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

**If you have sold or transferred** all your shares in **Greatview Aseptic Packaging Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim 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 is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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**GREATVIEW ASEPTIC PACKAGING COMPANY LIMITED**  
**紛美包裝有限公司**

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

**(Stock code: 00468)**

**ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held at Unit 15, 36/F, China Merchants Tower, Shun Tak Centre, No.168-200 Connaught Road Central, Hong Kong, the PRC on Friday, 2 February 2024 at 10:00 a.m. is set out on pages 14 to 16 of this circular.

A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://greatviewpack.com/>). Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. **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 should you so wish.**

17 January 2024

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## DEFINITIONS

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

“Board”	the board of the Directors;
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning signal is hoisted or remains hoisted at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are open for business throughout their normal business hours;
“close associates”	has the meaning ascribed to it under the Listing Rules;
“Company”	Greatview Aseptic Packaging Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 468);
“Completion”	completion of the Subscription in accordance with the Subscription Agreement;
“Completion Date”	being the fifth Business Day immediately following the fulfilment of the Conditions Precedent (or such other date as the Company and the Subscriber may agree in writing);
“Condition(s) Precedent”	condition(s) precedent to Completion as set out in the Subscription Agreement;
“connected person(s)”	has the meaning ascribed to it in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened to approve the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder;
“Expansion Plan”	the Company’s plan for the purchase of equipment and expansion of the Company’s production facilities in order to increase the production capacity of the Company as mentioned in the Company’s announcement dated 25 May 2023;
“Group”	the Company and its subsidiaries;

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Independent Third Part(ies)”	independent third party who is not a connected person of the Company and is independent of and not connected with the connected persons of the Company;
“Latest Practicable Date”	Friday, 12 January 2024, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication;
“Listing Committee”	the Listing Committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange, which is independent from and operated in parallel with Growth Enterprise Market of the Stock Exchange;
“ODI Approval”	means all applicable approvals, consents and registrations of the competent authorities of the PRC government required for outbound direct investment by enterprises in the PRC, including: (i) approval and/or filing of outbound direct investment projects handled by the National Development and Reform Commission of the PRC or its local counterparts; (ii) overseas investment approval/filing with the Ministry of Commerce of the PRC or its local counterparts; and (iii) foreign exchange registration for overseas direct investment at the foreign exchange bank in the place where the enterprise in the PRC is registered;
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC, and Taiwan;
“Public Shareholders”	members of “the public” as that term is defined in Rule 8.24 of the Listing Rules who hold Shares;
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the issued share capital of the Company;
“Shareholder(s)”	the holder(s) of the issued Share(s);

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## DEFINITIONS

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“Specific Mandate”	the specific mandate to be sought from the Shareholders for the allotment and issue of the Subscription Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscriber”	Xueyu Enterprise Management Consulting (Tianjin) Partnership (Limited Partnership) (雪譽企業管理諮詢(天津)合夥企業(有限合夥)), a limited partnership incorporated in the PRC and the subscriber under the Subscription Agreement;
“Subscription”	the subscription of the Subscription Shares by the Subscriber pursuant to the terms and conditions of the Subscription Agreement;
“Subscription Agreement”	the subscription agreement dated 30 November 2023 entered into between the Company and the Subscriber in relation to the subscription of 70,498,000 new Shares;
“Subscription Price”	HK\$1.62 per Subscription Share;
“Subscription Shares”	70,498,000 new Shares to be subscribed by the Subscriber pursuant to the Subscription Agreement;
“%”	percent.

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LETTER FROM THE BOARD

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**GREATVIEW ASEPTIC PACKAGING COMPANY LIMITED**

**紛美包裝有限公司**

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

**(Stock code: 00468)**

*Executive Directors:*

Mr. BI Hua, Jeff (*Chief Executive Officer*)

Mr. CHANG Fuquan

*Non-executive Director:*

Mr. HONG Gang (*Chairman*)

Mr. WANG Bangsheng

*Independent Non-executive Directors:*

Mr. LUETH Allen Warren

Mr. BEHRENS Ernst Hermann

Mr. GUO Kai

*Registered Office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of*

*business in Hong Kong:*

31/F., Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

17 January 2024

*To the Shareholders,*

Dear Sir or Madam,

**ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE  
AND  
NOTICE OF EGM**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 30 November 2023 in relation to the Subscription.

