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**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)**

**ANNOUNCEMENT OF**

- (i) FULFILLMENT OF THE RESUMPTION CONDITIONS;**
- (ii) THE SCHEMES BECOMING EFFECTIVE, DISCHARGE OF THE PROVISIONAL LIQUIDATORS AND COMPLETION OF THE RESTRUCTURING AGREEMENT;**
- (iii) APPOINTMENT OF PROPOSED DIRECTORS, MEMBERS OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE;**
- (iv) APPOINTMENT OF AUTHORISED REPRESENTATIVES;**
- (v) APPOINTMENT OF COMPANY SECRETARY AND AGENT FOR THE SERVICE OF PROCESS IN HONG KONG;**
- (vi) APPOINTMENT OF AGENT FOR ODD LOTS MATCHING SERVICE;**
- (vii) CHANGE OF PRINCIPAL BUSINESS ADDRESS; AND**
- (viii) RESUMPTION OF TRADING**

**Financial adviser**



**博大資本國際有限公司**  
**Partners Capital International Limited**

**FULFILMENT OF THE RESUMPTION CONDITIONS**

The Company is pleased to announce that all the Resumption Conditions as set out in the Stock Exchange's letter dated 26 May 2011 have been satisfied and fulfilled on 1 November 2011.

## **THE SCHEMES BECOMING EFFECTIVE, DISCHARGE OF THE PROVISIONAL LIQUIDATORS AND COMPLETION OF THE RESTRUCTURING AGREEMENT**

The Schemes became effective on 1 November 2011 and the Provisional Liquidators were discharged on 1 November 2011. All the transactions contemplated in the Restructuring Agreement have been completed as at 1 November 2011.

## **APPOINTMENT OF PROPOSED DIRECTORS AND MEMBERS OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE**

As all the transactions contemplated under the Restructuring Agreement have been completed, the appointments of the two proposed executive Directors, namely Mr. Leung Heung Ying, Alvin and Mr. Wong Tat Wai, Derek, and the three proposed independent non-executive Directors, namely Dr. Lam Andy Siu Wing, *JP*, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah, as set out in the Circular become effective on 1 November 2011, i.e. the date of completion of the Restructuring Agreement. The audit committee and the remuneration committee of the Company, each of which consists of Dr. Lam Andy Siu Wing, *JP*, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah, were established on 1 November 2011. Dr. Lam Andy Siu Wing, *JP* is the chairman of the audit committee and the remuneration committee.

## **APPOINTMENT OF AUTHORISED REPRESENTATIVES**

Mr. Leung Heung Ying, Alvin and Mr. Wong Tat Wai, Derek have been appointed as authorised representatives of the Company for the purpose of the Listing Rules.

## **APPOINTMENT OF COMPANY SECRETARY AND AGENT FOR THE SERVICE OF PROCESS IN HONG KONG**

Mr. Leung Heung Ying, Alvin has also been appointed as the company secretary of the Company and the agent of the Company for the service of process in Hong Kong with effect from 1 November 2011.

## **APPOINTMENT OF AGENT FOR ODD-LOTS MATCHING SERVICES**

In order to alleviate the difficulties in trading odd lots of the Shares or the New Shares arising from the Capital Reorganisation, Sino Grade Securities Limited will act as an agent to provide matching services to those Shareholders who wish to top-up or sell their shareholdings of odd lots of the Shares or the New Shares on a best effort basis during the period from Friday, 4 November 2011 to Friday, 25 November 2011 (both days inclusive).

## **CHANGE OF PRINCIPAL BUSINESS ADDRESS**

The Board further announces that the principal place of business of the Company in Hong Kong has been changed to Suite 06-07, 28th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong with effect from 1 November 2011.

## **RESUMPTION OF TRADING**

Trading in the Shares has been suspended since 9:30 a.m. on 28 April 2009. As all the Resumption Conditions have been fulfilled, an application had been made to the Stock Exchange for the resumption of trading in the New Shares on the Stock Exchange with effect from 9:00 a.m. on 4 November 2011.

