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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 OF EXTRAORDINARY GENERAL MEETING

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**”);

- (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

As at the date of this notice, the Board comprises (i) two executive Directors, namely Mr. He Jianhong and Mr. Zhang Zhantao; and (ii) three independent non-executive Directors, namely Mr. Chan Yee Por, Simon, Mr. Siu Siu Ling, Robert and Mr. Tam Tak Wah.