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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, REFRESHMENT OF SCHEME MANDATE LIMIT 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 4 to 9 of this circular. A notice convening an annual general meeting of the Company to be held at Room 912, 9/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 11:00 a.m. on 30 June 2014 are set out on pages 17 to 21 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 Shops 1712-1716, 17 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.

28 May 2014

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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 Room 912, 9/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on 30 June 2014 at 11:00 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 17 to 21 of this circular
“Articles”	the articles of association of the Company
“ASA”	Able Success Asia Limited, a company incorporated in the British Virgin Islands, being the controlling Shareholder of the Company and is wholly owned by Mr. He
“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
“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

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## DEFINITIONS

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“Latest Practicable Date”	22 May 2014, 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. He”	Mr. He Jianhong, Chairman, an Executive Director (position, functions and duties suspended from 27 January 2014)
“Old Scheme”	the share option scheme adopted by the Company on 2 June 2003 and terminated on 22 February 2012
“Option(s)”	the option(s) to subscribe for Share(s) under the Share Option Scheme
“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
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all Options to be granted under the Share Option Scheme of the Group; in respect of the existing Scheme Mandate Limit, 31,420,795 Shares, representing 10% of the issued share capital of the Company as at the date of the extraordinary general meeting of the Company held on 22 February 2012, and in respect of the Scheme Mandate Limit (as refreshed) to be approved at the forthcoming AGM, representing 10% of the issued share capital of the Company as at the date of the Shareholders’ approval of the refreshment of the Scheme Mandate Limit
“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

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by Company on 22 February 2012
“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:*

He Jianhong *(position, functions and duties suspended from 27 January 2014)*

Zhang Zhantao *(position, functions and duties suspended from 6 March 2014)*

Siu Yun Fat

Lau Fai Lawrence

*Independent Non-executive Directors:*

Siu Siu Ling, Robert

Tam Tak Wah

Chan Yee Por Simon

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal office of business:*

Room 912, 9/F

New East Ocean Centre

9 Science Museum Road

Tsim Sha Tsui East, Kowloon

Hong Kong

28 May 2014

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

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF THE RETIRING DIRECTORS,  
REFRESHMENT OF SCHEME MANDATE LIMIT  
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; (d) the re-election of the retiring Directors; and (e) the refreshment of Scheme Mandate Limit.

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## **LETTER FROM THE BOARD**

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### **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.

As at the Latest Practicable Date, the issued share capital of the Company was 2,190,325,332 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 438,065,066 Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 219,032,533 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 seven Directors, namely Mr. He, Mr. Zhang Zhantao, Mr. Siu Yun Fat, Mr. Lau Fai Lawrence, Mr. Siu Siu Ling, Robert, Mr. Tam Tak Wah and Mr. Chan Yee Por Simon.

Pursuant to Article 108(A), Mr. Chan Yee Por Simon and Mr. Tam Tak Wah, shall retire by rotation at the AGM whereas pursuant to Article 112, Mr. Siu Yun Fat and Mr. Lau Fai Lawrence (both were appointed by the Board on 28 January 2014) shall retire at the AGM. All of the above four retiring Directors, 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.

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## LETTER FROM THE BOARD

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#### 4. REFRESHMENT OF THE SCHEME MANDATE LIMIT

At the extraordinary general meeting of the Company held on 22 February 2012, the Company adopted a new Share Option Scheme and the Old Scheme was terminated therefrom. The Share Option Scheme became effective on 22 February 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Upon termination of the Old Scheme, no further Options under the Old Scheme can be granted but in all other respects the provisions of the Old Scheme shall remain in full force and effect. Therefore, the adoption of new Share Option Scheme will not in any event affect the terms of the grant of such outstanding options that has already been granted under the Old Scheme and shall continue to be valid and subject to the provisions of the Old Scheme. As at the Latest Practicable Date, the Company has granted 1,899,374 Options under the Old Scheme.

The Board proposes to seek the approval of the Shareholders to refresh the existing Scheme Mandate Limit. Under the existing Scheme Mandate Limit, the Directors were authorized to grant 31,420,795 Options to subscribe for up to 31,420,795 Shares, representing 10% of the issued share capital of the Company as at the date of the extraordinary general meeting on 22 February 2012 at which the Share Option Scheme was adopted. Since the adoption of the Share Option Scheme on 22 February 2012 and up to the Latest Practicable Date, no share option has been granted or outstanding under the Share Option Scheme.

Immediately prior to the refreshment of the existing Scheme Mandate Limit, a total of 1,899,374 Options under the Old Scheme to subscribe for 1,899,374 Shares remained outstanding, which represented 0.09% of the Shares in issue as at the Latest Practicable Date.

