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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 (Provisional Liquidators Appointed), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中國包裝集團有限公司 China Packaging Group Company Limited

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

- (1) APPOINTMENTS OF AUDITORS;
(2) RETIREMENT OF DIRECTORS;
(3) NOTICE OF 2008 ANNUAL GENERAL MEETING;
(4) NOTICE OF 2009 ANNUAL GENERAL MEETING;
AND
(5) NOTICE OF 2010 ANNUAL GENERAL MEETING**

A letter from the joint and several provisional liquidators of China Packaging Group Company Limited (Provisional Liquidators Appointed) (the "Company") is set out on pages 3 to 6 of this circular. A notice convening the 2008 annual general meeting of the Company to be held at Level 22, The Center, 99 Queen's Road Central, Central, Hong Kong, at 10:00 a.m., 6 October 2011 are set out on pages 7 and 8 of this circular. A notice convening the 2009 annual general meeting of the Company to be held at Level 22, The Center, 99 Queen's Road Central, Central, Hong Kong, at 10:30 a.m., 6 October 2011 are set out on pages 9 and 10 of this circular. A notice convening the 2010 annual general meeting of the Company to be held at Level 22, The Center, 99 Queen's Road Central, Central, Hong Kong, at 11:00 a.m., 6 October 2011 are set out on pages 11 and 12 of this circular. The proxy forms for use at the aforesaid annual general meetings are enclosed with this circular. Such proxy forms are also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you intend to attend any of the annual general meetings, you are requested to complete and return the respective proxy form(s) 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 respective annual general meetings or any adjournment thereof (as the case may be). Completion and return of the proxy(s) form will not preclude you from attending and voting in person at the respective annual general meeting(s) or any adjournment thereof (as the case may be) should you so wish.

Hong Kong, 12 September 2011

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors
“Company”	China Packaging Group Company Limited (Provisional Liquidators Appointed), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	9 September 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contain herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“World Link”	World Link CPA Limited, the auditors of the Company for the years ended 31 December 2008 and 31 December 2009
“PRC”	the People’s Republic of China, but for the purpose of this circular does not include Hong Kong, Macau Special Administrative Region and Taiwan
“Provisional Liquidators”	Mr. Fok Hei Yu and Mr. Roderick John Sutton of FTI Consulting (Hong Kong) Limited, in their capacity as joint and several provisional liquidators of the Company, who act without personal liability
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the share(s) of the Company

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Zhonglei”	ZHONGLEI (HK) CPA Company Limited, the auditors of the Company
“2008 AGM”	the annual general meeting of the Company to be held at Level 22, The Center, 99 Queen’s Road Central, Central, Hong Kong, at 10:00 a.m. on 6 October 2011, notice of which is set out on pages 7 and 8 of this circular
“2009 AGM”	the annual general meeting of the Company to be held at Level 22, The Center, 99 Queen’s Road Central, Central, Hong Kong, at 10:30 a.m. on 6 October 2011, notice of which is set out on pages 9 and 10 of this circular
“2010 AGM”	the annual general meeting of the Company to be held at Level 22, The Center, 99 Queen’s Road Central, Central, Hong Kong, at 11:00 a.m. on 6 October 2011, notice of which is set out on pages 11 and 12 of this circular

LETTER FROM THE PROVISIONAL LIQUIDATORS



中國包裝集團有限公司 China Packaging Group Company Limited

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

Provisional Liquidators:

Mr. Fok Hei Yu
Mr. Roderick John Sutton

Executive Director:

Mr. Liu Zhi Qiang

Non-executive Director:

Mr. Chong Hoi Fung

Registered office:

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

Principal office of business:

c/o FTI Consulting (Hong Kong) Limited
Level 22, The Center
99 Queen's Road Central
Central
Hong Kong

12 September 2011

To the Shareholders

Dear Sir/Madam,

**(1) APPOINTMENTS OF AUDITORS;
(2) RETIREMENT OF DIRECTORS;
(3) NOTICE OF 2008 ANNUAL GENERAL MEETING;
(4) NOTICE OF 2009 ANNUAL GENERAL MEETING;
AND
(5) NOTICE OF 2010 ANNUAL GENERAL MEETING**

