
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 shares in Spread Prospects Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Group. The directors of the Company collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.



Spread Prospects Holdings Limited

展鴻控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

**PROPOSED CHANGE OF THE NAME OF THE COMPANY,
RENEWAL OF THE 10% GENERAL SCHEME LIMIT ON THE GRANT
OF OPTIONS UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF EGM**

A notice convening an extraordinary general meeting of the Company to be held at 11:00 a.m. on Monday, 24 December 2007 at Unit 2603, 26th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong is set out on pages 8 and 9 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the meeting to the office of the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting in person should you so wish.

29 November 2007

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DEFINITIONS

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

“10% General Scheme Limit”	the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company, being 10% of the Company’s issued share capital as at the date of adoption of the Share Option Scheme, which has been “refreshed” and may be further “refreshed” pursuant to the rules of the Share Option Scheme
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Spread Prospects Holdings Limited 展鴻控股有限公司, a company incorporated in the Cayman Islands and the issued shares of which are listed on the Stock Exchange
“Directors”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 11:00 a.m. on Monday, 24 December 2007 at Unit 2603, 26th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong, the notice of which is set out on pages 8 and 9 of this circular and any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Last Renewal Resolution”	the ordinary resolution passed at the annual general meeting of the Company held on 5 June 2007 for the renewal of the 10% General Scheme Limit
“Latest Practicable Date”	27 November 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) for the time being of the Share(s)
“Share Option Scheme”	the share option scheme of the Company adopted pursuant to an ordinary resolution of the Company passed on 2 June 2003
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars
“%”	per cent.

LETTER FROM THE BOARD



Spread Prospects Holdings Limited

展鴻控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

Executive Directors:

Mr. Yang Zongwang
(Chairman and Chief Executive Officer)
Mr. Xue De Fa
Mr. Xie Xi
Mr. Liu Zhi Qiang

Registered office:

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

Independent non-executive Directors:

Mr. Tong Hing Wah
Mr. Chong Hoi Fung
Mr. Ng Wai Man

*Head office and principal place of
business in Hong Kong:*

Unit 2603, 26th Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

29 November 2007

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

Dear Sir or Madam,

PROPOSED CHANGE OF THE NAME OF THE COMPANY AND RENEWAL OF THE 10% GENERAL SCHEME LIMIT ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME

INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the EGM and to give you notice of the EGM. At the EGM, resolutions relating to (i) the proposed change of the name of the Company and (ii) the proposed renewal of the 10% General Scheme Limit will be proposed.

PROPOSED CHANGE OF THE NAME OF THE COMPANY

The Board proposes to change the name of the Company from “Spread Prospects Holdings Limited 展鴻控股有限公司” to “China Packaging Group Company Limited 中國包裝集團有限公司”.

Reasons and conditions for the change

The Board is of the opinion that the proposed change of the name of the Company can better reflect the principal business and activities of the Group.

LETTER FROM THE BOARD

The proposed change of the name of the Company is conditional upon (i) the passing of a special resolution by the Shareholders at the EGM; and (ii) the approval by the Registrar of Companies in the Cayman Islands. The Company will carry out all necessary filing procedures with the Registrar of Companies in the Cayman Islands and also with the Companies Registry in Hong Kong.

Status of the existing certificates for securities of the Company

The change of the Company's name will not affect any rights of the Shareholders. The existing certificates for securities of the Company bearing the present name of the Company shall, after the proposed change of the Company's name becoming effective, continue to be evidence of title to such securities and will be valid for trading, settlement, registration and delivery for the same number of securities in the new name of the Company. Once the change of company name has become effective and the registration of such change of name in Hong Kong has been effected, any new certificates for securities of the Company shall be issued in the new name of the Company.

Subject to the change of the Company's name becoming effective and the registration of such change of name in Hong Kong, the Shareholders may, during a specified period of not less than 30 days, submit their existing share certificates for the Shares to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in exchange for new share certificates at the expense of the Company. Any submission after that period will only be accepted for the exchange at a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) per new share certificate.

Further announcement will be made about the exchange of the new share certificates after the proposed change of the name of the Company has been effective.

SHARE OPTION SCHEME - RENEWAL OF 10% GENERAL SCHEME LIMIT

Under the rules of the Share Option Scheme:

- (1) the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company is subject to the 10% General Scheme Limit;
- (2) the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the Shares in issue from time to time ("**30% Overall Limit**"); and
- (3) unless approved by the Shareholders in general meeting, the total number of Shares issued and to be issued upon the exercise of options granted to each participant (other than a substantial shareholder or an independent non-executive director of the Company, who shall

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be subject to a lower threshold) of the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the issued share capital of the Company in issue (“**Single Participant Limit**”).

The Company may seek approval from the Shareholders in general meeting for refreshing the 10% General Scheme Limit so that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company shall be re-set at 10% of the Shares in issue as at the date of the approval of the limit as “refreshed”.

In this connection, options (including options outstanding, cancelled, lapsed or exercised) previously granted under the Share Option Scheme and any other share option schemes of the Company will not be counted for the purpose of calculating the 10% General Scheme Limit as “refreshed”.