The purpose of this circular is to provide you with further information regarding the Subscription and to give you the notice of the EGM to be convened for the purpose of considering and, if thought fit, approving the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder.

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## LETTER FROM THE BOARD

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### THE SUBSCRIPTION AGREEMENT

The principal terms of the Subscription Agreement are set out as follows:

**Date:** 30 November 2023 (after trading hours)

**Parties:** the Company (as issuer); and  
the Subscriber.

### The Subscription

Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for 70,498,000 Subscription Shares at the Subscription Price of HK\$1.62 per Subscription Share.

### The Subscription Shares

The 70,498,000 Subscription Shares under the Subscription represent (i) approximately 5.27% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 5.01% of the issued share capital as enlarged by the allotment and issue of the Subscription Shares, assuming that there will be no further change in the number of issued Shares from the Latest Practicable Date up to the Completion. The Subscription Shares have an aggregate nominal value of HK\$704,980 and market value of HK\$114,206,760 based on the Subscription Price.

### Ranking of the Subscription Shares

The Subscription Shares, when allotted and issued, will be free of all encumbrances and rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Subscription Shares.

### The Subscription Price

The Subscription Price of HK\$1.62 per Subscription Share represents:

- (i) a discount of approximately 5.26% to the closing price of HK\$1.71 per Share as quoted on the Stock Exchange on 30 November 2023, being the date of the Subscription Agreement;
- (ii) a discount of approximately 4.71% to the closing price of HK\$1.7 per Share as quoted on the Stock Exchange on 29 November 2023, being the last trading day immediately preceding the date of the Subscription Agreement;
- (iii) a discount of approximately 3.57% to the average closing price of HK\$1.68 per Share as quoted on the Stock Exchange for the last five trading days immediately preceding the date of the Subscription Agreement;

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## LETTER FROM THE BOARD

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- (iv) a discount of approximately 2.06% to the average closing price of HK\$1.654 per Share as quoted on the Stock Exchange for the last ten trading days immediately preceding the date of the Subscription Agreement;
- (v) a discount of approximately 10.98% to the closing price of HK\$1.82 per Share as quoted on the Stock Exchange on 12 January 2024, being the Latest Practicable Date;
- (vi) a theoretical dilution effect of approximately 0.29% represented by the theoretical diluted price of approximately HK\$1.705 per Share to the benchmarked price of HK\$1.71 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price of HK\$1.71 per Share on the date of the Subscription Agreement, and HK\$1.68 per Share as the average closing price of the Shares as quoted on the Stock Exchange for the five (5) trading days immediately prior to the date of the Subscription Agreement);
- (vii) a discount of approximately 26.03% over the audited consolidated net assets value attributable to the Shareholders per Share of approximately HK\$2.19 as at 31 December 2022; and
- (viii) a discount of approximately 27.68% over the unaudited consolidated net assets value attributable to the Shareholders per Share of approximately HK\$2.24 as at 30 June 2023.

The net price for the Subscription, after deduction of all related expenses to be borne or incurred by the Company, is estimated to be approximately HK\$1.61 per Subscription Share.

The Subscription Price was negotiated on an arm's length basis between the Company and the Subscriber and was determined with reference to the prevailing market price taking into account the above closing prices, as well as the liquidity of the Shares over the 12 months ended 30 November 2023 (being the date of the Subscription Agreement), which has seen a gradual decline in terms of the daily trading volume of the Shares on the Stock Exchange from a daily trading volume average of approximately 3.0 million Shares over the 12 months ended 30 November 2023, to approximately 2.7 million Shares over the six months ended 30 November 2023, to approximately 1.8 million Shares over the three months ended 30 November 2023, and then to approximately 1.6 million Shares over the one month ended 30 November 2023. The Board would further like to advise that, whilst the Subscription Price represented a discount of approximately 27.68% over the unaudited consolidated net assets value attributable to the Shareholders per Share of approximately HK\$2.24 as at 30 June 2023, and a discount of approximately 26.03% over the audited consolidated net assets value attributable to the Shareholders per Share of approximately HK\$2.19 as at 31 December 2022, the closing price of the Shares has been in decline since the end of October 2023. Considering (i) that the Subscription Price represented only a relatively minor discount to the closing price of the Shares on the last trading day immediately preceding the date of the Subscription Agreement as well as the average closing price for the last five and ten trading days immediately preceding the date of the Subscription Agreement; (ii) the negligible theoretical dilution effect of approximately 0.29%