In order to provide the Company with greater flexibility in granting Options to eligible persons (including but not limited to employees and Directors) of the Company under the Share Option Scheme as incentives or rewards for their contribution to the Company, the Board decided to seek the approval from the Shareholders to refresh the Scheme Mandate Limit at the AGM. The refreshment of the Scheme Mandate Limit is in line with the purpose of the Share Option Scheme. The Directors consider that such refreshment of the Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole.



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## LETTER FROM THE BOARD

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Based on 2,190,325,332 Shares in issue as the Latest Practicable Date and assuming no further Shares are repurchased and issued prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit at the AGM, the Directors will, apart from the 1,899,374 Options which have already been granted and are still outstanding, be authorized to exercise the powers of the Company to issue 219,032,533 Options to subscribe for a total of 219,032,533 Shares, representing 10% of the total number of Shares in issue as at the AGM. Assuming that the refreshment of the Scheme Mandate Limit is approved at the AGM and taking into account the following:

1. the additional 219,032,533 Shares subject to the Scheme Mandate Limit (as refreshed); and
2. the 1,899,374 Shares subject to the Options granted and yet to be exercised,

the number of the Shares that may be issued under the Options to be granted under the Scheme Mandate Limit (as refreshed) and to be issued under the Options granted and outstanding will be in aggregate 220,931,907 Shares, representing approximately 10.09% of the Shares in issue as at the Latest Practicable Date and is within the 30% of Shares in issue from time to time as required under the Share Option Scheme.

The refreshment of the Scheme Mandate Limit of the Share Option Scheme is conditional upon:

1. the passing of an ordinary resolution at the AGM to approve the refreshment of the Scheme Mandate Limit by the Shareholders, to authorise the Directors to grant Options to subscribe for Shares under the Share Option Scheme and to allot and issue Shares pursuant to the exercise of any options granted under the Share Option Scheme; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the new Shares to be issued pursuant to the exercise of any Options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange by the Company for the approval of the listing of and permission to deal in the Shares to be issued upon the exercise of any Options that may be granted under the Share Option Scheme and any other schemes of the Company under the refreshed Scheme Mandate Limit.

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## LETTER FROM THE BOARD

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An ordinary resolution will be proposed at the AGM to approve the refreshment of the Scheme Mandate Limit of the Share Option Scheme in the terms as set out in Resolution No. 5 of the notice of the AGM. In order that the Company could continue to grant Options to selected participants as incentives or rewards for their contribution to the Company, the Directors recommend the Shareholders to vote in favor of this resolution.

### Outstanding options

The table below sets out the summary of the outstanding options under the Old Scheme.

	Date of grant	exercise price* HKD	Exercisable period	Outstanding as at the Latest Practicable Date
Senior management	2 May 2007	3.6012	2 May 2007 to 1 May 2017	379,874
Employees	2 May 2007	3.6012	2 May 2007 to 1 May 2017	253,250
	30 January 2008	2.4956	30 January 2008 to 29 January 2018	1,266,250
				<u><u>1,899,374</u></u>

\* *As a result of the Bonus Issue, the number of outstanding share options and the exercise price has been adjusted during the year ended 31 December 2013.*

### 5. 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.

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## LETTER FROM THE BOARD

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### 6. ACTION TO BE TAKEN

The AGM Notice is set out on pages 17 to 21 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 Shops 1712-1716, 17 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.

### 7. 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 the following resolutions: (i) to give general mandates to issue and repurchase shares; (ii) re-election of the retiring directors; and (iii) refreshment of the Scheme Mandate Limit.

### 8. 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.

### 9. 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  
**Lau Cheuk Pun**  
*Company Secretary*

*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 was 2,190,325,332 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 219,032,533 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 2013, 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</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2013</b>		
May	0.243	0.140
June	0.173	0.113
July	0.213	0.123
August	0.163	0.130
September	0.170	0.130
October	0.197	0.139
November	0.171	0.097
December	0.111	0.073
<b>2014</b>		
January	0.094	0.080
February	0.115	0.072
March	0.111	0.081
April	0.105	0.080
May (up to the Latest Practicable Date)	0.103	0.081

**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, ASA beneficially owned 1,097,209,604 Shares, representing approximately 50.09% of the total issued Shares of the Company. ASA is wholly owned by Mr. He.

On the basis that the issued ordinary share capital of the Company and the shareholding of ASA 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 interests of ASA would be increased to approximately 55.66% 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. Siu Yun Fat, *Executive Director***

Mr. Siu, aged 32, obtained a Bachelor of Arts (Honours) degree in Accountancy from the Hong Kong Polytechnic University in November 2004. He has been a member of the Association of Chartered Certified Accountants of the United Kingdom since October 2008 and the Hong Kong Institute of Certified Public Accountants since February 2009, and has over nine years of experience in auditing, accounting and financial management. Mr. Siu served in various position of local and international accountants firms and securities companies.

