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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of 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 securities in China Packaging Group Company Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

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

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A letter from the board of directors of China Packaging Group Company Limited (the “**Company**”) is set out on pages 3 to 5 of this circular. A notice convening an annual general meeting of the Company to be held at Suite 06-07, 28th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong at 2:30 p.m. on 26 June 2012 are set out on pages 13 to 16 of this circular. The proxy form for use at the aforesaid general meeting is enclosed with this circular. Such proxy form is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

Whether or not you intend to attend the annual general meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon and deposit the same at the offices of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

25 May 2012

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Suite 06-07, 28th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on 26 June 2012 at 2:30 p.m.
“AGM Notice”	the notice convening the AGM as set out on pages 13 to 16 of this circular
“Articles”	the articles of association of the Company
“BGL”	Business Giant Limited, a company incorporated in the British Virgin Islands, being the substantial Shareholder of the Company and is wholly owned by Mr. Leung
“Board”	the board of Directors
“Company”	China Packaging Group Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“IAM”	Integrated Asset Management (Asia) Limited, a company incorporated in the British Virgin Islands, being the substantial Shareholder of the Company
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with authorised and unissued Shares of up to 20% of the aggregate nominal amount of the issued Shares of the Company as at the date of passing of the relevant resolution
“Latest Practicable Date”	22 May 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Leung”	Mr. Leung Heung Ying, Alvin, an Executive Director

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## DEFINITIONS

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“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued Share of the Company as at the date of passing of the relevant resolution
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Leung Heung Ying, Alvin  
Wong Tat Wai, Derek

*Independent Non-executive Directors:*

Lam Andy Siu Wing, JP  
Siu Siu Ling, Robert  
Tam Tak Wah

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal office of business:*

Suite 06-07, 28th Floor  
Shui On Centre  
6-8 Harbour Road  
Wanchai, Hong Kong

25 May 2012

*To the Shareholders, and for information only,  
holders of preference shares, convertible notes and  
options of the Company*

Dear Sir or Madam,

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

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) the granting to the Directors of the Issue Mandate; (b) the granting to the Directors of the Repurchase Mandate; (c) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate and (d) the re-election of the retiring Directors.

#### **2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the AGM, ordinary resolutions will be proposed to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are contained in the AGM Notice.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the issued share capital of the Company comprised 323,465,770 Shares and 520,000,000 Preference Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 64,693,154 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 32,346,577 Shares.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### 3. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently consists of five Directors, namely Mr. Leung, Mr. Wong Tat Wai, Derek, Dr. Lam Andy Siu Wing, *JP*, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah.

Pursuant to Article 111, Mr. Leung, Mr. Wong Tat Wai, Derek, Dr. Lam Andy Siu Wing, *JP*, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah, being directors appointed by the Shareholders at an extraordinary general meeting of the Company held on 6 October 2011, will hold office until the AGM and, being eligible, will offer themselves for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### 4. VOTING AT THE AGM

According to Rule 13.94(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to vote at the AGM will be taken by way of poll and an announcement will be made after the AGM.

### 5. ACTION TO BE TAKEN

The AGM Notice is set out on pages 13 to 16 of this circular. A form of proxy for use at the AGM is also enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Directors consider that the proposed resolutions referred in this circular and the AGM Notice are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

### 7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 8. ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendices I (Explanatory Statement) and II (Details of the retiring Directors proposed for re-election) of this circular.

Yours faithfully,  
On behalf of the Board  
**Leung Heung Ying, Alvin**  
*Executive Director*

*The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 323,465,770 Shares and 520,000,000 Preference Shares. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased from the Latest Practicable Date up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 32,346,577 Shares, representing 10% of the issued Shares of the Company as at the date of the AGM.

## **2. SOURCE OF FUNDS**

Repurchases of Shares by the Company must be made out of funds which are legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company shall not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

Subject to the above, any repurchase of the Shares by the Company may only be made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase, or, subject to Cayman Islands Companies Law, out of capital, provided that on the day immediately following the date of repurchase of the Shares, the Company is able to pay its debts as they fall due in the ordinary course of business.

