

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker, or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Greatview Aseptic Packaging Company Limited, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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.

---



**GREATVIEW ASEPTIC PACKAGING COMPANY LIMITED**

**紛美包裝有限公司**

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

**(Stock code: 00468)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the Annual General Meeting of Greatview Aseptic Packaging Company Limited (the “Company”) to be held at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 29 May 2015 at 10:00 a.m. is set out on pages 14 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.greatviewpack.com](http://www.greatviewpack.com)). Whether or not you intend to be present at the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. **Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.**

24 April 2015

<b>CONTENTS</b>
-----------------

	<i>Pages</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	4
<b>APPENDIX I — DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION</b> .	8
<b>APPENDIX II — EXPLANATORY STATEMENT</b> .....	11
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	14

## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 29 May 2015 at 10:00 a.m. or any adjournment thereof and notice of which is set out on pages 14 to 19 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associates”	has the meaning ascribed to it under the Listing Rules
“Beijing Greatview”	紛美(北京)貿易有限公司 (Greatview Beijing Trading Co., Ltd.*) formerly known as 北京豐景泉林貿易有限公司 (Beijing Greatview Tralin Trading Company Limited*), a company incorporated in the PRC on 18 March 2010 and a wholly-owned subsidiary of the Company
“Board”	the board of Directors
“China” or “PRC”	The People’s Republic of China
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments or other statutory modification thereof
“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
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“Greatview Holdings”	Greatview Holdings Limited (豐景集團有限公司), a company incorporated in Hong Kong on 8 November 2004 and a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries

## DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Inner Mongolia Greatview Aseptic”	紛美包裝(內蒙古)有限公司 (Greatview Aseptic Packaging (Inner Mongolia) Co., Ltd.*), a company established in the PRC on 24 October 2008 and a wholly-owned subsidiary of the Company
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the number of the issued Shares as at the date of passing of the relevant resolution granting the Issue Mandate at the Annual General Meeting
“Latest Practicable Date”	14 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Partner One”	Partner One Enterprises Limited, a company incorporated in the British Virgin Islands on 23 July 2010 and a wholly-owned subsidiary of the Company
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate at the Annual General Meeting
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shandong Greatview Aseptic”	紛美包裝(山東)有限公司 (Greatview Aseptic Packaging (Shandong) Co., Ltd.*) formerly known as 山東泉林包裝有限公司 (Shandong Tralin Packaging Co., Ltd.*), a company established in the PRC on 28 December 2001 and a wholly-owned subsidiary of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

## DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“%”	percent

\* *for identification purpose only*

LETTER FROM THE BOARD



**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. LIU Jun (*Chief Operating Officer*)

*Non-executive Directors:*

Mr. HONG Gang (*Chairman*)

Mr. ZHU Jia

*Independent Non-executive Directors:*

Mr. LUETH Allen Warren

Mr. BEHRENS Ernst Hermann

Mr. CHEN Weishu

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

36/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

24 April 2015

*To the Shareholders*

Dear Sir or Madam

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the granting of the Issue Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate; and (ii) the re-election of the retiring Directors.

## **LETTER FROM THE BOARD**

### **ISSUE MANDATE TO ISSUE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20% of the number of the issued Shares as at the date of passing of the resolution in relation to the Issue Mandate. As at the Latest Practicable Date, the number of the issued Shares was 1,347,646,300 Shares. Subject to the passing of the above ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 269,529,260 Shares.

In addition, subject to a separate approval of the ordinary resolution on the Extension Mandate, the number of Shares purchased by the Company under the Repurchase Mandate (if approved by an ordinary resolution at the Annual General Meeting) will also be added to extend the 20% limit of the Issue Mandate provided that such additional number shall not exceed 10% of the number of the Shares as at the date of passing of the Issue Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

### **REPURCHASE MANDATE TO REPURCHASE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of the issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

Subject to the approval of the above proposals by the Shareholders at the Annual General Meeting, on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 134,764,630 Shares, and that the Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

### **EXPLANATORY STATEMENT**

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

## **LETTER FROM THE BOARD**

### **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 84(1) of the Articles of Association, Mr. HONG Gang, Mr. CHEN Weishu and Mr. BEHRENS Ernst Hermann shall retire by rotation, and being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

In accordance with Article 83(3) of the Articles of Association, Mr. LIU Jun will retire and being eligible, will offer himself for re-election as a Director at the Annual General Meeting.

Details of the above named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **NOTICE OF ANNUAL GENERAL MEETING**

Set out on pages 14 to 19 of this circular is the notice of Annual General Meeting at which, among others, ordinary resolutions will be proposed to Shareholders to consider and approve the grant to the Directors of the Issue Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate, and the re-election of the retiring Directors.

