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## **China Packaging Holdings Development Limited**

**中華包裝控股發展有限公司**

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

**(Stock code: 1439)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**EGM**”) of China Packaging Holdings Development Limited (the “**Company**”) will be held at Seminar Room, Level 3, Three Pacific Place, 1 Queen’s Road East, Admiralty, Hong Kong on Tuesday, 15 March 2016 at 2:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

“**THAT**

- (a) the conditional sale and purchase agreement dated 17 November 2015 entered into between the Company and Peng Dongmiao (the “**Seller**”) in relation to the sale and purchase of entire issued share capital of Cable King Limited (as supplemental by the supplemental agreement entered into between the Company and Peng Dongmiao dated 26 February 2016) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) (the “**Agreement**”) and the transactions contemplated thereunder;
- (b) the grant of specific mandate to the directors (the “**Directors**”) of the Company to allot and issue 314,285,714 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Consideration Shares**”) to the Seller pursuant to the Agreement be and is hereby approved, confirmed and ratified;
- (c) the allotment and issue of the Consideration Shares at an issue price of HK\$0.70 per Consideration Share to the Seller in accordance with the Agreement be and is hereby approved, confirmed and ratified; and
- (d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares to the Seller.”

Hong Kong, 29 February 2016

By Order of the Board  
**China Packaging Holdings Development Limited**  
**Chen Wei Wei**  
*Chairman*

*Notes:*

1. The resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow the resolutions which relate to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (or more than one proxy if he is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In order to determine the entitlement to attend the EGM, the register of members of the Company will be closed from 14 March 2016 to 15 March 2016 (both days inclusive), during which period no transfer of shares of the Company can be registered. In order to qualify for attending the EGM, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration by not later than 4:30 p.m. on 11 March 2016.
5. As at the date of this notice, the executive Directors are Mr. Chen Wei Wei (Chairman), Mr. Sun Shao Hua and Ms. Hu Li Yu; and the independent non-executive Directors are Mr. Liu Da Jin, Mr. Ma Yiu Ho, Peter and Mr. Wu Ping.