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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.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
ADOPTION OF THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION
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 No. 7 Conference Room, the headquarters of the Company, A1-4/2F, No. 14 Jiuxianqiao Road, Chaoyang District, Beijing, the PRC on Tuesday, 27 June 2023 at 10:30 a.m. is set out on pages 23 to 29 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 (www.hkexnews.hk) and the Company (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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 May 2023

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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 No. 7 Conference Room, the headquarters of the Company, A1-4/2F, No. 14 Jiuxianqiao Road, Chaoyang District, Beijing, the PRC on Tuesday, 27 June 2023 at 10:30 a.m. or any adjournment thereof and notice of which is set out on pages 23 to 29 of this circular
“Articles of Association”	the articles of association of the Company in effect from time to time
“Board”	the board of Directors
“China” or “PRC”	The People’s Republic of China
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (As Revised) of the Cayman Islands
“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
“core 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
“Group”	the Company and its subsidiaries
“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

DEFINITIONS

“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”	18 May 2023, 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
“Nomination Committee”	the nomination committee 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 of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers, as amended from time to time
“Third Amended and Restated Articles of Association”	the third amended and restated Articles of Association of the Company proposed to be adopted by the Company with the proposed amendments as set out in Appendix III to this circular
“%”	percent

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. CHANG Fuquan

Non-executive Directors:

Mr. HONG Gang (*Chairman*)

Mr. PANG Yiu Kai

Mr. SUN Yanjun (*alternate to Mr. PANG Yiu Kai*)

Independent Non-executive Directors:

Mr. LUETH Allen Warren

Mr. BEHRENS Ernst Hermann

Mr. ZHU Jia

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

24 May 2023

To the Shareholders

Dear Sir or Madam

PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
ADOPTION OF THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

1. 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

LETTER FROM THE BOARD

Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate; (ii) the re-election of the retiring Directors; (iii) the change of independent non-executive Director; and (iv) the adoption of the Third Amended and Restated Articles of Association.

2. PROPOSED 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 1,336,631,000 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 267,326,200 Shares.

In the event that the Issue Mandate is exercised, any Shares to be allotted and issued (otherwise than pursuant to paragraph (iii)(1) to (4) of Resolution 5(A) below), whether wholly or partly for cash or otherwise under the authority granted by the proposed Issue Mandate, shall be at not less than the benchmarked price of the Shares, such benchmarked price being the higher of:

- (a) the closing price of the Shares as quoted on the Stock Exchange on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and
- (b) the average closing price of the Shares as quoted on the Stock Exchange in the five (5) trading days immediately prior to the earlier of:
 - (i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of Shares under the Issue Mandate;
 - (ii) the date of the placing agreement or other agreement involving the proposed issue of Shares under the Issue Mandate; and
 - (iii) the date on which the placing or subscription price is fixed.

In terms of price at which Shares may be issued at time of exercise of the Issue Mandate, the Company will comply with the then prevailing requirements under the Listing Rules.

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 issued 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.

LETTER FROM THE BOARD

3. PROPOSED 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 133,663,100 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 Act 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.

4. 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 IV 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.

5. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, Mr. PANG Yiu Kai, Mr. CHANG Fuquan and Mr. ZHU Jia shall retire as the Directors at the Annual General Meeting. Each of Mr. PANG Yiu Kai, Mr. CHANG Fuquan and Mr. ZHU Jia are eligible for re-election. However, only Mr. PANG Yiu Kai and Mr. CHANG Fuquan have offered themselves for re-election, whilst Mr. ZHU Jia has indicated to the Board that he shall resign from his position as an independent non-executive Director, the chairman of the remuneration committee, and a member of the audit committee, the Nomination Committee and the executive committee with effect immediately following the Annual General Meeting for better business opportunities. For further details of the proposed change of independent non-executive Director, please refer to the section headed "Proposed change of independent non-executive Director" in this letter.