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## LETTER FROM THE BOARD

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as mention above; and (iii) the fact that the daily trading volume of the Shares on the Stock Exchange has been in gradual decline as mentioned above, the Board considered that the Subscription Price is fair and reasonable.

### Conditions Precedent

Completion of the Subscription is conditional upon (unless otherwise waived by the Subscriber with the exception of Conditions Precedent (i) and (ii) below, which cannot be waived):

- (i) the passing of resolution(s) by the Shareholders at the EGM approving/confirming/ratifying (as the case may be) (i) the Subscription Agreement and the transactions contemplated thereunder; and (ii) the allotment and issue of the Subscription Shares under the Specific Mandate;
- (ii) the Listing Committee of the Stock Exchange having granted approval for the listing of, and permission to deal in, the Subscription Shares;
- (iii) the Subscriber having obtained all internal approvals and consents in relation to the Subscription and the transaction(s) contemplated thereunder;
- (iv) the Subscriber having completed its due diligence conducted on the Company and the Group and being satisfied with the findings of the due diligence; and
- (v) the ODI Approval (if applicable) required by the Subscriber to subscribe for the Subscription Shares under the Subscription Agreement and to make the outbound payment for the purpose of the Subscription having been obtained and being fully valid. The Subscriber would be required to obtain ODI Approval from the competent authorities of the PRC government if the Subscriber makes payment for the purpose of the Subscription by outbound direct payment from the PRC, in which case this Condition Precedent (v) would not be waivable by the Subscriber. If the Subscriber chooses not to make payment for the purpose of the Subscription by outbound direct payment from the PRC, then ODI Approval would not be required from the competent authorities of the PRC government, in which case this Condition Precedent (v) would be waivable by the Subscriber.

If the Conditions Precedent to the Subscription are not satisfied within 180 days after the date of entering into the Subscription Agreement, or such later date as may be agreed between the Company and the Subscriber, the Subscription Agreement and all rights, obligations and liabilities of the parties (including the Subscriber's right to nominate a Director and the Company's undertaking not to issue further Shares) thereunder shall cease and terminate, and no party shall have any claims against the other party in respect of any matter arising out of the Subscription Agreement except for any antecedent breaches of any obligations under the Subscription Agreement.

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## **LETTER FROM THE BOARD**

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As at the Latest Practicable Date, none of the Conditions Precedent to the Subscription had been fulfilled, and none of the Conditions Precedent numbered (iii), (iv) or (v) as mentioned above had been waived by the Subscriber.

### **Application for listing**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

### **Completion**

Completion shall take place on the fifth Business Day immediately following the fulfilment of the Conditions Precedent (or such other date as the Company and the Subscriber may agree in writing).

### **Subscriber's right to nominate a Director**

The Subscriber shall have the right to, pursuant to the Subscription Agreement, nominate a person for appointment as a Director of the Company prior to Completion.

### **Undertaking not to issue further Shares**

Pursuant to the Subscription Agreement, the Company has made an undertaking to the Subscriber that from the date of the Subscription Agreement up to and including the Completion Date, except for the transactions contemplated under the Subscription Agreement, unless the Subscriber has given its prior written consent:

- (i) the Company shall not execute any agreements or enter into any other arrangements under which the Company shall be required to issue any Shares;
- (ii) neither the Board nor the Shareholders shall approve the issuance of any Shares by the Company or approve the Company's signing of any agreement or entering into any arrangement under which the Company is required to issue any Shares;
- (iii) there shall not be any unissued share capital of the Company that is subject to options, whether conditional or unconditional; and
- (iv) there shall not be any outstanding warrants, options or other convertible securities issued by the Company or any members of the Group which are convertible or exchangeable into Shares, or any rights which would require the Company to allot or issue Shares, and the Company and any members of the Group shall not have any plans to issue such warrants, options or other convertible securities.