### **FORM OF PROXY**

A form of proxy for use at the Annual General Meeting is 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 ([www.greatviewpack.com](http://www.greatviewpack.com)). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

### **VOTING BY WAY OF POLL**

Pursuant to Article 66 of the Articles of Association and Rule 13.39(4) of the Listing Rules, any vote of Shareholders at general meeting must be taken by poll. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote at the Annual General Meeting.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.



## LETTER FROM THE BOARD

### **CLOSURE OF REGISTER OF MEMBERS**

The transfer books and register of members of the Company will be closed from Wednesday, 27 May 2015 to Friday, 29 May 2015, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investors Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 26 May 2015.

### **FINAL DIVIDEND**

The Board has resolved to declare a final dividend of HK\$0.1 per Share (2013: HK\$0.1 per Share), amounting to a total sum of about HK\$134.3 million (2013: HK\$133.9 million) for the year ended 31 December 2014 which shall be payable on or about 7 July 2015 to the Shareholders whose names appear on the register of members of the Company on 19 June 2015. For the purpose of ascertaining the Shareholders' entitlement to the proposed final dividend for the year ended 31 December 2014, the register of members of the Company will be closed from Wednesday, 17 June 2015 to Friday, 19 June 2015, both days inclusive, during which period no Share transfers in Hong Kong can be registered. In order to qualify for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 16 June 2015.

### **RECOMMENDATION**

The Directors consider that the proposed resolutions for the granting of the Issue Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate, and for the re-election of the retiring Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

**Greatview Aseptic Packaging Company Limited**

**BI Hua, Jeff**

*Chief Executive Officer and Executive Director*

*The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, no Director holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, no Director has any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed in this circular, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

#### **EXECUTIVE DIRECTOR**

**Mr. LIU Jun (劉鈞)**, aged 53, is our Chief Operating Officer. Mr. Liu joined the Group in October 2009 and was appointed as an executive Director on 29 August 2014. According to the letter of appointment issued by the Company to Mr. Liu, Mr. Liu's appointment is for a fixed term of two years commencing from 29 August 2014. He is entitled to an annual emoluments of HK\$200,000 and discretionary bonus of such amount as the Board may at its sole discretion determine, in respect of each complete financial year of the Company during which the Employment subsists, by reference to the performance of the Group and the Executive. He is primarily responsible for management and operations. Mr. Liu is also a director of our subsidiaries, namely Partner One, Greatview Holdings, Shandong Greatview Aseptic, Inner Mongolia Greatview Aseptic, Beijing Greatview, Greatview Aseptic Packaging Europe GmbH (formerly known as Tralin Pak Europe GmbH and GA Pack Europe GmbH), and a supervisor of Greatview Beijing Packaging Equipment Co. Ltd.. Mr. Liu has nearly 23 years of experience in management and technology, including many years in high-tech industries. Mr. Liu was the general manager of the China branch of an international process control product producer for the semiconductor, mask, and related industries from 2006 to 2009. Prior to joining the aforesaid company, Mr. Liu was with an international producer of chemical vapour deposition (CVD), physical vapour deposition (PVD), electrochemical deposition (ECD), and surface preparation equipment used in the manufacturing of semiconductors. Mr. Liu graduated from Peking University in the PRC with a Bachelor of Science in Physics in 1983. He obtained a Doctor of Philosophy (Ph.D) in Materials Science from Cornell University in 1992 and an Executive MBA from the China Europe International Business School in the PRC in 2008. He did not hold any directorship in other listed public companies in the last three years.

**NON-EXECUTIVE DIRECTOR**

**Mr. HONG Gang (洪鋼)**, aged 56, is our co-founder and Chairman. Mr. Hong joined the Group in March 2003. He was appointed as an executive Director on 29 July 2010 and was re-designated as non-executive Director on 29 August 2014. According to the letter of appointment issued by the Company to Mr. Hong, Mr. Hong's appointment is for a fixed term of two years commencing from 29 August 2014. He will not receive any remuneration from the Company in respect of his acting as a non-executive director of the Company. He is primarily responsible for the strategic development and supervision of investor relations of our Group. With effective from 29 August 2014, Mr. Hong has resigned from directorship of our subsidiaries, namely Partner One, Greatview Holdings, Shandong Greatview Aseptic, Greatview Beijing Packaging Equipment Co. Ltd., Inner Mongolia Greatview Aseptic, Beijing Greatview, and Greatview Aseptic Packaging Europe GmbH (formerly known as Tralin Pak Europe GmbH and GA Pack Europe GmbH). Mr. Hong has more than 26 years of experience in the packaging industry. From 1993 to 2002, he held various executive positions with a leading aseptic packaging producer. Mr. Hong graduated from Zhejiang University in China with a Bachelor of Science degree in 1982 and obtained a Master of Philosophy (Development Studies) degree from Sussex University in the United Kingdom in 1987. He did not hold any directorship in other listed public companies in the last three years.