Reference is made to the circular of China Packaging Group Company Limited (the “**Company**”) dated 12 September 2011 (the “**Circular**”), and the announcements of the Company (the “**Announcements**”) dated 22 September 2011, 6 October 2011, 12 October 2011 and 25 October 2011 in relation to, inter alia, (i) result of the Scheme Meeting; (ii) the poll results of the 2008 AGM, 2009 AGM, 2010 AGM and the EGM held on 6 October 2011; (iii) the Cayman Court sanction of the Cayman Scheme; and (iv) the HK Court sanction of the Hong Kong Scheme. Unless otherwise defined, terms used in this announcement shall have the same meanings as used in the Circular and the Announcements.

## **FULFILLMENT OF THE RESUMPTION CONDITIONS**

As disclosed in the Circular, the Resumption Conditions set out in the letter from the Stock Exchange dated 26 May 2011 are as follows:

- (1) completion of the Bonus Issue, subscriptions of New Shares, Preference Shares and Convertible Notes, issuance of the Options and the Scheme and all other transactions contemplated under the Resumption Proposal;
- (2) inclusion of the following in the Circular to shareholders:
  - (a) detailed disclosure of the Resumption Proposal which is comparable to prospectus standards;
  - (b) a profit forecast for the year ending 31 December 2011 together with reports from the auditors and the financial adviser under paragraph 29(2) of Appendix 1b of the Listing Rules; and
  - (c) a pro forma balance sheet upon completion of the Resumption Proposal and a comfort letter from an independent accounting firm under Rule 4.29 of the Listing Rules;
- (3) the Company demonstrated that it has adequate financial reporting systems to meet its obligations under the Listing Rules; and
- (4) discharge of the Petitions and the Provisional Liquidators.

Details in relation to the completion of each of the above Resumption Conditions are set out below:

### **Completion of the Bonus Issue, subscriptions of New Shares, Preference Shares and Convertible Notes, issuance of the Options and the Scheme**

The Restructuring Agreement became unconditional on Tuesday, 1 November 2011 and has been completed. New share certificates in pink colour for the Bonus Shares and the New Shares were dispatched to the Shareholders at their own risks by the Company on Wednesday, 2 November 2011. The old share certificates in light grey colour also became void automatically on Wednesday, 2 November 2011.

## **Completion of the Restructuring Agreement**

As stated in the Circular, completion of the Restructuring Agreement is conditional upon certain conditions precedent being fulfilled. The Board is pleased to announce that (i) the relevant resolutions in relation to the transactions contemplated under the Restructuring Agreement were approved by the Independent Shareholders at the EGM held on 6 October 2011; (ii) the Listing Approval in relation to the listing of and permission to deal in the New Shares arisen from the Capital Reorganisation and the New Shares to be issued on the exercise of the option under the Share Option Scheme was granted by the Stock Exchange to the Company on 11 October 2011; (iii) the Listing Approval in relation to the listing of and permission to deal in the Subscription Shares, the Conversion Shares, the New Shares to be issued upon the conversion of the Preference Shares, the Option Shares and the Bonus Shares was granted by the Stock Exchange to the Company on 31 October 2011; and (iv) other conditions precedent of the Restructuring Agreement (as detailed below) were all fulfilled on 1 November 2011.

## **Adjustment of the number of outstanding share options and the exercise price thereof**

As a result of the Restructuring which includes, inter alia, the Capital Consolidation and the Bonus Issue, the number of outstanding share options and the exercise price thereof has automatically been adjusted in accordance with the terms of the Share Option Scheme and in compliance with the requirements set out in Rule 17.03(13) of the Listing Rules and the supplementary guidance.

## **Publication of the Circular**

The Circular containing (i) detailed disclosure of the Resumption Proposal of the Company comparable to prospectus standard; (ii) profit forecast for the year ending 31 December 2011 prepared by the Provisional Liquidators (with the assistance of the proposed Directors) after due and careful enquiry; and (iii) pro forma balance sheet upon completion of the Resumption Proposal, was despatched by the Company on 12 September 2011.