The biographical details of Mr. PANG Yiu Kai and Mr. CHANG Fuquan who are subject to retirement and have offered themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

6. PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As Mr. ZHU Jia shall resign from the position as an independent non-executive Director, the chairman of the remuneration committee, and a member of the audit committee, the Nomination Committee and the executive committee with effect immediately following the Annual General Meeting for better business opportunities, the Company will, in order to ensure the effectiveness of the work of the Board and the compliance of the Listing Rules requirements including but not limited to Rules 3.10(1) and 3.10A of the Listing Rules, elect an independent non-executive Director in accordance with the relevant requirements of the Companies Act and the Articles of Association. Mr. GUO Kai was nominated by the Nomination Committee as a candidate for independent non-executive Director to replace Mr. ZHU Jia. Mr. GUO Kai, if appointed as an independent non-executive Director, will also be appointed as a member of the audit committee, the remuneration committee, the Nomination Committee and the executive committee, with effect from the date of the Shareholders' approval at the Annual General Meeting. The appointment of Mr. GUO Kai as an independent non-executive Director is subject to the Shareholders' approval at the Annual General Meeting.

Mr. ZHU Jia has confirmed that he has no disagreement with the Board and that there is no other matters in relation to his resignation that need to be brought to the attention of the Shareholders. The Board would like to express its sincere gratitude to Mr. ZHU Jia for his contribution to the Company during his tenure of office.

The biographical details of Mr. GUO Kai are set out in Appendix II to this circular.

Procedure and Process for Nomination of Directors

The nomination procedure and process involve the Nomination Committee identifying individuals who are suitably qualified to become Board members through the consideration of a number of factors, including but not limited to age, gender, cultural and educational background, professional experience, skills, knowledge, and the Company's corporate strategy as well as the mix of skills, knowledge, experience and diversity needed by the Company in the future, having regard to the best interests of the Company and the Shareholders as a whole. The Nomination Committee will then make recommendations to the Board on the selection of such individuals nominated for directorships. In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and objectively against a variety of criteria, having due regard for the benefits of diversity on the Board, and the best interests of the Company and the Shareholders as a whole.

Recommendation of the Nomination Committee

The Nomination Committee has assessed the independence of Mr. GUO Kai based on reviewing his written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that he remains independent.

LETTER FROM THE BOARD

The Nomination Committee has also considered Mr. GUO Kai's extensive experience in the economics field, his working profile and other experience and factors as set out in Appendix II to this circular. The Nomination Committee is satisfied that Mr. GUO Kai has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believes that his appointment as an independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that Mr. GUO Kai be appointed as an independent non-executive Director, subject to the Shareholders' approval at the Annual General Meeting.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) is disclosed in the corporate governance report of the annual report of the Company.

7. PROPOSED ADOPTION OF THIRD AMENDED AND RESTATED ARTICLES OF ASSOCIATION

Reference is made the announcement of the Company dated 17 May 2023. The Board will propose at the Annual General Meeting a special resolution approving the proposed amendments to the Articles of Association by way of adoption of the Third Amended and Restated Articles of Association in substitution for and to the exclusion of the existing Articles of Association in order to bring the existing Articles of Association in alignment with Appendix 3 to the Listing Rules and the applicable laws of the Cayman Islands, as well as to make other housekeeping amendments.

The major proposed amendments to the Articles of Association include, among others:

- (i) to provide that the period of closure of register of members may be extended for a further period or periods not exceeding 30 days in respect of any year if approved by Shareholders by ordinary resolution;
- (ii) to provide that an annual general meeting of the Company shall be held for each financial year and within 6 months after the end of the Company's financial year;
- (iii) to provide that an annual general meeting of the Company shall be called by notice of at least 21 clear days and all other general meetings shall be called by notice of at least 14 clear days, but the Company may convene a general meeting on shorter notice by (in case of an annual general meeting) all Shareholders entitled to attend and vote at the meeting and (in case of other general meetings) by a majority in number of the Shareholders having the right to attend and vote at the meeting, being a majority together representing at least 95% in nominal value of the issued shares giving that right at the meeting;

LETTER FROM THE BOARD

- (iv) to provide that any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be convened and add resolutions to a meeting agenda;
- (v) to provide that all Shareholders have the right to speak and vote at a general meeting except otherwise provided in the Listing Rules;
- (vi) to provide that a Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office until the first annual general meeting after his/her appointment and shall then be eligible for re-election;
- (vii) to provide that the appointment, removal and remuneration of auditors must be approved by way of ordinary resolution of the Company;
- (viii) to provide that the Directors may fill any casual vacancy of the Company's auditors and the remuneration of any auditors so appointed in such circumstances may be fixed by the Board, and that such auditors shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders at such remuneration to be determined by the Shareholders;
- (ix) to empower the chairman of a general meeting to adjourn the meeting;
- (x) to provide that the financial year of the Company shall end on the 31st day of December in each year; and
- (xi) to make other miscellaneous and housekeeping amendments to update or clarify the provisions of the Articles of Association where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of the Cayman Islands.