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. CHEN Weishu (陳偉恕)**, aged 68, was appointed as an independent non-executive Director on 15 November 2010. Mr. Chen is entitled to an annual emolument of HK\$180,000 and a Board meeting attendance fee at a rate of HK\$5,000 per Board meeting capped at HK\$20,000 per annum. Mr. Chen is primarily responsible for scrutinising and monitoring the performance of the Group. Mr. Chen is the consultant member of Shanghai Pudong Development Bank and the chairman of Academy for World Watch. He served various positions including secretary general of the Research Centre for Economics of Fudan University, deputy head of world economics department and professor and head of international finance department, and also executive director and vice president of Shanghai Pudong Development Bank, CEO and deputy chairman of Shanghai Industrial Holdings Ltd., chairman of Shanghai Industrial Development Co. Ltd., vice chairman of Shanghai Industrial Investment (Holdings) Co. Ltd., independent director of Shanghai International Port (Group) Co., Ltd. (SSE: 600018), Deluxe Family Co., Ltd. (SSE: 600503), The Royal Bank of Scotland (China) Co. Ltd., and Suzhou Trust Co. Ltd. and senior consultant of Henderson Land Development Company Limited. He has more than 50 years of experience in the areas of economics, financial research and banking, and corporate management. Mr. Chen graduated from Fudan University with a master degree in economics. Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years.

**Mr. BEHRENS Ernst Hermann**, aged 67, was appointed as an independent non-executive Director on 15 November 2010. According to the letter of appointment entered into between the Company and Mr. Behrens, Mr. Behrens's appointment is for a fixed term of two years commencing from 9 December 2014 and will continue thereafter until terminated by not less than three month's notice in writing. He is entitled to an annual emolument of

HK\$180,000 and a Board meeting attendance fee at a rate of HK\$5,000 per Board meeting capped at HK\$20,000 per annum. Mr. Behrens is primarily responsible for scrutinising and monitoring the performance of the Group. Mr. Behrens is currently a senior adviser on China business of Vermilion Partners Limited which is a private equity and investment advisory firm based in China offering a range of merchant banking and corporate advisory services to leading multinationals, Chinese companies and investors. Mr. Behrens was the non-executive chairman of EADS China from 2007 to 2009 and president and chief executive officer of EADS China from 2005 to 2006. From 1997 to 2004, Mr. Behrens served as president and chief executive officer of Siemens Ltd., China and from 1992 to 1997, he served as president and chief executive officer of Siemens Inc. Philippines. Prior to joining Siemens Inc. Philippines, Mr. Behrens was an executive vice president of Electronic Telephone Systems, Industries Inc., Philippines from 1984 to 1992; a country representative for Siemens in Jebsen and Co. PRC from 1981 to 1984; a technical and administration manager of Nixdorf Computers, Hong Kong from 1976 to 1981; head of field engineering of Nixdorf Computers, Germany from 1972 to 1976 and an electronics engineer of German Naval Air Force, Germany from 1968 to 1971. Mr. Behrens was the chairman of the Executive Committee of Foreign Investment Companies (ECIFC) in China from 2002 to 2005; president of European Union Chamber of Commerce in China from 2002 to 2004; president of German Chamber of Commerce in China from 1999 to 2001; president of European Chamber of Commerce in Philippines from 1995 to 1997 and its treasurer from 1993 to 1994. Mr. Behrens was honoured by Beijing Municipality with the Great Wall Friendship Award in 2004; awarded by Shanghai Municipality with the Magnolia Award Gold level in 2003 and decorated by the German government with the cross of the Order of Merit in 1993. In April 2011, Mr. Behrens was appointed as independent non-executive director by Deutsche Bank (China) Co. Ltd. and non-executive director by Nordex (Beijing) Wind Power Engineering & Technology Co. in the first half year of 2011. He did not hold any directorship in other listed public companies in the last three years.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

## **NUMBER OF ISSUED SHARES**

As at the Latest Practicable Date, the number of issued Shares was 1,347,646,300 Shares of nominal value of HK\$0.01 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased after the Latest Practicable Date up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 134,764,630 Shares which represent 10% of the number of issued Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the Companies Law or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

## **REASONS AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the Companies Law. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may not have a material adverse impact on the working capital and on the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2014, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**GENERAL MATTERS**

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates, currently intends to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

No core connected person has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the proposed Repurchase Mandate is approved by the Shareholders.