**Provision of a profit forecast for the year ending 31 December 2011 together with reports from the auditors and the financial adviser under paragraph 29(2) of Appendix 1B of the Listing Rules**

The comfort letters dated 12 September 2011 issued by ZHONGLEI (HK) CPA Company Limited, being the auditors of the Company, and Partners Capital International Limited, being the financial advisers of the Company, in relation to the profit forecast of the Company for the year ending 31 December 2011 have been submitted to the Stock Exchange.

**Provision of a pro forma balance sheet upon completion of the Resumption Proposal and a comfort letter from an independent accounting firm under Rule 4.29 of the Listing Rules**

The pro forma balance sheet upon completion of the Resumption Proposal and a comfort letter dated 12 September 2011 issued by ZHONGLEI (HK) CPA Company Limited, being the auditors of the Company have been submitted to the Stock Exchange.

**The Company demonstrated that it has adequate financial reporting systems to meet its obligations under the Listing Rules**

The Company has appointed an independent professional advisor to conduct reviews on the internal control procedures of the Group. The Company has provided to the Stock Exchange (i) the internal control review report dated 19 August 2010; (ii) the follow-up internal control review report dated 4 March 2011; and (iii) the second follow-up internal control review report dated 17 October 2011. According to the second follow-up internal control review report, nothing has come to the attention of the independent professional advisor to indicate that there is significant deficiency in the financial reporting system and internal control procedures to enable the Group to meet its obligations and requirement under the Listing Rules when it properly implement and effectively maintain in accordance with its compliance and operation manual and continuously monitor its internal control system.

The Company is now pleased to announce that all the Resumption Conditions as set out in the Stock Exchange's letter dated 26 May 2011 have been fully satisfied and fulfilled on 1 November 2011.

## Shareholding of the Investors upon the completion of the Restructuring Agreement

Immediately following the subscription of Subscription Shares, 230,000,000 New Shares have been issued to the Investors, and the shareholding of the Investors (and parties acting in concert with any of them) as at the date of this announcement is 230,000,000 New Shares, which represents approximately 73.43% of the issued share capital of the Company.

The shareholding structures of the Company immediately before and after Completion are set out below:

	Before the Capital Reorganisation		Upon completion of the Capital Reorganisation		After Capital Reorganisation, Bonus Issue and immediately following completion of the subscription of the Subscription Shares		(For illustrative purpose only) After Capital Reorganisation, Bonus Issue, immediately following completion of the subscription of the Put Options and the Options in full (Note 5)		(For illustrative purpose only) After Capital Reorganisation, Bonus Issue, immediately following completion of the subscription of the Preference Shares and the Convertible Notes in full and exercise of the Options in full (Notes 3 and 4)		(For illustrative purpose only) After Capital Reorganisation, Bonus Issue, immediately following completion of the subscription of the Preference Shares and the Convertible Notes in full and exercise of the Put Options and the Options in full (Notes 4 and 5)	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
<b>The Investors</b>												
New Shares issued pursuant to the subscription of Subscription Shares	-	-	-	-	230,000,000	73.43	230,000,000	62.30	230,000,000	22.13	230,000,000	22.13
New Shares issued upon conversion of Preference Shares in full	-	-	-	-	-	-	-	-	520,000,000	50.04	520,000,000	50.04
New Shares issued upon conversion of Convertible Notes in full	-	-	-	-	-	-	-	-	150,000,000	14.43	150,000,000	14.43
New Shares issued upon exercise of the Put Options and the Options in full (Note 2)	-	-	-	-	-	-	56,000,000	15.17	-	-	56,000,000	5.40
Subtotal	-	-	-	-	230,000,000	73.43	286,000,000	77.47	900,000,000	86.60	956,000,000	92.00
<b>Existing Shareholders</b>												
Fu Teng Global Limited (Note 1)	236,610,000	36.01	29,576,250	36.01	29,960,741	9.57	29,960,741	8.11	29,960,741	2.88	29,960,741	2.88
Existing public shareholders	420,511,081	63.99	52,563,885	63.99	53,247,216	17.00	53,247,216	14.42	53,247,216	5.12	53,247,216	5.12
<b>New Shareholders</b>												
New Shares issued upon exercise of the Options in full (Note 2)	-	-	-	-	-	-	-	-	56,000,000	5.40	-	-
Total	657,121,081	100.00	82,140,135	100.00	313,207,957	100.00	369,207,957	100.00	1,039,207,957	100.00	1,039,207,957	100.00

