### **IMPORTANT**

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Packaging Group Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



# GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, RE-ELECTIONS OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Resolutions will be proposed at the annual general meeting of China Packaging Group Company Limited to be held at Novotel Century Hong Kong, Plaza I-III, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on 13 June 2008 at 10:00 a.m. to approve the matters referred to in this circular. Whether or not you are able to attend the annual general meeting in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment thereof should you so wish.

### **DEFINITIONS**

In this circular, unless the context otherwise requires, the following expressions have the following meaning:

"Annual Report" the audited consolidated financial statements and the reports

of the Directors and auditors of the Company for the year

ended 31 December 2007;

"Articles" the articles of association of the Company;

"AGM" the annual general meeting of the Company to be held at

Novotel Century Hong Kong, Plaza I-III, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on 13 June 2008 at 10:00

a.m. at which the Annual Report will be adopted;

"Board" the board of Directors of the Company;

"Company" China Packaging Group Company Limited, a company

incorporated in the Cayman Islands with limited liability, the

shares of which are listed on the Stock Exchange;

"Director(s)" director(s) of the Company;

"Group" the Company and its subsidiaries;

"HK\$ and cents" Hong Kong dollars and cents respectively, the lawful currency

of Hong Kong;

"Hong Kong" the Hong Kong Special Administrative Region of the People's

Republic of China;

"Issue Mandate" the proposed issue mandate to allot, issue and deal with

Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution approving

this issue mandate;

"Latest Practicable Date" 22 April 2008, being the latest practicable date prior to the

printing of this circular;

"Listing Rules" the Rules Governing the Listing of Securities on the Stock

Exchange;

"Repurchase Mandate" the proposed mandate to exercise the power of the Company

to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the resolution

approving this repurchase mandate;

"SFO" the Securities and Futures Ordinance (Cap. 571 of the laws of

Hong Kong);

### **DEFINITIONS**

"Shareholder(s)" holder(s) of Shares;

"Share(s)" ordinary share(s) of HK\$0.10 each in the share capital of the

Company;

"Share Repurchase Rules" the relevant rules set out in the Listing Rules to regulate the

repurchase by companies with primary listing of their

securities in the Stock Exchange;

"Stock Exchange" The Stock Exchange of Hong Kong Limited;

"Takeovers Code" The Codes on Takeovers and Mergers and Share Repurchases

approved by the Securities and Futures Commission as

amended from time to time; and

"%" per cent.

### LETTER FROM THE BOARD



## 中國包裝集團有限公司 China Packaging Group Company Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 572)

Directors:

Mr. Yang Zongwang

(Chairman and Chief Executive Officer)

Mr. Xue De Fa

Mr. Xie Xi

Mr. Liu Zhi Qiang

Mr. Tong Hing Wah\*

Mr. Chong Hoi Fung\*

Mr. Ng Wai Man\*

\* Independent non-executive Directors

Registered Office: Cricket Square Hutchins Drive P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head Office and Principal

Place of Business: Unit 2603, 26th Floor

Harbour Centre 25 Harbour Road

Wanchai Hong Kong

28 April 2008

To the Shareholders, and, for information only, holders of the share options of the Company

Dear Sir or Madam,

## GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES, RE-ELECTIONS OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

### INTRODUCTION

At the general meeting of the Company held on 5 June 2007, the general mandates was passed by the Shareholders and will expire on the forthcoming AGM. The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the forthcoming AGM for the approval of:

(i) granting to the Directors general mandate to allot, issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing such a resolution, assuming that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such a resolution, the Directors would be authorized to issue up to 121,558,216 Shares;

### LETTER FROM THE BOARD

- (ii) granting to the Directors general mandate to repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such a resolution;
- (iii) granting to the Directors general mandate to extend the Issue Mandate to the nominal amount (up to a maximum of 10% of the aggregate nominal amount of the Company's then issued share capital) of any Shares repurchased by the Company; and
- (iv) re-elections of retiring Directors.

These general mandates will remain in effect until whichever is the earliest of (i) the date of the next annual general meeting, (ii) the date by which the next annual general meeting is required to be held by law, and (iii) the date upon which such an authority is revoked or varied by an ordinary resolution of the shareholders in a general meeting of the Company. The Directors wish to state that they have no present intention to repurchase any Shares or issue any new Shares in the event that these general mandates are approved.

An explanatory statement as required under the Share Repurchase Rules, given certain information regarding the Repurchase Mandate, is set out as Appendix I to this circular.