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## LETTER FROM THE BOARD

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### **Specific Mandate**

The Subscription Shares will be allotted and issued under the Specific Mandate to be approved by way of ordinary resolution by the Shareholders at the EGM.

### **INFORMATION OF THE SUBSCRIBER**

The Subscriber is a limited partnership incorporated in the PRC which is primarily engaged in enterprise management consulting. The Subscriber is managed and controlled by a subsidiary of China Mengniu Dairy Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2319).

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner are third parties independent of, and not connected with the Company and its connected persons.

### **INFORMATION OF THE GROUP**

The Group is principally engaged in the business of providing integrated packaging solutions, which include aseptic packaging materials, filling machines, spare parts, technical services, digital marketing and product traceability solutions to the liquid food industry.

### **REASONS FOR THE SUBSCRIPTION AND INTENDED USE OF PROCEEDS BY THE COMPANY**

The gross proceeds from the Subscription amount to approximately HK\$114,206,760, while the net proceeds from the Subscription, after deducting related expenses, are estimated to be approximately HK\$113,206,760. The Company intends to apply the net proceeds from the Subscription towards the Expansion Plan, which the Company has estimated would require approximately RMB441.3 million for the purchase of the necessary equipment to expand one of the Company's production facilities. The Company estimates that approximately RMB70.9 million, RMB210.8 million and RMB 159.6 million would need to be incurred during the financial years ending 31 December 2024, 2025 and 2026 respectively for the Expansion Plan, and considering that many of the Company's customers have reflected to the Company its long lead time to fulfill their purchase orders as well as the anticipated growth in the volume of purchase orders from the Group's international segment in the coming years, the Board is of the view that it is imperative to carry out the Expansion Plan as soon as practicable or risk losing its global market share in an increasingly competitive aseptic packaging industry.

Whilst the Company had approximately RMB493.1 million of cash and bank equivalents as at 30 June 2023 according to the Company's unaudited consolidated statement of financial position as contained in the Company's interim report for the six months ended 30 June 2023, the Company had to maintain sufficient level of cash and liquidity for its day to day operations and to meet its general working capital needs, which is estimated to be approximately RMB375 million for the financial year ending 31 December 2024. Moreover, in light of the high finance costs, the

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## LETTER FROM THE BOARD

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Company had already utilised approximately RMB40.5 million of its cash and bank equivalents since 30 June 2023 to significantly reduce its bank borrowings. Furthermore, the Company also had to carry out other albeit more minor factory expansion projects involving the purchase of additional equipment for its production facility in the PRC and the upgrading of its equipment for its production facility in Europe, which are estimated to be approximately RMB70.7 million and anticipated to be partly funded out of the Company's cash reserves. Hence, it would be impracticable to fund the Expansion Plan purely out of the Company's cash reserves without affecting the Company's liquidity and operational needs.

The Company had considered other alternative means of financing such as bank borrowings and issue of corporate bonds but these means of financing will incur extra finance costs for the Company, which far outweigh the estimated costs of approximately HK\$1 million for the Subscription. The Company had also considered fundraising methods such as rights issue and/or open offer but nonetheless believed that the Subscription is more preferable, given that (i) the rights issue and open offer would carry uncertainty as to the results of the fund-raising as the amount of funds raised would, to a large extent, depend on the willingness and ability of the existing Shareholders to subscribe for new Shares, whereas the Subscriber had conditionally agreed to subscribe for the Subscription Shares after the Company had approached the Subscriber to explore ways of strengthening their strategic co-operation and relationship; (ii) the introduction of a new and reputable investor which is a long-term strategic and important customer of the Company and one of the leading dairy product manufacturers in the PRC would further strengthen the strategic co-operation between the Company and such valuable customer and increase customer loyalty; and (iii) the cost and expenses for conducting a rights issue and an open offer is relatively higher than the Subscription as a rights issue and an open offer may inevitably require the participation of placing agent(s) and/or underwriters(s), which in turn would incur placing and/or underwriting commissions. In view of the continuing high finance costs and uncertainty on the global economy recovery in the near foreseeable future as a result of various factors including but not limited to the Russian-Ukraine conflict, negative lag effect of the Federal Reserve's sharp rate hikes in 2022 and high inflation, the Company intends to reduce its reliance on external borrowings as much as possible and fund the Expansion Plan and its other minor factory expansion projects out of its internal resources whilst also exploring other more cost effective ways of fund-raising such as the Subscription, and only use external bank borrowings as a last resort to fund the remaining capital requirements of the Expansion Plan. Having considered the above, the Company took the view that the Subscription will be the best means to raise funds and is in the best interest of the Company and the Shareholders as a whole.