*Notes:*

1. Fu Teng Global Limited is a company wholly owned by Mr. Yang Zhongwang, the former Chairman and chief executive officer of the Company. The shareholding percentage of Fu Teng Global Limited in the Company was diluted to less than 10% and Fu Teng Global Limited becomes a public shareholder immediately following the completion of the subscription of the subscription Shares by the Investors.
2. 56,000,000 Options was granted to the Scheme Administrators for the benefit of Scheme Creditors for partial settlement of the indebtedness under the Schemes.
3. Pursuant to the Restructuring Agreement, the Investors irrevocably agreed to grant the Put Option to the Scheme Administrators which entitle the Scheme Creditors the rights, but not the obligation, to require the purchase of the Options by the Investors upon and subject to the terms and conditions contained in the Put Option Deed. The above calculation illustrates the effect on the shareholding structures of the Company with the assumption that the Put Option is not exercised and the 56,000,000 New Shares are held by Shareholders other than the Investors.
4. This scenario illustrates the effect on the shareholding structures of the Company upon the full conversion of the Preference Shares and Convertible Notes by the Investors. However, according to the terms of the Convertible Notes and the Preference Shares, no conversion of the Preference Shares and Convertible Notes is allowed if the Company cannot maintain its public float after such conversion. As such, this scenario is for illustrative purpose only.
5. Pursuant to the Restructuring Agreement, the Investors irrevocably agreed to grant the Put Options to the Scheme Administrators which entitle the Scheme Creditors the rights, but not the obligation, to require the purchase of the Options by the Investors upon and subject to the terms and conditions contained in the Put Option Deed. This scenario illustrates the effect on the shareholding structures of the Company by assuming that the Put Option is exercised and the Investors exercise the purchased Options to convert to 56,000,000 New Shares. But according to the terms of the Put Option Deed, in case the Scheme Creditors exercise the Put Option and the Options are purchased by the Investors, the Investors are not allowed to exercise those purchased Options and convert into New Shares if the Company cannot maintain its public float after such conversion.

If the Preference Shares and Convertible Notes are converted and the Options and Put Option are exercised in full, the Investors (and parties acting in concert with any of them) will hold 956,000,000 New Shares which represents approximately 92.00% of the issued share capital of the Company. The shareholding of the existing Shareholders will be diluted to approximately 8.00%.

## **THE SCHEMES BECOMING EFFECTIVE, DISCHARGE OF THE PROVISIONAL LIQUIDATORS AND COMPLETION OF THE RESTRUCTURING AGREEMENT**

Reference is made to the announcement of the Company dated 12 October 2011. The Hong Kong Scheme and the Cayman Scheme have been sanctioned by the HK Court and the Cayman Court respectively on 25 October 2011 and 11 October 2011. The Schemes have become effective on 1 November 2011.

All the resolutions in respect of the transactions contemplated under the Restructuring Agreement were approved by the Independent Shareholders at the EGM held on 6 October 2011.

In the expectation that all the Resumption Conditions would have been fulfilled, the Stock Exchange granted approval in respect of the listing of and permission to deal in the New Shares arisen from the Capital Reorganisation and the New Shares to be issued on the exercise of the option under the Share Option Scheme on 11 October 2011 and approval in relation to the listing of and permission to deal in the Subscription Shares, the Conversion Shares to be issued upon the exercise of the conversion rights attached to the Convertible Notes, the New Shares to be issued upon the conversion of the Preference Shares, the Option Shares to be issued upon the exercise of the Options under the Option Deed and the Bonus Shares on 31 October 2011.

