Salaerts Jozef, a non-executive director, if re-elected, will remain as the Chairman of the Executive Committee and a member of the Nominating Committee and Executive Resource and Compensation Committee.
- Dr Loh Han Tong, a non-executive director, if re-elected, will remain as a member of the Executive Committee.
- Mr Lye Thiam Fatt Joseph Victor, an independent director, if re-elected, will remain as the Chairman of the Audit Committee and a member of the Nominating Committee and Executive Resource and Compensation Committee.
- Mr Khong Heng Kin, an independent director, if re-appointed, will remain as the Chairman of the Nominating and Executive Resource and Compensation Committee and a member of the Audit Committee.
- The Ordinary Resolution proposed in item 6 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 7 above 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 up to an amount of 50% of the total number of issued shares excluding treasury shares. 20% may be issued other than on a pro-rata basis.