INTRODUCTION

At the 2008 AGM, 2009 AGM and 2010 AGM to be held at Level 22, The Center, 99 Queen's Road Central, Central, Hong Kong at 10:00 a.m., 10:30 a.m. and 11:00 a.m. respectively on 6 October 2011, resolutions will be proposed, among other matters:

- (a) to resolve and treat the 2008 AGM as an annual general meeting of the Company for the year 2008, convened and held (out of time) pursuant to the Articles of Association and to ratify the convening and holding of the 2008 AGM (out of time);
- (b) to resolve and treat the 2009 AGM as an annual general meeting of the Company for the year 2009, convened and held (out of time) pursuant to the Articles of Association and to ratify the convening and holding of the 2009 AGM (out of time);

LETTER FROM THE PROVISIONAL LIQUIDATORS

- (c) to receive and, if thought fit, adopt the audited consolidated financial statements and the reports of the Provisional Liquidators and World Link for the years ended 31 December 2008 and 31 December 2009;
- (d) to receive and, if thought fit, adopt the audited consolidated financial statements and the reports of the Provisional Liquidators and Zhonglei for the year ended 31 December 2010;
- (e) to ratify the re-appointment of World Link as the auditors of the Company for the year ended 31 December 2009 and to ratify their remuneration fixed and paid by the Provisional Liquidators;
- (f) to ratify the appointment of Zhonglei as auditors of the Company for the year ended 31 December 2010 and to ratify their remuneration fixed and paid by the Provisional Liquidators; and
- (g) to re-appoint Zhonglei as auditors of the Company and to authorise the Provisional Liquidators or the Board to fix their remuneration.

The primary purpose of this circular is to provide information regarding the resolutions to be proposed at the 2008 AGM, the 2009 AGM and 2010 AGM and to give you notice of the 2008 AGM, 2009 AGM and 2010 AGM.

APPOINTMENTS OF AUDITORS

World Link was re-appointed as the auditors of the Company for the year ended 31 December 2009. At the 2008 AGM, an ordinary resolution will be proposed to ratify the re-appointment of World Link as auditors of the Company, and to ratify their remuneration fixed and paid by the Provisional Liquidators.

Zhonglei was appointed as the auditors of the Company for the year ended 31 December 2010. At the 2009 AGM, an ordinary resolution will be proposed to ratify the appointment of Zhonglei as auditors of the Company for the year ended 31 December 2010 and to ratify their remuneration fixed and paid by the Provisional Liquidators.

The Provisional Liquidators propose that Zhonglei be re-appointed as the auditors of the Company. At the 2010 AGM, an ordinary resolution will be proposed to re-appoint Zhonglei as auditors of the Company to hold their office until the conclusion of the next annual general meeting, and to authorise the Provisional Liquidators or the Board to fix their remuneration.

RETIREMENT OF DIRECTORS

The Board currently consists of two Directors, namely Mr. Liu Zhi Qiang as the executive Director and Mr. Chong Hoi Fung as the non-executive Director. Article 108(A) of the Articles of Association states that every Director shall be subject to retirement by rotation at least once in every three years, pursuant to which Mr. Liu Zhi Qiang and Mr. Chong Hoi Fung will retire at this general meeting. As at the Latest Practicable Date, the Company had not received any notice from Mr. Liu Zhi Qiang and Mr. Chong Hoi Fung offering themselves for re-election at this general meeting.

LETTER FROM THE PROVISIONAL LIQUIDATORS

ANNUAL GENERAL MEETINGS

2008 AGM

Set out on pages 7 and 8 in this circular is a notice convening the 2008 AGM, which will be convened and held at Level 22, The Center, 99 Queen's Road Central, Central, Hong Kong at 10:00 a.m. on 6 October 2011. A proxy form for use at the 2008 AGM is enclosed with this circular. Such proxy form is also published on the designated website of the Stock Exchange (www.hkexnews.hk).