On 1 November 2011, the HK Court granted order for the withdrawal of the winding-up petition against the Company presented by Deutsche Bank Aktiengesellschaft on 8 July 2009 and for the discharge of the Provisional Liquidators. Accordingly, the Provisional Liquidators were discharged.

On 1 November 2011, all the conditions precedent to the Restructuring Agreement were satisfied and all the transactions contemplated thereunder were completed.

## **APPOINTMENT OF PROPOSED DIRECTORS AND MEMBERS OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE**

The appointments of the two proposed executive Directors, namely Mr. Leung Heung Ying, Alvin and Mr. Wong Tat Wai, Derek, and the three proposed independent non-executive Directors, namely Dr. Lam Andy Siu Wing, *JP*, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah, were approved by the Shareholders at the EGM held on 6 October 2011.

As all the transactions contemplated under the Restructuring Agreement were completed, such appointments have become effective on 1 November 2011. The biographical details of each of Mr. Leung Heung Ying, Alvin, Mr. Wong Tat Wai, Derek, Dr. Lam Andy Siu Wing, *JP*, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah are as follows:

### **Executive Directors**

#### **Mr. Leung Heung Ying, Alvin**

Mr. Leung, aged 48, is the managing director and shareholder of Proton Capital Limited. He was the managing director of Artfield Group Limited (now known as Nan Nan Resources Enterprise Limited) (stock code: 1229), formerly an industrial group with principal operations and manufacturing plants in the PRC, which principal activity was manufacturing, marketing and trading of clocks and timepieces, gift, premium and other office related products, lighting products and trading of metals with extensive sales network in the United Kingdom, Germany and the USA. He also acted as executive director, vice-chairman and deputy chief executive officer of Espco Technology Holdings Limited (now known as Grand T G Gold Holdings Limited) (stock code: 8299), which principal business was manufacturing, processing, sale and distribution of desktop personal computer components in the PRC, Hong Kong, Macau and Singapore and mining and exploration of gold in the PRC. Mr. Leung is currently an independent non-executive director of Creative Energy Solutions Holdings Limited (stock code: 8109).

Mr. Leung is a member of the Listing Committee of the Stock Exchange, a Fellow Member of the Institute of Chartered Accountants in England and Wales, and the Hong Kong Institute of Certified Public Accountant, a Standing Committee member of the Political Consultative Committee of Wu Hua County of Guangdong Province and an arbitrator of the Panel of Arbitrators of China International Economic and Trade Arbitration Commission. Mr. Leung is also a member of the Energy Advisory Committee and the Public Affairs Forum of the Hong Kong Government. Mr. Leung graduated from the University of Bradford, United Kingdom with a Bachelor Degree. He received a Master Degree from London School of Economics and Political Science of University of London, United Kingdom and a Bachelor Degree in Chinese Laws from the Peking University, the PRC. Mr. Leung is the sole beneficial owner of Business Giant Limited. He is therefore deemed to be interested in the securities of the Company held by Business Giant Limited under the SFO. As at the date of this announcement, he is interested beneficially in 69,000,000 New Shares, 156,000,000 Preference Shares, which are convertible to 156,000,000 New Shares, Convertible Notes in the principal amount of HK\$5,400,000, which is convertible to 45,000,000 Conversion Shares and has an obligation to purchase 16,800,000 Options if the Put Option is exercised.

In addition, Mr. Leung has also been appointed as the director of Bloxworth BVI.

**Mr. Wong Tat Wai, Derek**

Mr. Wong, aged 42, studied in York University in Canada and has over 15 years of experience in the management and operation of textile and knitting business in the PRC. He also has substantial experience in the overall corporate strategic planning and management in PRC manufacturing business. Mr. Wong is the brother-in-law of Mr. Yam Tak Cheung, who is the sole shareholder and sole director of Integrated Asset Management (Asia) Limited, being one of the Investors. Mr. Wong is currently an executive director of Fornton Group Limited (stock code: 1152), which is listed on the Main Board of the Stock Exchange.

