

THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental 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 supplemental circular and accompanying second proxy form 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)

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 24 APRIL 2015
RELATING TO THE RE-ELECTION OF DIRECTORS AT
THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by Greatview Aseptic Packaging Company Limited (the “**Company**”) to the Shareholders dated 24 April 2015 (the “**Circular**”) and the notice convening 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. (the “**Annual General Meeting**”). A supplemental notice of Annual General Meeting dated 11 May 2015 is set out on pages 8 and 9 of this supplemental circular. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular for use at the Annual General Meeting.

Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the Second Proxy Form 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 Annual General Meeting or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

11 May 2015

CONTENTS

	<i>Page</i>
Letter from the Board	1
Appendix I — Particulars of Directors for Re-election	4
Appendix II — Special arrangements about completion and submission of the Second Proxy Form	7
Supplemental Notice of Annual General Meeting	8

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

11 May 2015

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 24 APRIL 2015
RELATING TO THE RE-ELECTION OF DIRECTORS AT
THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the Circular, which contains, inter alia, information relating to the re-election of Directors at the Annual General Meeting. The purpose of this supplemental circular is to give you (i) updated information regarding the resolutions relating to the re-election of Directors at the Annual General Meeting and (ii) the supplemental notice of Annual General Meeting and the Second Proxy Form. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

LETTER FROM THE BOARD

WITHDRAWAL OF RESOLUTION ON RE-ELECTION OF MR. CHEN WEISHU AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND PROPOSED RE-ELECTION OF DIRECTORS

It is stated in the Circular that pursuant to Article 84(1) of the Articles of Association, Mr. HONG Gang, Mr. CHEN Weishu and Mr. BEHRENS Ernst Hermann will retire by rotation, and being eligible, will offer 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.

After the despatch of the Circular, the Company announced on 11 May 2015 that Mr. CHEN Weishu has notified the Board that he would not offer himself for re-election after his retirement by rotation at the Annual General Meeting and accordingly he will retire as an independent non-executive Director by rotation at the Annual General Meeting. In this connection, the proposed resolution regarding the re-election of Mr. Chen Weishu as an independent non-executive Director of the Company will be withdrawn and such resolution will not be submitted to the Annual General Meeting for Shareholders' approval.

Details of Mr. LIU Jun, Mr. HONG Gang and Mr. BEHRENS Ernst Hermann, the retiring Directors who are proposed to be re-elected at the Annual General Meeting, are set out in Appendix I to this supplemental circular.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

As a result of the change in Directors to be offered for re-election at the Annual General Meeting subsequent to the despatch of the Circular containing the notice of Annual General Meeting and the form of proxy for use at the Annual General Meeting (the "**First Proxy Form**"), supplemental notice of Annual General Meeting has been set out on pages 8 and 9 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolutions.

Whether or not you intend to be present at the meeting, you are requested to complete the Second Proxy Form 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 Second Proxy Form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

Special arrangements about completion and submission of the Second Proxy Form are also set out in the Appendix II to this supplemental circular. Shareholders who have appointed or intend to appoint proxies to attend the Annual General Meeting are requested to pay particular attention to the special arrangements set out therein.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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 supplemental 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. Mr. Liu is primarily responsible for management and operations. He 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 DIRECTOR

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 months' 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.

Note: English translation of official Chinese company names are for identification purpose only.

A Shareholder who has not yet lodged the First Proxy Form with the Company's share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's share registrar should note that:

- (i) If no Second Proxy Form is lodged with the Company's share registrar, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting other than those referred to in the notice of Annual General Meeting (as supplemented by the supplemental notice of Annual General Meeting) and the First Proxy Form (as revised by the Second Proxy Form).
- (ii) If the Second Proxy Form is lodged with the Company's share registrar 48 hours prior to the time appointed for holding the Annual General Meeting (the "**Closing Time**"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.
- (iii) If the Second Proxy Form is lodged with the Company's share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's share registrar.

Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or at any adjourned meeting should they so wish.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



GREATVIEW ASEPTIC PACKAGING COMPANY LIMITED

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(Incorporated in the Cayman Islands with limited liability)

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of annual general meeting (the “**AGM Notice**”) published on 24 April 2015 by Greatview Aseptic Packaging Company Limited (the “**Company**”) to convene the annual general meeting of the Company (the “**Annual General Meeting**”) at 10:00 a.m. on Friday, 29 May 2015 at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong.

Details of the proposed resolutions to be considered at the Annual General Meeting were stated in the AGM Notice. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 24 April 2015. Apart from the amendments stated below, all the information contained in the AGM Notice remains valid and effective.

Due to the retirement of Mr. CHEN Weishu as an independent non-executive director of the Company at the Annual General Meeting as set out in the supplemental circular of the Company dated 11 May 2015, resolution numbered 3 stated in the AGM Notice should be deleted in its entirety and replaced by the following:

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; and
 - (iii) 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.

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

Beijing, the PRC, 11 May 2015

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A second form of proxy (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 11 May 2015 (the “**Supplemental Circular**”). Please refer to the Appendix II to the Supplemental Circular for special arrangements about completion and submission of the Second Proxy Form.

2. Please refer to the AGM Notice for details of the other relevant resolutions to be passed at the Annual General Meeting, closure of register of members and eligibility for attending the Annual General Meeting, proxy and other relevant matters.