### RE-ELECTIONS OF RETIRING DIRECTORS

In relation to ordinary resolution number 3 in the notice of AGM regarding the re-elections of retiring Directors, Mr. Liu Zhi Qiang, Mr. Chong Hoi Fung and Mr. Ng Wai Man shall retire at the AGM pursuant to article 108 of the Articles; and, being eligible, will offer themselves for re-elections. Biographical details of the retiring Directors are set out in Appendix II to this circular.

### RIGHT TO DEMAND A POLL

Pursuant to article 72 of the Articles, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of the meeting; or
- (ii) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person (or, in case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or

### LETTER FROM THE BOARD

(iv) by any Shareholder or Shareholders present in person (or, in case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or

(v) if required by the rules of the stock exchange in the relevant territory, by the Chairman of such meeting and/or any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights of all Shareholders having right to vote at such meeting.

### NOTICE OF ANNUAL GENERAL MEETING

The notice of AGM is set out on pages 11 to 13 of this circular.

There is enclosed a form of proxy for use at the AGM. Pursuant to article 85 of the Articles, any Shareholder entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is a holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a Shareholder.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

### RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-elections of the retiring Directors are in the best interests of the Company and its Shareholders as a whole; hence they recommend you to vote in favour of the resolutions at the forthcoming AGM.

Yours faithfully,
For and on behalf of the Board of
China Packaging Group Company Limited
Yang Zongwang
Chairman

The following explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate.

### 1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 607,791,081 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such a resolution, the Directors would be authorised to repurchase up to 60,779,108 Shares (being 10% of the Shares in issue) during the period up to the next annual general meeting in 2009 or the expiration of the period within which the next annual general meeting of the Company is required by law to be held or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

### 2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings per Share and will be made only when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

### 3. GENERAL

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 31 December 2007, the Directors consider that there might be a material adverse impact on the working capital and gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

### 4. FUNDING OF REPURCHASES

The Directors recognized that the repurchasing shares must be made of the funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands and Hong Kong and the Listing Rules. The Companies laws (2004 Revision) of the Cayman Islands (the "Laws") provide that a share repurchase by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if so authorised by the articles of association of the Company and subject to the provisions of the Laws, out of capital. Any premium payable on a repurchase over

the par value of the Shares repurchased or conditionally or unconditionally to be purchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by the articles of association of the Company and subject to the provisions of the Laws, out of capital.

### 5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company of a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the proposed Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases of its Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

### 6. EFFECT OF TAKEOVERS CODE

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder' proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purpose of rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Fu Teng Global Limited (whose sole shareholder is Mr. Yang Zongwang, the Chairman, the chief executive officer and an executive director of the Company) holding approximately 227,510,000 Shares, and representing approximately 37.43% in the total number of issued Shares, was a substantial Shareholder holding more than 10% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted by the Shareholders pursuant to the resolution, the shareholding of Fu Teng Global Limited in the Company would be increased to approximately 41.59% of the issued Shares. Such an increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will reduce the aggregate amount of the share capital of the Company in public hands to below 25%.

### 7. SHARE PURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares during the six months period preceding the Latest Practicable Date.

### 8. SHARE PRICES

During each of the previous twelve months preceding the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange were as follows:

Months	Per Share	
	Highest	Lowest
	HK\$	HK\$
2007		
April	0.9700	0.8000
May	1.2700	0.9000
June	1.7300	1.2500
July	1.5400	1.2500
August	1.4300	0.8200
September	1.2000	0.8900
October	1.0700	0.8500
November	0.9200	0.8000
December	0.8200	0.7000
2008		
January	0.7600	0.6200
February	0.8300	0.6500
March	0.7700	0.6300
April*	0.7100	0.6300

<sup>\*</sup> Up to and including the Latest Practicable Date

The following are the particulars of the Directors who will be required to retire from their office at the AGM pursuant to the Articles and, being eligible, have offered themselves for re-elections.

Mr. Liu Zhi Qiang (劉志強先生), aged 46, is an executive director of the Company. Mr. Liu is responsible for the Group's administration. Mr. Liu joined the Group in September 2002. Mr. Liu graduated from the Guanghua School of Management in the Peking University with a Executive Master in Business Administration programme. Mr. Liu gained about 22 years of experience in corporate finance and project management. He has held various senior positions in a number of recognised financial institutions and companies in the PRC and Hong Kong, including 中國光大國際信託投資公司 (China Everbright Trust and Investment Company), 日本櫻花銀行 (Sakura Global Capital Co., Ltd.), 京華山一國際(香港)有限公司 (Core Pacific — Yamaichi International (H.K.) Limited) and 中國星火有限公司 (China Spark Co., Ltd.). He also previously worked in the statistics department of 中國人民銀行 (People's Bank of China). Save as disclosed above, Mr. Liu did not hold other directorship in any public listed companies in the last three years and he does not hold any position in the Group.