In addition, Mr. Wong has also been appointed as the director of Bloxworth BVI.

## **Independent non-executive Directors**

### **Dr. Lam Andy Siu Wing, JP**

Dr. Lam, aged 61, has been involving in strategic investment and planning for listed and unlisted companies for over 21 years. He holds a doctoral degree from the University of Bolton in the United Kingdom and a master degree in business administration from Oklahoma City University in the United States. Professionally, he is an American Certified Public Accountant, a Certified Fraud Examiner, a Chartered Secretary and a Chartered Marketer. Dr. Lam was the financial controller and business development manager of Whimsy Company Limited from 1984 to 1986. From 1987 to 1995, he was the managing director of an industrial group of company which was principally engaged in direct manufacturing industries investments in Hong Kong and the PRC. Dr. Lam was an executive director of Harmony Asset Limited (stock code: 428), a company dual-listed on the Stock Exchange and Toronto Stock Exchange, and has been redesignated as non-executive director since 1 January 2011. He is currently an independent non-executive director of Tanrich Financial Holdings Limited (stock code: 812). He is also a director of ChineseWorldNet.com Inc., a company the stocks of which are traded in the OTCBB of the USA. He has been appointed by Hong Kong Government as a Justice of the Peace and has sat on a number of committees, boards, and tribunals, included the Administrative Appeals Board, Urban Services Appeals Board, Board of Review (Inland Revenue Ordinance), Action Committee Against Narcotics, Immigration Tribunal, Registration of Persons Tribunal and Obscene Articles Tribunal. Currently, Dr. Lam is a member of the Hong Kong Housing Authority, including its Finance Committee, Commercial Properties Committee and Audit Sub-Committee, a member of the Chinese Medicine Practitioner Board of the Chinese Medicine Council of Hong Kong, and a member of the Appeal Board on Public Meetings and Processions.

### **Mr. Siu Siu Ling, Robert**

Mr. Siu, aged 59, is a partner of the firm, Messrs. Robert Siu & Co., Solicitors. Mr. Siu has been an executive director of China Grand Pharmaceutical and Healthcare Holdings Limited (formerly known as Maxx Bioscience Holdings Limited) (stock code: 512) until 2006 and is now an independent non-executive director of Incutech Investments Limited (stock code: 356), both of them are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of Kaisun Energy Group Limited (stock code: 8203) and Finet Group Limited (stock code: 8317), both of them are listed on the Growth Enterprise Market of the Stock Exchange. Mr. Siu holds a bachelor's degree in laws from University of London in the United Kingdom and a postgraduate certificate in laws from the University of Hong Kong. He has been admitted as a solicitor in Hong Kong since 1992 and has been admitted as a solicitor in England and Wales since 1993. His legal practice is mainly in the field of commercial and corporate finance.

## **Mr. Tam Tak Wah**

Mr. Tam, aged 46, is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants of the United Kingdom. Mr. Tam has over 20 years of experience in accounting, corporate finance and corporate development. He is currently an executive director of New Smart Energy Group Limited (stock code: 91) and an independent non-executive director of Siberian Mining Group Company Limited (stock code: 1142) and Tech Pro Technology Development Limited (stock code: 3823), all of these companies are listed on the Main Board of the Stock Exchange. He was an independent non-executive director of National Arts Holdings Limited (stock code: 8228), a company listed on the Growth Enterprise Market of the Stock Exchange, during the period from 2004 to 2009. He is also an independent non-executive director of Cyber Informatix, Inc (CIK#0001446210), a company the common stock of which are traded in the OTCQB, a middle tier of the over-the-counter market of the USA.

The audit committee of the Company, which consists of Dr. Lam Andy Siu Wing, *JP*, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah, were established on 1 November 2011. Dr. Lam Andy Siu Wing, *JP* is the chairman of the audit committee.