Announcement will be made by the Company after the 2008 AGM on the results of the 2008 AGM pursuant to Rule 13.39(5) of the Listing Rules.

2009 AGM

Set out on pages 9 and 10 in this circular is a notice convening the 2009 AGM, which will be convened and held at Level 22, The Center, 99 Queen's Road Central, Central, Hong Kong at 10:30 a.m. on 6 October 2011. A proxy form for use at the 2009 AGM is enclosed with this circular. Such proxy form is also published on the designated website of the Stock Exchange (www.hkexnews.hk).

Announcement will be made by the Company after the 2009 AGM on the results of the 2009 AGM pursuant to Rule 13.39(5) of the Listing Rules.

2010 AGM

Set out on pages 11 and 12 in this circular is a notice convening the 2010 AGM, which will be convened and held at Level 22, The Center, 99 Queen's Road Central, Central, Hong Kong at 11:00 a.m. on 6 October 2011. A proxy form for use at the 2010 AGM is enclosed with this circular. Such proxy form is also published on the designated website of the Stock Exchange (www.hkexnews.hk).

Announcement will be made by the Company after the 2010 AGM on the results of the 2010 AGM pursuant to Rule 13.39(5) of the Listing Rules.

ACTIONS TO BE TAKEN

Whether you intend to attend the 2008 AGM, 2009 AGM and 2010 AGM or not, you are requested to complete and return the enclosed proxy forms, 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 later than 48 hours before the time appointed for the holding of the respective AGM or any adjourned meeting. Completion and return of the proxy form(s) will not preclude you from attending and voting in person at the respective AGM or any adjourned meeting should you so wish.

VOTING BY POLL AT ANNUAL GENERAL MEETINGS

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll and therefore, the resolutions to be put to vote at the 2008 AGM, 2009 AGM and 2010 AGM will be taken by way of poll under the provisions of the Articles of Association.

LETTER FROM THE PROVISIONAL LIQUIDATORS

RECOMMENDATION

The Provisional Liquidators believe that the proposed appointment of Zhonglei as the auditors of the Company as referred to in this circular are in the best interests of the Company and recommend the Shareholders to vote in favour of the respective resolutions to be proposed at the 2008 AGM, 2009 AGM and 2010 AGM.

GENERAL

To the best of the Provisional Liquidators, knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2008 AGM, 2009 AGM and 2010 AGM.

Your attention is drawn to the information set out in the appendices to this circular.

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended since 28 April 2009 and will remain suspended until further notice.

For and on behalf of
China Packaging Group Company Limited
(Provisional Liquidators Appointed)
Fok Hei Yu
Roderick John Sutton
*Joint and Several Provisional Liquidators who act
without personal liabilities*

NOTICE OF 2008 ANNUAL GENERAL MEETING

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中國包裝集團有限公司 China Packaging Group Company Limited

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

NOTICE OF 2008 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2008 annual general meeting (the “2008 AGM”) of China Packaging Group Company Limited (Provisional Liquidators Appointed) (the “Company”) will be held at Level 22, The Center, No. 99 Queen’s Road Central, Central, Hong Kong at 10:00 a.m. on 6 October 2011 for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

1. to resolve and treat the 2008 AGM as an annual general meeting of the Company for the year 2008, convened and held (out of time) pursuant to the Company’s articles of association and to ratify the convening and holding of the 2008 AGM (out of time);
2. to receive and, if thought fit, adopt the audited consolidated financial statements and the reports of Messrs. Fok Hei Yu and Roderick John Sutton, the joint and several provisional liquidators of the Company (the “Provisional Liquidators”) and World Link CPA Limited (“World Link”) for the year ended 31 December 2008; and
3. to ratify the re-appointment of World Link as the auditors of the Company for the year ended 31 December 2009 and to ratify their remuneration fixed and paid by the Provisional Liquidators.