Full particulars of the proposed amendments to the relevant provisions of the Articles of Association brought about by the adoption of the Third Amended and Restated Articles of Association are set out in Appendix III to this circular. A special resolution will be proposed at the Annual General Meeting to approve the proposed amendments to the Articles of Association by way of adoption of the Third Amended and Restated Articles of Association.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments to the Articles of Association comply with the requirements of the Listing Rules and the legal advisers to the Company as to Cayman Islands laws have confirmed that the Third Amended and Restated Articles of Association do not violate the applicable laws of the Cayman Islands.

LETTER FROM THE BOARD

The Company confirms that there is nothing unusual about the proposed amendments to the Articles of Association. The Shareholders are advised that the proposed amendments to the Articles of Association are available only in English and the Chinese translation of the proposed amendments to the Articles of Association provided in Appendix III to this circular in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

8. NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 23 to 29 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 (i) the grant to the Directors of the Issue Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate; (ii) the re-election of the retiring Directors; and (iii) the change of independent non-executive Director; and a special resolution will also be proposed to Shareholders to consider and approve (iv) the adoption of the Third Amended and Restated Articles of Association.

9. 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) and the Company (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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

10. VOTING BY WAY OF POLL

Pursuant to Article 66(1) 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

11. CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Wednesday, 21 June 2023 to Tuesday, 27 June 2023, 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 20 June 2023.

12. RECOMMENDATION

The Directors consider that the proposed resolutions for (i) the granting of the Issue Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate; (ii) the re-election of the retiring Directors; (iii) the change of independent non-executive Director; and (iv) the adoption of the Third Amended and Restated Articles of Association 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

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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.

NON-EXECUTIVE DIRECTOR

Mr. PANG Yiu Kai (彭耀佳), *GBS, JP*, aged 62, was appointed as a non-executive Director on 30 March 2020. Mr. Pang joined the board of Jardine Matheson Holdings Limited (Jardine Matheson Holdings Limited and its subsidiaries are referred as “**Jardine Matheson Group**”) (a company which has a standard listing on the London Stock Exchange (the “**LSE**”), with secondary listings on the Bermuda Stock Exchange (the “**BSX**”) and Singapore Exchange (the “**SGX**”) with stock codes JAR, JMHBD.BH and J36, respectively) in 2011 and was appointed as the deputy managing director in 2016 and the chairman of Hong Kong in October 2019. He has held a number of senior executive positions in the Jardine Matheson Group, which he joined in 1984, including the chief executive of Hongkong Land Holdings Limited between 2007 and 2016, and the director of Jardine Strategic Holdings Limited (a company which has a standard listing on the LSE, with secondary listings on the BSX and SGX with stock codes JDS, JSHBD.BH and J37, respectively) from August 2016 to April 2021. He was also a director of DFI Retail Group Holdings Limited (formerly known as Dairy Farm International Holdings Limited) (a company which has a standard listing on the LSE, with secondary listings on the BSX and SGX with stock codes DFI, DFIBD.BH and D01, respectively) from August 2016 to November 2021. He is currently the chairman of Jardine Pacific Limited and Gammon China Limited, a deputy chairman of Jardine Matheson Limited, and a director of Hongkong Land Holdings Limited (a company which has a standard listing on the LSE, with secondary listings on the BSX and SGX with stock codes HKLD, HKLBD.BH and H78, respectively), Jardine Matheson (China) Limited and Mandarin Oriental International Limited (a company which has a standard listing on the LSE, with secondary listings on the BSX and SGX with stock codes MDO, MOIBD.BH and M04, respectively). Mr. Pang was a non-executive director of Zhongsheng Group Holdings Limited (a company listed on the Stock Exchange with stock code 881) from August 2016 to October 2019. Mr. Pang graduated from the University of Nottingham with a Bachelor of Science Degree in Civil Engineering and a Master of Business Administration degree from the University of Edinburgh in the United Kingdom. He completed the Program for Global Leadership at Harvard Business School in 1998. He was conferred an Honorary Doctorate degree by the University of Edinburgh

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

in July 2016 and an Honorary Doctorate degree in Education by the Education University of Hong Kong in November 2018. Save as disclosed above, he did not hold any directorship in other listed public companies in the last three years.

Mr. Pang has re-entered into a letter of appointment with the Company for a term of two years commencing from 30 March 2022. He will not receive any remuneration.

