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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Packaging Group Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer 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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 572)**

## PROPOSED BONUS ISSUE OF SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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A notice of the EGM to be held at Unit 912, 9/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 25 October 2013 at 4:30 p.m. is set out on pages 11 to 12 of this circular. A form of proxy for use by the Shareholders at the EGM is enclosed. Whether or not you intend to attend and vote at the EGM in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the EGM or any adjourned meetings thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meetings thereof (as the case may be) should you so wish.

9 October 2013

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Expected Timetable</b> .....	3
<b>Letter from the Board</b> .....	5
<b>Notice of EGM</b> .....	11

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## DEFINITIONS

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

“Board”	the board of Directors from time to time;
“Bonus Issue”	the proposed allotment and issue of Bonus Shares on the basis of one Bonus Share for every one existing Share held by the Qualifying Shareholders;
“Bonus Share(s)”	the new Share(s) to be issued under the Bonus Issue;
“business day”	any day on which banks in Hong Kong are generally open for business, except a Saturday or a Sunday and any day on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Company”	China Packaging Group Company Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange;
“Directors”	the directors of the Company from time to time;
“EGM”	the extraordinary general meeting of the Company to be convened and held at 4:30 p.m. on Friday, 25 October 2013 to approve the Bonus Issue;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the Peoples’ Republic of China;

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## DEFINITIONS

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“Latest Practicable Date” or “LPD”	4 October 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;
“Non-Qualifying Shareholders”	Overseas Shareholders who are excluded from the Bonus Issue and as defined and more particularly described in the section headed “Overseas Shareholders” in this circular;
“Option(s)”	share option(s) granted or to be granted under the Share Option Schemes;
“Overseas Shareholder(s)”	holders of Share(s) whose address(es) as shown on the register of members of the Company on the Record Date are outside Hong Kong;
“Qualifying Shareholder(s)”	whose name(s) appear(s) on the register of members of the Company on the Record Date and shareholder(s), not being Non-Qualifying Shareholder(s), who are entitled to the Bonus Issue;
“Record Date”	Monday, 4 November 2013, being the record date for determination of entitlements to the Bonus Issue;
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company;
“Shareholder(s)”	holders of the Share(s) from time to time;
“Share Option Schemes”	the share option schemes adopted by the Company on 2 June 2003 and 22 February 2012;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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## EXPECTED TIMETABLE

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*The expected timetable of the Bonus Issue is set out below:*

**Date 2013**

Despatch of circular and notice of the EGM .....	Wednesday, 9 October
Latest time for lodging forms of proxy for the EGM .....	4:30 p.m. on Wednesday, 23 October
Date and time of EGM .....	4:30 p.m. on Friday, 25 October
Announcement of the result of the EGM .....	Friday, 25 October
Last day of dealings in Shares cum-entitlements to the Bonus Shares .....	Monday, 28 October
First day of dealings in Shares ex-entitlements to the Bonus Shares .....	Tuesday, 29 October
Latest time for holders of Options to lodge the Options exercise form together with a remittance in cash for the amount of the exercise price for the respective Shares in order to be qualified for the Bonus Issue .....	4:30 p.m. on Wednesday, 30 October
Latest time for holders of convertible preference shares to lodge the convertible preference shares exercise form for the Shares in order to qualify for Bonus Issue .....	4:30 p.m. on Wednesday, 30 October
Latest time for lodging forms of transfers of Shares for registration in order to qualify for the Bonus Issue .....	4:30 p.m. on Wednesday, 30 October
Closure of Register of Members .....	Thursday, 31 October to Monday, 4 November (both days inclusive)
Record Date for determination of entitlement to the Bonus Shares .....	Monday, 4 November

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## EXPECTED TIMETABLE

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*Date 2013*

Register of members of the Company re-opens . . . . . Tuesday, 5 November

Certificates for the Bonus Shares expected to be despatched . . . . . On or before  
Wednesday, 6 November

Dealings in Bonus Shares commence . . . . . Thursday, 7 November

*Note:* All times refer to Hong Kong local time in this announcement.

