



Surface Mount Technology (Holdings) Limited

Company Registration No. 29080
(Incorporated in Bermuda with limited liability)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a SPECIAL GENERAL MEETING of **Surface Mount Technology (Holdings) Limited** (the “**Company**”) will be held at Amber Room, Level 3, Grand Mercure Roxy Hotel, 50 East Coast Road, Roxy Square, Singapore 428769 on 30 July 2014 at 10.30 a.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and the same place is concluded or adjourned) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

All capitalised terms used herein shall have the same meaning as ascribed to them in the circular to Shareholders dated 8 July 2014 (the “**Circular**”), unless a contrary intention appears.

SPECIAL RESOLUTION

1. THE PROPOSED SHARE BUYBACK

That:

- (a) approval be and is hereby given for the Share Buyback pursuant to the provisions of the Companies Act 1981 of Bermuda (the “**Bermuda Companies Act**”) by way of Off-Market Purchase;
- (b) any director of the Company be and is hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Directors may consider expedient or necessary or in the interests of the Company to give effect to the Share Buyback including cancelling the Shares purchased with such modifications thereto (if any) as they shall deem fit in the interests of the Company.

BY ORDER OF THE BOARD

Pan Mi Keay
Company Secretary
Singapore
8 July 2014

Important Notice

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1. Under the Bermuda Companies Act, only those persons who agree to become shareholders of a Bermuda company and whose names are entered on the register of members of such company may be Shareholders. Accordingly, a Depositor would not be recognised as shareholders of the Company, and would not have a right to attend and to vote at general meetings convened by the Company. In the event that depositors wish to attend and vote at general meetings of the Company, they would have to do so through the Depository appointing them as a proxy, pursuant to the Bye-Laws of the Company.
2. If a Depositor wishes to attend and vote at the SGM, or to nominate person(s) to attend and vote at the SGM on behalf of the Depository, the Depositor should complete and submit the Depositor Proxy Form. **If the Depositor Proxy Form is signed by an attorney of the Depositor, it must be deposited together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power or authority, at the office of Boardroom Corporate & Advisory Services Pte. Ltd., the Company's Singapore Share Transfer Agent at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.**
3. If a Shareholder wishes to appoint a proxy/proxies to attend and vote at the SGM in his/its stead, the Shareholder should complete and submit the form of proxy despatched to shareholders (the “Shareholder Proxy Form”). To be valid, the Shareholder Proxy Form must be signed and together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power or authority, be deposited at the office of Boardroom Corporate & Advisory Services Pte. Ltd., the Company's Singapore Share Transfer Agent at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.