**TAKEOVERS CODE IMPLICATIONS**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. To the best knowledge and belief of the Directors, such increase in the interest in the Company would not give rise to any obligation to make a mandatory offer under the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to exercise the Repurchase Mandate to such an extent that will result in less than the prescribed minimum percentage of 25%.

**SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares (whether on the Stock Exchange or otherwise) had been made by the Company in the previous six months preceding the Latest Practicable Date.

**SHARE PRICES**

The monthly highest and lowest prices at which the Shares have been traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Share prices (per Share)</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2014</b>		
April	4.97	4.09
May	6.30	4.55
June	5.80	5.10
July	6.20	5.22
August	6.21	5.64
September	6.00	5.00
October	5.50	4.99
November	5.35	3.43
December	4.27	3.41
<b>2015</b>		
January	4.09	3.28
February	3.58	3.22
March	4.20	3.10
April (up to the Latest Practicable Date)	4.88	4.06

**NOTICE OF ANNUAL GENERAL MEETING**



**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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “Annual General Meeting”) of Greatview Aseptic Packaging Company Limited (the “Company”) will be held at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 29 May 2015 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

**Ordinary business**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2014.
2. To declare a final dividend for the year ended 31 December 2014.
3. a. To re-elect the following retiring directors of the Company:
  - (i) Mr. LIU Jun as an executive director;
  - (ii) Mr. HONG Gang as a non-executive director;
  - (iii) Mr. CHEN, Weishu as an independent non-executive director; and
  - (iv) Mr. BEHRENS Ernst Hermann as an independent non-executive director.
- b. To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company.
4. To re-appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix its remuneration.



## NOTICE OF ANNUAL GENERAL MEETING

### Special business

5. To consider and, if thought fit, to pass (with or without amendments), the following resolutions as ordinary resolutions:

(A) “**That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% (per cent) of the number of shares of the Company in issue as at the date of passing this resolution and the approval shall be limited accordingly;

## NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

- (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (1) the conclusion of the next annual general meeting of the Company;
  - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
  - (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
- (b) “Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of shareholders on a fixed record date in proportion to their holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“That:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) the aggregate number of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% (per cent) of the number of the shares of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- a. the conclusion of the next annual general meeting of the Company;
  - b. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
  - c. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**That** conditional upon the resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 5(A) set out in the notice convening this meeting be and is hereby extended by the addition to the number of the shares of the Company which may be allotted by the directors pursuant to such general mandate the aggregate number of the shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 5(B) set out in the notice convening this meeting, provided that such number shall not exceed 10% (per cent) of the number of the shares of the Company in issue at the date of passing of the resolutions.”

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

Beijing, the PRC, 24 April 2015

## NOTICE OF ANNUAL GENERAL MEETING

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

*Principal place of business  
in Hong Kong:*  
36/F, Tower Two  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

*Notes:*

- (i) Pursuant to Article 66 of the articles of association of the Company and Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the above meeting will therefore demand a poll for every resolution put to the vote at the above meeting.
- (ii) Resolution numbered 5(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 5(A) and 5(B) are passed by the shareholders of the Company.
- (iii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/ its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (iv) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (v) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (vi) The transfer books and register of members will be closed from Wednesday, 27 May 2015 to Friday, 29 May 2015, both days inclusive, in order to determine the entitlement of shareholders to attend and vote at the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 26 May 2015.
- (vii) The transfer books and register of members will be closed from Wednesday, 17 June 2015 to Friday, 19 June 2015, both days inclusive, in order to determine the entitlement of shareholders to receive the proposed final dividend, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 16 June 2015.
- (viii) In respect of ordinary resolution numbered 3 above, Mr. LIU Jun, Mr. HONG Gang, Mr. CHEN Weishu and Mr. BEHRENS Ernst Hermann shall retire at the above meeting pursuant to article 83(3) and article 84(1) of the Company's articles of association and Listing Rules and being eligible, offered themselves for re-election. Details of the above retiring directors are set out in Appendix I to the accompanied circular dated 24 April 2015.
- (ix) In respect of the ordinary resolution numbered 5(A) above, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING

- (x) In respect of ordinary resolution numbered 5(B) above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances where they consider that the repurchase would be in the best interest of the Company. The Explanatory Statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the general mandate to repurchase shares of the Company as required by the Listing Rules is set out in Appendix II to the accompanying circular dated 24 April 2015.

*As at the date of this announcement, the Board comprises two executive directors, namely BI Hua, Jeff and LIU Jun; two non-executive directors, namely HONG Gang and ZHU Jia; and three independent non-executive directors, namely LUETH Allen Warren, BEHRENS Ernst Hermann and CHEN Weishu.*