Dates or deadlines specified in this announcement are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

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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:*

Mr. He Jianhong (*Chairman*)

Mr. Zhang Zhantao

*Independent Non-executive Directors:*

Mr. Chan Yee Por Simon

Mr. Siu Siu Ling, Robert

Mr. Tam Tak Wah

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal Office in Hong Kong:*

Unit 912, 9/F

New East Ocean Centre

9 Science Museum Road

Tsim Sha Tsui East

Kowloon

Hong Kong

9 October 2013

*To: the Shareholders*

Dear Sir or Madam,

### **PROPOSED BONUS ISSUE OF SHARES AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

The purpose of the circular is to provide you with information regarding the proposed Bonus Issue and to give you the notice of the EGM, at which necessary resolution will be proposed to consider, if thought fit, approve the proposed Bonus Issue.

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## LETTER FROM THE BOARD

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### **PROPOSED BONUS ISSUE**

Reference is made to announcement made by the Company dated 4 October 2013 in relation to the Bonus Issue. The Board proposed a Bonus Issue to Qualifying Shareholders. The Bonus Issue is proposed to be made on the basis of one Bonus Share for every one existing Share held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. The Bonus Issue will be credited as fully paid by way of capitalisation of an amount in the share premium account of the Company. The terms and conditions of the Bonus Issue are set out below.

### **Basis of Bonus Issue**

Subject to the conditions as set out under the heading “Conditions of Bonus Issue” below, the Bonus Shares will be issued and credited as fully paid at par on the basis of one Bonus Share for every one existing Share held on the Record Date by the Qualifying Shareholders.

On the basis of 974,662,666 existing Shares in issue as at the date of the Latest Practicable Date, and assuming no further Shares will be issued or repurchased before the Record Date, it is anticipated that 974,662,666 Bonus Shares will be issued under the Bonus Issue. The Bonus Shares will be credited as fully paid by way of capitalisation of an amount of HK\$974,662,67 in the share premium account of the Company. After the completion of the Bonus Issue, there will be a total of 1,949,325,332 Shares in issue as enlarged by the Bonus Issue.

### **Fractions of Bonus Shares**

On the basis of one Bonus Share for every one existing Share held on the Record Date by the Qualifying Shareholders, fractional entitlements to the Bonus Shares will not be allotted but will be aggregated and sold for the benefit of the Company.

### **Record Date and closure of register of members**

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Non-Qualifying Shareholders are further elaborated below under the heading “Overseas Shareholders”.

The register of members of the Company will be closed from Thursday, 31 October 2013 to Monday, 4 November 2013 (both days inclusive), during which no transfer of Shares will be registered, in order to determine the entitlement of the Shareholders under the Bonus Issue.

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## LETTER FROM THE BOARD

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Holders of the convertible preference shares must lodge the convertible preference shares exercise form and holders of Options must lodge the Options exercise form together with a remittance in cash for the amount of the exercise price for the respective Shares no later than 4:30 p.m. on Wednesday, 30 October 2013 in order to be qualified for the Bonus Issue.

Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 30 October 2013.

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until after the Record Date.

### **Reasons for the proposed Bonus Issue**

The Directors believe that the Bonus Issue will enhance the liquidity of the Shares in the market and thereby enlarging the Shareholders and capital base of the Company.

### **Overseas Shareholders**

As at the Latest Practicable Date, there was one Overseas Shareholder whose address as registered in the register of member of the Company was in Philippines. Enquiry will be made by the Board pursuant to Rule 13.36(2)(a) of the Listing Rules for those Overseas Shareholders. Upon such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient, the Bonus Shares will not be granted to the Non-Qualifying Shareholders. In such circumstances, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and remittances therefore will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company.

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## LETTER FROM THE BOARD

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### **Status of Bonus Shares**

The Bonus Shares, upon issue, will rank pari passu with the Shares then existing on the date of such allotment and issue in all respects, including the entitlement to receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares.

### **Conditions of Bonus Issue**

The completion of Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by the Shareholders at the EGM;
- (ii) the Listing Committee granting the approval for the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Cayman Islands and the articles of association of the Company to effect the Bonus Issue.

Application will be made to the Listing Committee of the Stock Exchange in respect of such approval for the listings of, and permission to deal in, the Bonus Shares. Apart from making listing application to the Listing Committee of the Stock Exchange, the Board does not propose to make application to any other stock exchanges for the listing of and permission to deal in, the Bonus Shares.