Mr. Siu 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. 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\$71,000 with effect from 1 April 2014.

As at the Latest Practicable Date, Mr. Siu does not have any interests in the securities of the Company within the meaning of Part XV of the SFO and 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 Lau Fai Lawrence, *Executive Director***

Mr. Lau, aged 42, is currently a practising certified public accountant in Hong Kong, a member of the Institute of Chartered Accountants in England and Wales and a fellow member of the Association of Chartered Certified Accountants of the United Kingdom. Mr. Lau graduated from the University of Hong Kong with a bachelor's degree in business administration in 1994 and obtained a master's degree in corporate finance from Hong Kong Polytechnic University in 2007.

Mr. Lau joined BBMG Corporation (listed on the Main Board of the Stock Exchange) (Stock Code: 2009) on 6 August 2008 as joint company secretary and qualified accountant. Since 26 October 2012, Mr. Lau serves as the company secretary of BBMG Corporation.

Before joining BBMG Corporation, Mr. Lau has served as the group financial controller and qualified accountant of Founder Holdings Limited (Stock Code: 418) and PKU Resources (Holdings) Company Limited (previously know as EC-Founder (Holdings) Company Limited) (Stock Code: 618), both of which are listed on the Main Board of the Stock Exchange.



Mr. Lau is also an independent non-executive director of Artini China Co. Ltd., (Stock Code: 789) and Titan Petrochemicals Group Limited (Stock Code: 1192), both of which are listed on the Main Board of the Stock Exchange.

Mr. Lau 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. Subsequent to a review of his duties and responsibilities in the Company by the Remuneration Committee, the monthly remuneration of Mr. Lau has been revised to HK\$30,000 with effect from 1 April 2014.

As at the Latest Practicable Date, Mr. Lau does not have any interests in the securities of the Company within the meaning of Part XV of the SFO and there was no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Lau'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. Chan Yee Por Simon, *Independent Non-executive Director***

Mr. Chan, aged 60, is a Certified Public Accountant (Practicing) of the Hong Kong Institute of Certified Public Accountants and sole proprietor of Simon Y.P. Chan & Co. Mr. Chan holds a Higher Diploma in Accountancy from Hong Kong Polytechnic. He is a fellow member of the Chartered Association of Certified Accountants of the United Kingdom and the Hong Kong Institute of Certified Public Accountants.

Mr. Chan 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 meeting of the Company in accordance with the Articles. Mr. Chan is entitled to receive a monthly remuneration of HK\$12,000, which, has been reviewed by the Remuneration Committee, was determined by the Board with reference to his responsibilities in the Company and the prevailing market conditions. The director's emoluments of Mr. Chan for the year ended 31 December 2013 was HK\$108,000.

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. Chan'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 48, has been appointed as independent non-executive Director since 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. He has been appointed to membership of disciplinary panel of the Hong Kong Institute of Certified Public Accountants for the period from 1 February 2014 to 31 January 2016. Mr. Tam has over 25 years of experience in accounting, corporate finance and corporate development. He is currently an executive director of International Standard Resources Holding Limited (stock code: 91) and an independent non-executive director of Tech Pro Technology Development Limited (stock code: 3823), both of which are listed on the Main Board of the Stock Exchange. Mr. Tam has been a director of Goldenway Inc., a company the common stock of which were traded in the OTCQB of the USA during the period from 10 November 2011 to 16 August 2013 and an independent non-executive director of Siberian Mining Group Company Limited, a company listed on Main Board of the Stock Exchange during the period from 11 June 2007 to 18 February 2014.

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. Mr. Tam is entitled to receive a monthly remuneration of HK\$12,000, which, has been reviewed by the Remuneration Committee, was determined by the Board with reference to his responsibilities in the Company and the prevailing market conditions. The director's emoluments of Mr. Tam for the year ended 31 December 2013 was HK\$142,000.

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 Room 912, 9/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 30 June 2014 at 11:00 a.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 2013.
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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- (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.

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“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).”

(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.”

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(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.”

5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions of the Company:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company pursuant to an ordinary resolution of the shareholders of the Company passed on 22 February 2012 (“**Share Option Scheme**”), representing 10 per cent. of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10 per cent. limit under the Share Option Scheme (“**Refreshed Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company or its subsidiaries (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company or its subsidiaries) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and

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- (b) the directors of the Company or a duly authorised committee thereof be and is/are hereby authorised: (i) at its/their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By Order of the Board  
**Lau Cheuk Pun**  
*Company Secretary*

Hong Kong, 28 May 2014

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

Room 912, 9/F

New East Ocean Centre

9 Science Museum Road

Tsim Sha Tsui East, Kowloon, 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 nominee(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 Shops 1712-1716, 17 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.