Given the above, the Directors are of the view that the terms of the Subscription Agreement (including but not limited to the Subscription Price) are on normal commercial terms and are fair and reasonable, such that the Subscription is in the interests of the Company and the Shareholders as a whole.

### **FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS**

The Company has not conducted any equity fund raising activity in the past twelve months immediately preceding the date of this circular.

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## LETTER FROM THE BOARD

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### CHANGES TO THE COMPANY'S SHAREHOLDING STRUCTURE UPON COMPLETION OF THE SUBSCRIPTION

As at the Latest Practicable Date:

- (a) the Company had a total of 1,336,631,000 Shares in issue; and
- (b) the Company did not have any derivatives, options, warrants, securities or conversion rights or similar rights which would be convertible or exchangeable into any Shares.

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Subscription:

	<b>As at the Latest Practicable</b>		<b>Immediately after Completion</b>	
	<i>Number of Shares</i>	<i>% of shareholding</i>	<i>Number of Shares</i>	<i>% of shareholding</i>
<b>Shareholders of the Company</b>				
The Subscriber	–	–	70,498,000	5.01
Foxing <sup>1</sup>	129,000,000	9.65	129,000,000	9.17
Phanron <sup>2</sup>	78,141,966	5.85	78,141,966	5.55
Goldmap <sup>3</sup>	4,500,000	0.34	4,500,000	0.32
Jingfeng Holding Limited	377,132,584	28.22	377,132,584	26.80
Public Shareholders	<u>747,856,450</u>	<u>55.95</u>	<u>747,856,450</u>	<u>53.15</u>
<b>Total</b>	<b><u>1,336,631,000</u></b>	<b><u>100.00</u></b>	<b><u>1,407,129,000</u></b>	<b><u>100.00</u></b>

*Notes:*

1. Foxing Development Limited (“**Foxing**”) is directly interested in 129,000,000 Shares. Foxing is wholly-owned by Hill Garden Limited (“**Hill Garden**”) and is therefore deemed to be interested in the same 129,000,000 Shares. Mr. BI Hua, Jeff, who is an executive Director of the Company, is the founder of the trust that wholly owns Hill Garden. Mr. BI Hua, Jeff, therefore, is deemed to be interested in the same 129,000,000 Shares.
2. Phanron Holdings Limited (“**Phanron**”) is wholly-owned by Mr. HONG Gang, who is a non-executive Director of the Company, and he is therefore deemed to be interested in the 78,141,966 Shares held by Phanron.
3. Goldmap Investments Limited (“**Goldmap**”) is wholly-owned by Mr. CHANG Fuquan, who is an executive Director of the Company, and he is therefore deemed to be interested in the 4,500,000 Shares held by Goldmap.

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## LETTER FROM THE BOARD

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### GENERAL

None of the Directors has a material interest in the Subscription Agreement and hence no Director was required to abstain from voting on the Board resolution approving the Subscription Agreement.

The Subscription is subject to the Shareholders' approval at the EGM. All Subscription Shares will be allotted and issued under the Specific Mandate which is also subject to the Shareholders' approval at the EGM.

### THE EGM

The EGM will be held for the purpose of considering and, if thought fit, approving the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders and their respective close associates has any material interest in the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder and no Shareholder will be required to abstain from voting on the relevant resolution(s) to approve the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder at the EGM.