### **Adjustments to Options or convertible preference shares**

As at the Latest Practicable Date, there are 1,430,862 outstanding Options. The Bonus Issue may lead to adjustment to the exercise price and/or the number of Shares which may fall to be issued upon exercise of Options. In view that the exact number of the Bonus Shares will not be determined until the Record Date, the Company will make further announcement for the aforesaid adjustments to the Options.

Moreover, as at the Latest Practicable Date, there were 36,000,000 outstanding convertible preference shares. The Bonus Issue may lead to adjustment to the exercise price and/or the number of Shares which may fall to be issued upon exercise of convertible preference shares. In view that the exact number of the convertible preference shares will not be determined until the Record Date, the Company will make further announcement for the aforesaid adjustments to the convertible preference shares.

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## LETTER FROM THE BOARD

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Save for the Options or convertible preference shares, the Company had no outstanding options, warrants or convertible securities to subscribe for any securities of the Company as at the Latest Practicable Date.

### **Trading Arrangement**

Subject to the granting of listing of, and permission to deal in, the Bonus Shares on the Stock Exchange, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Bonus Shares or such other date as may be determined by HKSCC. Settlement of transactions between members of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operation Procedures in effect from to time.

It is expected that dealings in the Bonus Shares on the Stock Exchange will commence on Thursday, 7 November 2013.

Stamp duty in Hong Kong will be payable in respect of dealings in the Bonus Shares.

### **Certificates for Bonus Shares**

It is expected that certificates for the Bonus Shares will be posted on or before Wednesday, 6 November 2013 after all the conditions have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. Dealings in the Bonus Shares are expected to commence on Thursday, 7 November 2013.

### **Expected Timetable**

The expected timetable for the Bonus Issue is set out on page 3 of this circular.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

### **EGM**

A notice convening the EGM is set out on pages 11 to 12 of this circular.

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## LETTER FROM THE BOARD

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A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof if they so wish.

### 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.

### RECOMMENDATION

The Directors consider that the Bonus Issue is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,

By order of the Board

**CHINA PACKAGING GROUP COMPANY LIMITED**

**He Jianhong**

*Chairman*

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## NOTICE OF EGM

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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 the extraordinary general meeting of China Packaging Group Company Limited (the “**Company**”) will be held at Unit 912, 9/F, New East Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong, on Friday, 25 October 2013 at 4:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolution:

### ORDINARY RESOLUTION

“**THAT**, subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting, or agreeing to grant the listing of, and permission to deal in, the Bonus Shares (as hereinafter defined); and (ii) compliance with the relevant legal procedures and requirements (if any) of the articles of association of the Company or any applicable laws of the Cayman Islands, to effect the Bonus Issue (as hereinafter defined):

- (a) upon the recommendation of the directors of the Company (the “**Directors**”), a sum of HK\$974,662.67 being part of the amount standing to the credit of the share premium account of the Company, or such other sum as may be necessary to give effect to the bonus issue of ordinary shares (“**Share(s)**”) of HK\$0.001 each in the capital of the Company pursuant to this resolution, be capitalised and accordingly the Directors be and are hereby authorised and directed to apply such sum in paying up in full at par such number of new Shares in the capital of the Company, and that such new Shares (“**Bonus Shares**”) shall be issued, allotted and distributed, credited as fully paid up, to and amongst those shareholders whose names appear on the register of members of the Company on Monday, 4 November 2013 (the “**Record Date**”) (not being those shareholder(s) (the “**Non-Qualifying Shareholder(s)**”), whose address(es) as shown on the register of members of the Company on the Record Date to be outside Hong Kong (if any), to whom the board of directors of the Company, after making enquiries, considers to be necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the Bonus Issue) on the basis of one Bonus Share for every one existing issued Share in the share capital of the Company held by them respectively on the Record Date (the “**Bonus Issue**”);

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## NOTICE OF EGM

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- (b) the Bonus Shares to be issued and allotted pursuant to this resolution shall be subject to the articles of association of the Company and shall rank pari passu in all respects with the then existing Shares in issue on the date on which the Bonus Shares are allotted and issued; and
- (c) the Directors be authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the Non-Qualifying Shareholders, the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

By order of the Board of  
**CHINA PACKAGING GROUP COMPANY LIMITED**  
**Lau Cheuk Pun**  
*Company Secretary*

Hong Kong, 9 October 2013