



# 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)

### Form of proxy for use at the adjourned annual general meeting to be held on Monday, 21 July 2014 at 11:00 a.m. (or at any adjourned meeting thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary shares<sup>2</sup> of HK\$0.001 each  
in the share capital of China Packaging Group Company Limited (the "Company") HEREBY APPOINT the Chairman of the meeting<sup>3</sup>,  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the adjourned annual general meeting of the Company ("Adjourned  
AGM") 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 21 July 2014 (or at any adjournment thereof) in respect of the undermentioned resolutions as indicated.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
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.	(a) To re-elect Mr. Siu Yun Fat as a director.		
	(b) To re-elect Mr. Lau Fai Lawrence as a director.		
	(c) To re-elect Mr. Chan Yee Por Simon as a director.		
	(d) To re-elect Mr. Tam Tak Wah as a director.		
	(e) 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.	(A) To give a general mandate to the directors of the Company to allot, issue and deal with authorised and unissued ordinary shares in the capital of the Company not exceeding 20% of the aggregate nominal amount of the issued ordinary share capital of the Company as at the date of passing of this resolution.		
	(B) To give a general mandate to the directors of the Company to repurchase ordinary shares of the Company not exceeding 10% of the aggregate nominal amount of the issued ordinary share capital of the Company as at the date of passing of this resolution.		
	(C) To extend the general mandate granted to the directors of the Company to allot, issue and deal with authorised and unissued ordinary shares in the capital of the Company by the aggregate nominal amount of ordinary shares repurchased by the Company.		
5.	To approve the refreshment of the scheme mandate limit under the share option scheme of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Signature(s)<sup>5</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) (as shown in the register of members) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
- Please indicate with a "✓" in the spaces provided opposite to each of the resolutions how you wish your proxy to vote on your behalf. In the absence of such indication, your proxy may vote for or against the resolutions or may abstain from voting at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, 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 fixed for holding the said meeting or any adjourned meeting.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting in person if you so wish.