The remuneration committee of the Company, which consists of Dr. Lam Andy Siu Wing, *JP*, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah, was established on 1 November 2011. Dr. Lam Andy Siu Wing, *JP* is the chairman of the remuneration committee.

Save as mentioned above, as at the date of this announcement, each of the two new executive Directors and the three new independent non-executive Directors:

- (a) did not hold any position in the Company or other members of the Group;
- (b) did not hold any directorships in other listed company in the last three years;
- (c) will enter into a written service contract with the Company for a non-fixed term and he will hold office until the next annual general meeting of the Company and is subject to retirement by rotation and re-election pursuant to the Memorandum and Articles of Association of the Company;
- (d) was not interested in and did not hold any short position in any shares, underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO;

- (e) was not connected with any Directors, senior management or substantial Shareholders or controlling Shareholders (as defined in the Listing Rules); and
- (f) save as disclosed herein, there was no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules relating to his appointment as executive Director/independent non-executive Director.

The monthly remuneration of Mr. Leung and Mr. Wong is HK\$180,000 and HK\$16,700 respectively whilst the remuneration of each of the three new independent non-executive Directors is HK\$8,000 per month, which is determined by the Board with reference to their experience, their responsibilities in the Company and the prevailing market conditions.

### **APPOINTMENT OF AUTHORISED REPRESENTATIVES**

Mr. Leung Heung Ying, Alvin and Mr. Wong Tat Wai, Derek have been appointed as authorised representatives of the Company for the purpose of the Listing Rules with effect from 1 November 2011.

### **APPOINTMENT OF COMPANY SECRETARY AND AGENT FOR THE SERVICE OF PROCESS IN HONG KONG**

The Company is pleased to announce that Mr. Leung Heung Ying, Alvin has also been appointed as the company secretary of the Company and the agent of the Company for the service of process in Hong Kong with effect from 1 November 2011.

### **APPOINTMENT OF AGENT FOR ODD LOTS MATCHING SERVICE**

In order to alleviate the difficulties in trading odd lots of the Shares or the New Shares arising from the Capital Reorganisation, Sino Grade Securities Limited will act as an agent to provide matching services to those Shareholders who wish to top-up or sell their shareholdings of odd lots of the Shares or the New Shares on a best effort basis during the period from Friday, 4 November 2011 to Friday, 25 November 2011 (both days inclusive).

Holders of the New Shares in odd lots who wish to take advantage of this facility either to dispose of their odd lots of the New Shares or to top-up their odd lots to a full new board lot may directly or through their broker contact Mr. Yang of Sino Grade Securities Limited at Room 604 Tai Po Commercial Centre, 152-172 Kwong Fuk Road, Tai Po, New Territories, Hong Kong (Telephone number: (852) 2652 1010) during the aforesaid period. Holders of the New Shares in odd lots should note that the matching of the sale and purchase of odd lots of the New Shares is on a best effort basis and successful matching of the sale and purchase of odd lots of the Shares or the New Shares is not guaranteed. Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility.

## **CHANGE OF PRINCIPAL BUSINESS ADDRESS**

The Board further announces that the principal place of business of the Company in Hong Kong has been changed to Suite 06-07, 28th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong with effect from 1 November 2011.

## **RESUMPTION OF TRADING**

Trading in the Shares has been suspended since 9:30 a.m. on 28 April 2009. As all the Resumption Conditions have been fulfilled, an application has been made to the Stock Exchange for the resumption of trading in the New Shares on the Stock Exchange with effect from 9:00 a.m. on 4 November 2011.

For and on behalf of  
**China Packaging Group Company Limited**  
**Leung Heung Ying, Alvin**  
*Executive Director*

Hong Kong, 3 November 2011

*As at the date of this announcement, the Board comprises (i) two executive Directors, namely Mr. Leung Heung Ying, Alvin and Mr. Wong Tat Wai Derek; and (ii) three independent non-executive Directors, namely Dr. Lam Andy Siu Wing, JP, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*