The existing 10% General Scheme Limit is 49,676,108 Shares, being 10% of the Shares in issue as at the date of passing of the Last Renewal Resolution. As at the Latest Practicable Date, options entitling the holders thereof to subscribe for an aggregate of 49,670,000 Shares had been granted pursuant to the authority granted under the Last Renewal Resolution. All these options were granted on 17 July 2007 in accordance with the terms and restrictions of the Share Option Scheme (including the Single Participant Limit).

All the grantees of the options fall within the category of eligible participants under the Share Option Scheme. The Directors confirm that the grant of options to the grantees was in line with the rules of the Share Option Scheme and the relevant requirements of the Listing Rules.

Apart from the Share Option Scheme and the options granted under the Share Option Scheme, the Company has no other share option scheme or any outstanding options to subscribe for Shares.

As at the Latest Practicable Date, among the options granted since the passing of the Last Renewal Resolution, none of these options have been exercised nor lapsed nor been cancelled. Unless the 10% General Scheme Limit is “refreshed”, only up to 6,108 Shares may be issued pursuant to the grant of further options under the Share Option Scheme.

If the 10% General Scheme Limit is “refreshed”, on the basis of 601,791,081 Shares in issue as at the Latest Practicable Date and assuming that, prior to the EGM, no Shares are issued (whether upon exercise of options granted under the Share Option Scheme or otherwise) or repurchased by the Company, the 10% General Scheme Limit will be re-set at 60,179,108 Shares and the Company will be allowed to grant further options under the Share Option Scheme and other share option schemes carrying the rights to subscribe for a maximum of 60,179,108 Shares (“**Available Limit**”).

On the basis of 601,791,081 Shares in issue as at the Latest Practicable Date, the 30% Overall Limit represents a total of 180,537,324 Shares. As at the Latest Practicable Date, the total number of Shares which may fall to be issued upon the exercise of all outstanding options granted since the

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adoption of the Share Option Scheme and yet to be exercised is 139,459,108 Shares (representing approximately 23.17% of the Shares in issue as at the Latest Practicable Date). Accordingly, the Available Limit arising from the “refreshing” of the 10% General Scheme Limit does not exceed the 30% Overall Limit as at the Latest Practicable Date.

In view of the Company’s recent development and proposed investment in the PRC, the Directors have proposed to refresh the 10% General Scheme Limit so as to enable the Company to grant further options to eligible participants to provide opportunities and incentives for directors and employees to work towards enhancing the values of the Company and the shares. For these reasons, the Directors will propose the passing of an ordinary resolution at the EGM for “refreshing” the 10% General Scheme Limit.

EGM

Set out on pages 8 and 9 of this circular is a notice convening the EGM at which a special resolution will be proposed to approve the change of the name of the Company, and an ordinary resolution will be proposed to approve the renewal of the 10% General Scheme Limit.

You will find enclosed a form of proxy for use at the EGM. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy that is despatched to you together with this circular, in accordance with the instructions printed thereon at or before 11:00 a.m. on 22 December 2007, being not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

RIGHT TO DEMAND FOR VOTING ON POLL AT THE EGM

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

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by any Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or

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- (e) if required by the Listing Rules, by the chairman of such meeting and/or any any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights of all Shareholders having the right to vote at such meeting.

RECOMMENDATION

The Directors consider that the change of the name of the Company and the renewal of the 10% General Scheme Limit are in the best interests of the Company and its Shareholders and recommend Shareholders to vote in favour of the relevant resolutions set out in the notice of the EGM.

By order of the Board
Spread Prospects Holdings Limited
Yang Zongwang
Chairman

NOTICE OF EGM



Spread Prospects Holdings Limited

展鴻控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Spread Prospects Holdings Limited (“**Company**”) will be held at 11:00 a.m. on Monday, 24 December 2007 at Unit 2603, 26th Floor, Harbour Centre, 25 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as a/an special/ordinary resolution of the Company:

SPECIAL RESOLUTION

1. “**THAT** subject to the approval of the Registrar of Companies in the Cayman Islands being obtained, the Company’s name be and is hereby changed from “Spread Prospects Holdings Limited 展鴻控股有限公司” to “China Packaging Group Company Limited 中國包裝集團有限公司” and the directors of the Company be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to effect such change of name.”

ORDINARY RESOLUTION

2. “**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 on 2 June 2003 (“**Share Option Scheme**”), representing 10 per cent. of the issued share capital of the Company as at the day on which this resolution is passed, pursuant to Clause 8.2(a) of the Share Option Scheme:
 - (a) approval be and is hereby granted for refreshing the 10 per cent. mandate 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 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 day on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (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) 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 they are hereby authorised: (i) at 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 pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By order of the Board
Spread Prospects Holdings Limited
Yang Zongwang
Chairman

Hong Kong, 29 November 2007

Head office and principal place of business in Hong Kong:

Unit 2603, 26th Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting convened by the above notice. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.

As at the date of this notice, the board of Directors comprises the following members:

Executive Directors	Mr. Yang Zongwang Mr. Xue De Fa Mr. Xie Xi Mr. Liu Zhi Qiang
Independent non-executive Directors	Mr. Tong Hing Wah Mr. Chong Hoi Fung Mr. Ng Wai Man