The notice of EGM of the Company is set out on pages 14 to 16 of this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying proxy form to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a form of proxy shall not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

### VOTING BY POLL

All the resolutions set out in the notice of the EGM would be decided by poll in accordance with Rule 13.39(4) of the Listing Rules and the Articles of Association of the Company. On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by a proxy shall have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way. After the conclusion of the EGM, the poll results will be published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at <https://greatviewpack.com/>.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

For determining Shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 30 January 2024 to Friday, 2 February 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the EGM, Shareholders must lodge all transfer documents, accompanied by the relevant share certificates, with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 29 January 2024.

### STATEMENT OF RESPONSIBILITY

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 (including the independent non-executive Directors) consider that the Subscription, the Subscription Agreement, the allotment and issue of the Subscription Shares pursuant to the Specific Mandate and the transactions contemplated thereunder are fair and reasonable and in the interest of the Company and the Shareholders as a whole and so recommend all Shareholders to vote in favour of the resolutions to be proposed at the EGM.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

**The Subscription is subject to the satisfaction of the Conditions Precedent to the Subscription Agreement and may or may not proceed to Completion. Shareholders and investors are advised to exercise caution when dealing in the securities of the Company.**

Yours faithfully  
By order of the Board of  
**Greatview Aseptic Packaging Company Limited**  
**BI Hua, Jeff**  
*Chief Executive Officer and Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### GREATVIEW ASEPTIC PACKAGING COMPANY LIMITED 紛美包裝有限公司

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

**(Stock code: 00468)**

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “EGM”) of Greatview Aseptic Packaging Company Limited (the “Company”) will be held at Unit 15, 36/F, China Merchants Tower, Shun Tak Centre, No.168-200 Connaught Road Central, Hong Kong, the PRC on Friday, 2 February, 2024 at 10:00 a.m. for the purpose of consideration, and if thought fit, passing with or without modifications, the following resolution:

#### ORDINARY RESOLUTION

1. **“THAT**

- (a) the subscription agreement entered into between Xueyu Enterprise Management Consulting (Tianjin) Partnership (Limited Partnership) (as the subscriber) (the “Subscriber”) and the Company (as issuer) on 30 November 2023 (the “Subscription Agreement”) in relation to the subscription of an aggregate of 70,498,000 subscription shares (the “Subscription Shares”) at the subscription price of HK\$1.62 per share, copies of which have been produced to the EGM and initialled by the chairman of the EGM for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares to the Subscriber, subject to and in accordance with the terms and conditions set out in the Subscription Agreement;
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the Subscription Agreement and transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto), and to agree to any non-material amendments to the Subscription Agreement and any other agreements made



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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in relation thereto to the extent permitted by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the applicable laws and in the interests of the Company and its shareholders.”

By order of the Board of  
**Greatview Aseptic Packaging Company Limited**  
**BI Hua, Jeff**  
*Chief Executive Officer and Executive Director*

Beijing, the PRC, 17 January 2024

*Registered Office:*

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

*Principal place of*

*business in Hong Kong:*  
31/F., Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Notes:*

1. An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her/its stead at the EGM (or at any adjournment of it) provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she/it were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
3. A proxy form for use at the EGM is enclosed.
4. In order to be valid, the completed proxy form must be received by the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at least 48 hours before the time appointed for holding the EGM or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company's Hong Kong branch share registrar and transfer office together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
5. For the purpose of determining shareholders' eligibility to attend and vote at the EGM (or at any adjournment of it), the register of members of the Company will be closed from Tuesday, 30 January 2024 to Friday, 2 February 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the EGM, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office at the address stated in note 4 above no later than 4:30 p.m. on Monday, 29 January 2024.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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6. As set out in the Letter from the Board included in the circular, each of the resolutions set out in this notice should be voted on by poll.
7. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
8. If a typhoon signal No. 8 or above is hoisted or a “black” rainstorm warning signal is in force at any time at or before 9:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://greatviewpack.com/>) to notify shareholders of the date, time and place of the adjourned meeting. The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situations.

*As at the date of this notice, the Board comprises two executive directors, namely Mr. BI Hua, Jeff and Mr. CHANG Fuquan; two non-executive directors, namely Mr. HONG Gang and Mr. WANG Bangsheng; and three independent non-executive directors, namely Mr. LUETH Allen Warren, Mr. BEHRENS Ernst Hermann and Mr. GUO Kai.*