As at the Latest Practicable Date, Mr. Pang has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

EXECUTIVE DIRECTOR

Mr. CHANG Fuquan (常福泉), aged 65, is the chief financial officer and was appointed as an executive Director on 27 March 2019. Mr. Chang joined the Group in June 2005 and was appointed as a director of the Company's subsidiaries, namely Greatview Holdings Limited and Partner One Enterprises Limited on 5 August 2019. Mr. Chang is also a director of the Company's subsidiaries, namely Greatview Beijing Trading Co. Ltd., Greatview Aseptic Packaging (Shandong) Co. Ltd., Greatview Aseptic Packaging (Inner Mongolia) Co. Ltd. and Qingdao Likang Food Packaging Technology Co., LTD.* (青島利康食品包裝科技有限公司). He was the joint company secretary of the Company from November 2010 to March 2019. He is primarily responsible for the overall accounting, financial management and treasury of the Group. Mr. Chang has over 33 years of experience in financial management. Prior to joining the Group, Mr. Chang was the chief finance officer of Fujian Nanping Nanfu Battery Co., Ltd. from 2002 to 2005, the finance controller of John Deere Jialian Harvester Co. Ltd. from 1999 to 2001, the deputy finance controller of China Automotive Components Corporation from 1997 to 1999, the chief financial officer of San Miguel Bada (Baoding) Brewery Co., Ltd. from 1995 to 1996 and the financial director of China Enterprise Culture Group from 1992 to 1994. Mr. Chang has also worked as the financial supervisor at Beijing McDonald's Food Co Ltd.* (北京麥當勞食品有限公司) from 1994 to 1995 and as an accountant in each of Bohai Oil Corporation and Oil Drilling Service Co, both being subsidiaries of China National Offshore Oil Corporation from 1985 to 1992. Mr. Chang graduated from Xiamen University in the PRC in 1985, major in International Accounting. He completed a Master of Accounting Class in Xiamen University in the PRC in 1998. He did not hold any directorship in other listed public companies in the last three years.

Mr. Chang has re-entered into a service contract with the Company for a term of two years commencing from 27 March 2023. He is entitled to receive a Director's fee of HK\$200,000 per annum as determined by the Board with reference to the prevailing market conditions and his responsibility in the Company.

As at the Latest Practicable Date, Goldmap Investments Limited ("**Goldmap**") is directly interested in 4,500,000 Shares. Goldmap is wholly-owned by Mr. Chang and he is therefore deemed to be interested in the same 4,500,000 Shares under Part XV of the SFO.

* For identification purpose only

APPENDIX II DETAILS FOR PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The biographical details of Mr. GUO Kai are as follows:

Mr. GUO Kai (郭凱), aged 44, has worked in financial institutions for more than 14 years, and has also been involved in the field of economic research. Mr. GUO Kai is currently a senior research fellow at the China Finance 40 Institute (中國金融四十人研究院). Mr. GUO Kai was the director of China Bond Insurance Co., Ltd. (中債信用增進投資股份有限公司) from November 2021 to December 2022. Mr. GUO Kai also served in the People's Bank of China (the “**Bank**”) for nearly ten years, during which he held various positions, including research fellow at the Bank's Financial Research Institute from December 2011 to December 2012; deputy division chief and division chief of the Bank's International Department from December 2012 to September 2016. From September 2016 to April 2019, he was the deputy director general of the Bank's International Department, where he was in charge of multilateral business including IMF, G20 and BRICS countries, as well as bilateral business, and from April 2019 to October 2021, he was the deputy director general of the Bank's Monetary Policy Department, where he was in charge of services such as foreign exchange, refinancing and reserve requirements. Mr. GUO Kai also served as an economist at IMF from August 2008 to November 2011. Mr. GUO Kai graduated from Peking University with a bachelor's double-degree in electronics and economics in 2000, followed by a master's degree in economics from Peking University in 2003 and a doctor's degree in economics from Harvard University in July 2008.

As at the Latest Practicable Date, Mr. GUO Kai has not held any position in the Company or other subsidiaries, has not held any directorship in other listed companies in the last three years, and has no other major appointments or professional qualifications. Mr. GUO Kai does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. GUO Kai does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. GUO Kai has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Subject to the approval by the Shareholders at the Annual General Meeting, the Company will enter into a letter of appointment with Mr. GUO Kai. The initial length of service will be for a term of two years from the date of approval at the Annual General Meeting, subject to the provisions of retirement and rotation of Directors under the Articles of Association. The Company has yet to fix the remuneration of Mr. GUO Kai and it will seek approval from the Shareholders at the Annual General Meeting for the authorisation to the Board to determine the remuneration of Mr. GUO Kai. The Board will consider the duties of Mr. GUO Kai in the Company with reference to the remuneration of the other independent non-executive Directors in determining the remuneration of Mr. GUO Kai.

