



ADAMPAK LIMITED

(Registration Number: 197900079M)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Company will be held at 6 Loyang Way 4 Singapore 507605 on 28 May 2008 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as Ordinary and Special Resolutions, with or without any amendments:

ORDINARY RESOLUTION 1

Shares Purchase Mandate

THAT, the Directors of the Company be and are hereby authorised to make purchases of Shares from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per cent. (10%) of the issued ordinary shares in the capital of the Company (ascertained as at date of the last annual general meeting of the Company or at the date of the EGM, whichever is the higher, but excluding any Shares held as Treasury Shares) at the price of up to but not exceeding the Maximum Price, in accordance with the "Guidelines on Shares Purchases" set out in Appendix 1 of the Circular and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier.

In this Ordinary Resolution 1, "Maximum Price" means the maximum price at which the Shares can be purchased pursuant to the Shares Purchase Mandate, which shall not exceed the sum constituting five per cent. (5%) above the average closing price of the Shares over the period of five (5) trading days in which transactions in the Shares on the SGX-ST were recorded, in the case of a market purchase, before the day on which such purchase is made, and, in the case of an off-market purchase on an equal access scheme, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs after the relevant five (5) day period.

ORDINARY RESOLUTION 2

Implementation of Adampak Employees' Share Option Scheme

THAT:

- (a) the share incentive scheme to be known as Adampak Employees' Share Option Scheme 2008 (the "Scheme"), details of which are set out in the Circular dated 5 May 2008 to the Shareholders (the "Circular"), be and is hereby approved; and
- (b) the Board of Directors of the Company be and is hereby authorised:
 - (i) to establish and administer the Scheme;
 - (ii) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
 - (iii) to offer and grant Options in accordance with the provisions of the Scheme and pursuant to Section 161 of the Companies Act, Chapter 50 to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the Options under the Scheme provided always that the aggregate number of Shares to be issued pursuant to the Scheme shall not exceed fifteen (15) per cent of the total issued share capital of the Company from time to time and provided also that, subject to such adjustments as may be made to the Scheme as a result of any variation in the capital structure of the Company.

ORDINARY RESOLUTION 3

Offer of Options at a Discount

THAT subject to and contingent upon the passing of Ordinary Resolution 2, the Exercise Price of the Options may, at the discretion of the Committee, be set at such discount subject to the following conditions:

- (a) the maximum discount shall not be at a discount rate exceeding twenty per cent (20%) of the average of the last dealt price per Share, calculated with reference to the daily official list published by the SGX-ST immediately preceding the Date of Grant of the Options on which the Shares are traded and the amount of discount be calculated in accordance with the formula set out in Rule 9(b) of the Rules of the Scheme contained in Appendix 2 of the Circular to Shareholders dated 5 May 2008; and
- (b) the Options may only be exercised after two (2) years from the Date of Grant as follows:
 - (i) up to twenty-five per cent (25%) of the Option at any time after two (2) years of the Date of Grant of that Option;
 - (ii) the next twenty-five per cent (25%) of the Option at any time after three (3) years of the Date of Grant of that Option;
 - (iii) the next twenty-five per cent (25%) of the Option at any time after four (4) years of the Date of Grant of that Option; and
 - (iv) the next twenty-five per cent (25%) of the Option at any time after five (5) years of the Date of Grant of that Option;

Provided Always that such Option shall be exercised before the end of ten (10) years (or five (5) years where the Participant is a Non-Executive Director) of the Date of Grant of that Option and subject to such other conditions as may be introduced by the Committee from time to time.

ORDINARY RESOLUTION 4

Participation in the Scheme by Mr Tay Song Seng Anthony

That, subject to and contingent upon the passing of Ordinary Resolutions 2 and 3 above, approval be and given for Mr Tay Song Seng Anthony, a Controlling Shareholder (as defined in the Circular) to participate in the Scheme, in the accordance with the provisions of the Scheme, provided that Mr Tay Song Seng Anthony's maximum entitlement for the duration of the Scheme shall not exceed 10% of the total number of Shares which may be issued by the Company (including any Shares which may be issued pursuant to any adjustments made under the Scheme) and pursuant to the exercise of options under the Scheme.

SPECIAL RESOLUTION 1

Amendments to Articles of Association

THAT Articles of Association of the Company be amended in the manner as set out on pages 48 to 97 of the Circular to Shareholders dated 5 May 2008.

BY ORDER OF THE BOARD

Chan Shok Hing
Company Secretary
5 May 2008

IMPORTANT : Please read notes below.

Notes:

1. A Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. An instrument appointing a proxy must be deposited at the registered office of the Company, 6 Loyang Way 4, Singapore 507605, not less than 48 hours before the time fixed for the Extraordinary General Meeting.