## **3. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on the market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

## **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the consolidated financial position of the Company as at 31 December 2011, being the date of the latest published audited financial statements of the Company) in the event that the Repurchase Mandate is exercised in full. 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 of the Company or its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.



**5. SHARES PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months before the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2011</b>		
March ( <i>Note</i> )	—	—
April ( <i>Note</i> )	—	—
May ( <i>Note</i> )	—	—
June ( <i>Note</i> )	—	—
July ( <i>Note</i> )	—	—
August ( <i>Note</i> )	—	—
September ( <i>Note</i> )	—	—
October ( <i>Note</i> )	—	—
November (since 4 November 2011) ( <i>Note</i> )	1.280	0.430
December	0.500	0.280
<b>2012</b>		
January	0.385	0.260
February	0.465	0.280
March	0.450	0.285
April	0.360	0.260
May (up to the Latest Practicable Date)	0.265	0.184

*Note:* Trading in the Shares had been suspended until 3 November 2011.

**6. EFFECT OF THE TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, IAM and BGL beneficially owned 161,000,000 Shares and 69,000,000 Shares respectively, representing approximately 71.10%, in aggregate, of the total issued Shares of the Company. BGL is wholly owned by Mr. Leung.

On the basis that the issued ordinary share capital of the Company and the shareholdings of IAM and BGL in the Company remain unchanged immediately before the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM, the aggregated interests of IAM and BGL would be increased to approximately 79.01% of the total issued ordinary share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any other consequences, which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

**7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

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

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

**8. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

**9. REPURCHASES OF SHARES MADE BY THE COMPANY**

The Company has not repurchased any Shares whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

**10. GENERAL**

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of a company's issued share capital would be in public hands. The Directors do not intend to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

*The following are the details of the retiring Directors proposed to be re-elected at the AGM.*

**Mr. Leung Heung Ying, Alvin, Executive Director**

Mr. Leung, aged 49, has been appointed as executive director and company secretary of the Company with effect from 1 November 2011. He is also a director of a subsidiary of the Company. He 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 BGL, being one of the controlling Shareholders. He is therefore deemed to be interested in the securities of the Company held by BGL under the SFO. As at the Latest Practicable Date, he was beneficially interested in 69,000,000 Shares, 156,000,000 Preference Shares, which are convertible to 156,000,000 Shares, and Convertible Notes in the principal amount of HK\$5,400,000, which is convertible to 45,000,000 Shares.

Mr. Leung has entered into an employment agreement with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Leung is entitled to receive a monthly remuneration of HK\$180,000 which, has been reviewed by the Remuneration Committee, was determined by the Board with reference to his experience, responsibilities in the Company and the prevailing market conditions. The director's emoluments of Mr. Leung for the year ended 31 December 2011 was HK\$360,000.

As at the Latest Practicable Date, there was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Leung's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Wong Tat Wai, Derek, *Executive Director***

Mr. Wong, aged 42, has been appointed as executive director of the Company with effect from 1 November 2011. He is also a director of a subsidiary of the Company. He 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 IAM, being one of the controlling Shareholders. Mr. Wong is currently an executive director of Forton Group Limited (stock code: 1152), which is listed on the Main Board of the Stock Exchange.

Mr. Wong has entered into an employment agreement with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Wong is entitled to receive a monthly remuneration of HK\$16,700 which, has been reviewed by the Remuneration Committee, was determined by the Board with reference to his experience, responsibilities in the Company and the prevailing market conditions. The director's emoluments of Mr. Wong for the year ended 31 December 2011 was HK\$33,400.

As at the Latest Practicable Date, there was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Wong's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Dr. Lam Andy Siu Wing, JP, *Independent Non-executive Director***

Dr. Lam, aged 61, has been appointed as independent non-executive director of the Company with effect from 1 November 2011. He 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, Obscene Articles Tribunal and Chinese Medicine Practitioner Board. Currently, Dr. Lam is a member of the Hong Kong Housing Authority, including its Finance Committee, Commercial Properties Committee and Audit Subcommittee and the Chinese Medicine Council of Hong Kong.