There is a service contract between Mr. Liu and the Company entered for an initial term of three years commenced on 2 June 2003 and renewable automatically for successive terms of one year, but will be subject to retirement from office by rotation and re-election at each annual general meeting of the Company in accordance with the Articles. Mr. Liu will be entitled not only to a director's emoluments of HK\$120,000 per annum, but also to an additional bonus payment equivalent to his one-month salary of HK\$10,000. The annual emolument is determined upon negotiation between Mr. Liu and the Company at arm's length on the basis of his previous experience, duties and performance.

Mr. Chong Hoi Fung (莊海峰先生), aged 37, is an independent non-executive director of the Company. Mr. Chong joined the Group in June 2003 and has been a deputy general manager of a property development company in the PRC for 8 years. He has also held senior positions in other property development companies in Hong Kong and the PRC. Mr. Chong graduated from Xiamen University with a bachelor degree in Economics in 1993. He has about 11 years of experience in property development and 2 years of experience in international trading in the PRC. Saved as disclosed above, Mr. Chong did not hold other directorship in any public listed companies in the last three years and he does not hold any position in the Group.

There is no service contract between Mr. Chong and the Company and Mr. Chong will have no fixed term of service with the Company, but will be subject to retirement from office by rotation and re-election at each annual general meeting of the Company in accordance with the Articles. Mr. Chong will be entitled to an annual payment of HK\$120,000 for the performance of his duties as an independent non-executive director of the Company, which is determined with reference to the prevailing market rate and the director's time commitment and expertise in the Company's affairs. Mr. Chong will not be entitled to any bonus payment.

Mr. Ng Wai Man (吳偉文先生), aged 37, is an independent non-executive director of the Company. Mr. Ng joined the Group in September 2004. He is currently a financial controller of an international reputable investment management company in Hong Kong and has accumulated over 11 years of experience in the investment management industry. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a Certified Practising Accountant of CPA Australia. He obtained a bachelor degree in commerce in Australia. Save as disclosed above, Mr. Ng did not hold other directorship in any public listed companies in the last three years and he does not hold any position in the Group.

There is no service contract between Mr. Ng and the Company and Mr. Ng will have no fixed term of service with the Company, but will be subject to retirement from office by rotation and re-election at each annual general meeting of the Company in accordance with the Articles. Mr. Ng will be entitled to an annual payment of HK\$120,000 for the performance of his duties as an independent non-executive director of the Company, which is determined with reference to the prevailing market rate and the director's time commitment and expertise in the Company's affairs. Mr. Ng will not be entitled to any bonus payment.

As at the Latest Practicable Date, Mr. Liu, Mr. Chong and Mr. Ng do not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company and they have no interest in Shares or underlying Shares within the meaning of Part XV of the SFO. There is no information relating to Mr. Liu, Mr. Chong and Mr. Ng that is required to be disclosed pursuant to Rules 13.51(2)(h)-(v) of the Listing Rules.

Saved as disclosed above, there is no other matter in relation to the re-elections of Mr. Liu as executive director of the Company, and Mr. Chong and Mr. Ng as independent non-executive directors of the Company that needs to be brought to the attention of the Shareholders or the Stock Exchange.

### NOTICE OF ANNUAL GENERAL MEETING



(Stock Code: 572)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Packaging Group Company Limited (the "Company") will be held at Novotel Century Hong Kong, Plaza I-III, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong, on 13 June 2008 at 10:00 a.m. for the following purposes:

- 1. To receive and consider the audited financial statements and the reports of the directors and the auditors for the year ended 31 December 2007;
- 2. To declare a final dividend for the year ended 31 December 2007;
- 3. To re-elect directors and to authorize the board of directors to fix their remuneration;
- 4. To re-appoint auditors and to authorize the board of directors to fix their remuneration; and

As special business, to consider, and if thought fit, pass the following resolutions as ordinary resolution:

### **ORDINARY RESOLUTIONS**

### 5. **"THAT**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends

### NOTICE OF ANNUAL GENERAL MEETING

pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company)."

### 6. "THAT

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

### NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

### 7. "THAT

conditional upon resolution nos. 5 and 6 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors as mentioned in resolution no. 6 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5 above."

Yours faithfully,
For and on behalf of the Board of
China Packaging Group Company Limited
Yang Zongwang
Chairman

Hong Kong, 28 April 2008

Head Office and Principal Place of Business:
Unit 2603, 26th Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

### Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) The Register of Members of the Company will be closed from 10 June 2008 to 13 June 2008, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for receiving the final dividends and attending the forthcoming annual general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 6 June 2008.