The Board is not aware that there are any other matters relating to Mr. GUO Kai's proposed appointment as an independent non-executive Director that need to be brought to the attention of Shareholders and there is no other information relating to Mr. GUO Kai which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
EXISTING ARTICLES OF ASSOCIATION**

The followings are the proposed amendments to the relevant provisions of the Articles of Association brought about by the adoption of the Third Amended and Restated Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Third Amended and Restated Articles of Association. If the serial numbering of the clauses, paragraphs and article numbers of the existing Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses, paragraphs and article numbers made in these amendments, the serial numbering of the clauses, paragraphs and article numbers of the existing Articles of Association as so amended shall be changed accordingly, including cross-references.

Article Provisions in the Third Amended and Restated Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")

...

VARIATION OF RIGHTS

10. Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:
- (a) the necessary quorum (~~including other than~~ at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class ~~and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and~~
 - (b) every holder of shares of the class shall be entitled to one vote for every such share held by him.

...

REGISTER OF MEMBERS

...

44. The Register and branch register of Members maintained in Hong Kong, as the case may be, shall be open to inspection for at least two (2) hours ~~on every~~during business ~~day~~hours by

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
EXISTING ARTICLES OF ASSOCIATION**

Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law~~Act~~ or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.

...

TRANSFER OF SHARES

...

51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.

...

GENERAL MEETINGS

56. An annual general meeting of the Company shall be held for each financial year and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any)~~in each year other than the year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or not more than eighteen (18) months after the date of adoption of these Articles, unless a longer period would not infringe the Listing Rules, if any).~~

...

58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
EXISTING ARTICLES OF ASSOCIATION**

called by the Board for the transaction of any business specified in or add resolution(s) to ~~specified in~~ such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Placedo so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

NOTICE OF GENERAL MEETINGS

59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days ~~and not less than twenty (20) clear business days~~. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ but if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the Act, if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.

...

PROCEEDINGS AT GENERAL MEETINGS

...

64. Subject to Article 64C, the chairman may (without the consent of the meeting) or shall at the direction of the meeting, ~~with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting)~~, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Article 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.

...

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
EXISTING ARTICLES OF ASSOCIATION**

VOTING

...

73. (3) All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

...

PROXIES

...

76. The instrument appointing a proxy shall be in such form as the Board may determine and in the absence of such determination, shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

...

CORPORATIONS ACTING BY REPRESENTATIVES

...

81. (2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including the right to speak and vote and, where a show of hands is allowed, the right to vote individually on a show of hands.

...

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
EXISTING ARTICLES OF ASSOCIATION**

BOARD OF DIRECTORS

...

83. (3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the first next following annual general meeting of the Company after his appointment and shall then be eligible for re-election.

(4) ...

(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his ~~term~~period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

...

AUDIT

152. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

(2) The Members may, at any general meeting convened and held in accordance with these Articles, by ~~ordinary~~special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.

...

154. The remuneration of the Auditor shall be fixed by an ordinary resolution passed at the Company in general meeting or in such manner as the Members may by ordinary resolution determine.

**APPENDIX III DETAILS OF THE PROPOSED AMENDMENTS TO THE
EXISTING ARTICLES OF ASSOCIATION**

155. ~~If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.~~The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.

...

WINDING UP

162. (1) ~~Subject to Article 162(2), the~~The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
- (2) ~~Unless otherwise provided by the Act, a~~ resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.

...

FINANCIAL YEAR

167. Unless otherwise determined by the Directors, the financial year of the Company shall end on the 31st day of December in each year.

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 1,336,631,000 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 133,663,100 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 Act 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 Act. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits or share premium of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase. 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 Shares are repurchased in the manner provided for in the Companies Act. Subject to the Companies Act, a repurchase may also be paid out of capital.