Dr. Lam has entered into a letter of appointment with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Subsequent to a review of his duties and responsibilities in the Company by the Remuneration Committee, the monthly remuneration of Dr. Lam has been revised to HK\$13,000 with effect from 1 April 2012. The director's emoluments of Dr. Lam for the year ended 31 December 2011 was HK\$16,000.

As at the Latest Practicable Date, there was no other matters that need to be brought to the attention of the Shareholders in connection with Dr. Lam's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Siu Siu Ling, Robert, *Independent Non-executive Director***

Mr. Siu, aged 59, has been appointed as independent non-executive director of the Company with effect from 1 November 2011. He 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. Siu has entered into a letter of appointment with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Subsequent to a review of his duties and responsibilities in the Company by the Remuneration Committee, the monthly remuneration of Mr. Siu has been revised to HK\$10,000 with effect from 1 April 2012. The director's emoluments of Mr. Siu for the year ended 31 December 2011 was HK\$16,000.

As at the Latest Practicable Date, there was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Siu's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Tam Tak Wah, *Independent Non-executive Director***

Mr. Tam, aged 46, has been appointed as independent non-executive director of the Company with effect from 1 November 2011. He 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 25 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), an independent non-executive director of Siberian Mining Group Company Limited (stock code: 1142) and an independent non-executive director of Tech Pro Technology Development Limited (stock code: 3823), all of these companies are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of Goldenway, Inc (CIK#001446210), a company the common stock of which are traded in the OTCQB of the USA. 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.

Mr. Tam has entered into a letter of appointment with the Company for an unspecified term but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Subsequent to a review of his duties and responsibilities in the Company by the Remuneration Committee, the monthly remuneration of Mr. Tam has been revised to HK\$10,000 with effect from 1 April 2012. The director's emoluments of Mr. Tam for the year ended 31 December 2011 was HK\$16,000.

As at the Latest Practicable Date, there was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Tam's re-election and there was no other information that need to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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## NOTICE OF AGM

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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)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of China Packaging Group Company Limited (the “**Company**”) will be held at Suite 06-07, 28th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 26 June 2012 at 2:30 p.m. for the following purposes:

1. To receive, consider and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2011.
2. To re-elect the retiring directors of the Company and to authorise the Board of Directors of the Company to fix the directors’ remuneration.
3. To re-appoint ZHONGLEI (HK) CPA Company Limited as auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorised and unissued ordinary shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into ordinary shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any securities carrying rights to subscribe for or convert or exercise into ordinary shares of the Company) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF AGM

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- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

- (i) a Rights Issue (as hereinafter defined);
- (ii) the exercise of options under a share option scheme of the Company;
- (iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into shares of the Company; or
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the Article of the Company from time to time;

shall not exceed 20% of the aggregate nominal amount of the issued ordinary share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purpose 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Article of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”



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## NOTICE OF AGM

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(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its ordinary shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the ordinary shares of the Company to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the issued ordinary share capital of the Company as at the date of passing of this resolution and the said approval shall 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 earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Article of the Company or any applicable laws to be held.”

- (C) “**THAT** conditional upon the passing of the resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution numbered 4(A) of the Notice be and is hereby extended by the addition to the aggregate nominal amount of the ordinary shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of the ordinary shares repurchased by the Company pursuant to the general mandate referred to in the resolution numbered 4(B) of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”

By Order of the Board  
**Leung Heung Ying, Alvin**  
*Company Secretary*

Hong Kong, 25 May 2012

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## NOTICE OF AGM

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*Head Office and Principal Place of Business in Hong Kong:*

Suite 06-07, 28th Floor  
Shui On Centre  
6-8 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. In case of a recognised clearing house (or its nominees(s) and in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives of the meeting and vote in its stead.
2. In order to be valid, proxy form, together with the power of attorney (if required by the Board) or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting.
3. Completion and deposit of the proxy form will not preclude a member of the Company from attending and voting in person at the AGM convened or any adjourned meeting and in such event, the proxy form will be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled to vote, but if more than one of such joint holders are present at the AGM, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the name stands first on the registrar of members of the company in respect of the joint holding.