For and on behalf of

China Packaging Group Company Limited
(Provisional Liquidators Appointed)

Fok Hei Yu

Roderick John Sutton

*Joint and Several Provisional Liquidators who act
without personal liabilities*

Hong Kong, 12 September 2011

NOTICE OF 2008 ANNUAL GENERAL MEETING

Registered office:

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

Principal office of business:

c/o FTI Consulting (Hong Kong) Limited
Level 22, The Center
99 Queen's Road Central
Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the 2008 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 2008 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 2008 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 2008 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.

As at the date of this notice, the board of directors of the Company comprises one executive director, namely, Mr. Liu Zhi Qiang, and one independent non-executive director, namely Mr. Chong Hoi Fung.

NOTICE OF 2009 ANNUAL GENERAL MEETING

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中國包裝集團有限公司 China Packaging Group Company Limited

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

NOTICE OF 2009 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2009 annual general meeting (the “2009 AGM”) of China Packaging Group Company Limited (Provisional Liquidators Appointed) (the “Company”) will be held at Level 22, The Center, No. 99 Queen’s Road Central, Central, Hong Kong at 10:30 a.m. on 6 October 2011 for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

1. to resolve and treat the 2009 AGM as an annual general meeting of the Company for the year 2009, convened and held (out of time) pursuant to the Company’s articles of association and to ratify the convening and holding of the 2009 AGM (out of time);
2. to receive and, if thought fit, adopt the audited consolidated financial statements and the reports of Messrs. Fok Hei Yu and Roderick John Sutton, the joint and several provisional liquidators of the Company (the “Provisional Liquidators”) and World Link CPA Limited for the year ended 31 December 2009; and
3. to ratify the appointment of ZHONGLEI (HK) CPA Company Limited as auditors of the Company for the year ended 31 December 2010 and to ratify their remuneration fixed and paid by the Provisional Liquidators.

For and on behalf of

China Packaging Group Company Limited
(Provisional Liquidators Appointed)

Fok Hei Yu

Roderick John Sutton

*Joint and Several Provisional Liquidators who act
without personal liabilities*

Hong Kong, 12 September 2011

NOTICE OF 2009 ANNUAL GENERAL MEETING

Registered office:

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

Principal office of business:

c/o FTI Consulting (Hong Kong) Limited
Level 22, The Center
99 Queen's Road Central
Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the 2009 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 2009 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 2009 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 2009 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.

As at the date of this notice, the board of directors of the Company comprises one executive director, namely, Mr. Liu Zhi Qiang, and one independent non-executive director, namely Mr. Chong Hoi Fung.

NOTICE OF 2010 ANNUAL GENERAL MEETING

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中國包裝集團有限公司 China Packaging Group Company Limited

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

NOTICE OF 2010 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2010 annual general meeting (the “2010 AGM”) of China Packaging Group Company Limited (Provisional Liquidators Appointed) (the “Company”) will be held at Level 22, The Center, No. 99 Queen’s Road Central, Central, Hong Kong at 11:00 a.m. on 6 October 2011 for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

1. to receive and, if thought fit, adopt the audited consolidated financial statements and the reports of Messrs. Fok Hei Yu and Roderick John Sutton, the joint and several provisional liquidators of the Company (the “Provisional Liquidators”) and ZHONGLEI (HK) CPA Company Limited (“Zhonglei”) for the year ended 31 December 2010; and
2. to re-appoint Zhonglei as the auditors of the Company and to authorise the Provisional Liquidators or the board of directors of the Company to fix their remuneration.

For and on behalf of

China Packaging Group Company Limited
(Provisional Liquidators Appointed)

Fok Hei Yu

Roderick John Sutton

*Joint and Several Provisional Liquidators who act
without personal liabilities*

Hong Kong, 12 September 2011

NOTICE OF 2010 ANNUAL GENERAL MEETING

Registered office:

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

Principal office of business:

c/o FTI Consulting (Hong Kong) Limited
Level 22, The Center
99 Queen's Road Central
Central
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the 2010 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 2010 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 2010 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 2010 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.

As at the date of this notice, the board of directors of the Company comprises one executive director, namely, Mr. Liu Zhi Qiang, and one independent non-executive director, namely Mr. Chong Hoi Fung.