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 possible not 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 2022, 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 or 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 and Rule 32 of the Takeovers Code.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the increase in above shareholdings in the Company would not give rise to an 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 total number of issued shares of the Company 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

The Company has not repurchased any Shares, whether on the Stock Exchange or otherwise, during the 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:

Month	Share Prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
May	2.15	1.90
June	2.15	1.53
July	1.66	1.47
August	1.57	1.24
September	1.56	1.09
October	1.25	1.08
November	1.38	1.01
December	1.80	1.25
2023		
January	2.19	1.38
February	2.45	1.50
March	2.09	1.51
April	1.95	1.47
May (up to the Latest Practicable Date)	2.00	1.75

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 No. 7 Conference Room, the headquarters of the Company, A1-4/2F, No. 14 Jiuxianqiao Road, Chaoyang District, Beijing, the PRC on Tuesday, 27 June 2023 at 10:30 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

AS ORDINARY 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 2022.
2. (A) To re-elect the following retiring directors of the Company:
 - (i) Mr. PANG Yiu Kai as a non-executive director of the Company; and
 - (ii) Mr. CHANG Fuquan as an executive director of the Company.(B) To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company who have been re-elected.
3. (A) To approve the appointment of Mr. GUO Kai as an independent non-executive director of the Company; and
(B) To authorise the Board to fix the remuneration of Mr. GUO Kai as an independent non-executive director 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) any shares of the Company to be allotted and issued (otherwise than pursuant to paragraph (iii)(1) to (4) above), whether wholly or partly for cash or otherwise, pursuant to the approval in paragraph (i) of this Resolution shall be at not less than the Benchmarked Price (as defined below) of such shares of the Company; and
- (v) 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); and
 - (c) “Benchmarked Price” means the higher of:
 - (1) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the date of the relevant placing agreement or other agreement involving the proposed issue of securities; and

NOTICE OF ANNUAL GENERAL MEETING

(2) the average closing price of the shares of the Company as quoted on the Stock Exchange in the 5 trading days immediately prior to the earlier of:

(i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of the shares of the Company;

(ii) the date of the placing agreement or other agreement involving the proposed issue of shares of the Company; and

(iii) the date on which the placing or subscription price is fixed.”

(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 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;

(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;

NOTICE OF ANNUAL GENERAL MEETING

- 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.”

AS SPECIAL RESOLUTION

6. To consider and, if thought fit, pass the following resolution as special resolution:

“**That:**

- (a) the existing articles of association of the Company as amended in the manner as set out in Appendix III to the circular of the Company dated 24 May 2023 (the “**Third Amended and Restated Articles of Association**”) produced to the meeting and for the purpose of identification initialled by the chairman of the meeting be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect (the “**Proposed Adoption**”); and
- (b) any one director of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she may, in his/her absolute discretion, consider necessary, desirable or expedient to effect the Proposed Adoption and any of the foregoing.”

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

NOTICE OF ANNUAL GENERAL MEETING

Beijing, the PRC, 24 May 2023

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:

- (i) Pursuant to Article 66(1) 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 completed form of proxy must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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, 21 June 2023 to Tuesday, 27 June 2023, 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 with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 20 June 2023.
- (vii) In respect of ordinary resolution numbered 2 above, Mr. PANG Yiu Kai, Mr. CHANG Fuquan and Mr. ZHU Jia shall retire at the above meeting pursuant to article 84(1) of the Company's articles of association and the Listing Rules. Mr. PANG Yiu Kai and Mr. CHANG Fuquan, both being eligible, have offered themselves for re-election. Details of Mr. PANG Yiu Kai and Mr. CHANG Fuquan are set out in Appendix I to the accompanied circular dated 24 May 2023.
- (viii) In respect of ordinary resolution numbered 3 above, as Mr. ZHU Jia, being the Company's current independent non-executive director, will resign as an independent non-executive director of the Company with effect immediately following the Annual General Meeting, Mr. GUO Kai has been nominated by the Company's nomination committee as an independent non-executive director of the Company to replace Mr. ZHU Jia subject to the approval of the Company's shareholders by way of ordinary resolution at the Annual General Meeting, which if passed Mr. GUO Kai's appointment as an independent non-executive director of the Company shall take effect immediately. Details of Mr. GUO Kai are set out in Appendix II to the accompanied circular dated 24 May 2023.

NOTICE OF ANNUAL GENERAL MEETING

- (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.
- (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 IV to the accompanying circular dated 24 May 2023.

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. PANG Yiu Kai (his alternate being Mr. SUN Yanjun); and three independent non-executive directors, namely Mr. LUETH Allen Warren, Mr. BEHRENS Ernst Hermann and Mr. ZHU Jia.