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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
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 Plc (Hong Kong), 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 31 May 2013 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 website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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.**

26 April 2013

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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 Regus Plc (Hong Kong), 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 31 May 2013 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
“associates”	has the meaning ascribed to it under the Listing Rules
“Bain Capital”	Bain Capital TP Holdings, L.P., an exempted limited partnership established in the Cayman Islands on 8 August 2006, an investment holding company which is controlled by its general partner, Bain Capital Investors, LLC, a Delaware (USA) limited liability company. Limited partners of Bain Capital include various private investment funds advised by or are associated with Bain Capital Partners, LLC, a Delaware (USA) limited liability company and an investment adviser registered with the United States Securities and Exchange Commission. Investors in these private investment funds include institutional investors such as pension funds, endowments, foundations, fund of funds and financial institutions
“Beijing Greatview”	紛美(北京)貿易有限公司 (Greatview Beijing Trading Co., Ltd.*), 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
“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

DEFINITIONS

“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 General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“General 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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the General Mandate at the Annual General Meeting
“Greatview Holdings”	Greatview Holdings Limited (豐景集團有限公司), a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“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
“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 and a wholly-owned subsidiary of the Company
“Latest Practicable Date”	22 April 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	9 December 2010, being the date of listing of the Company’s Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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 aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the Repurchase Mandate at the Annual General Meeting
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Shandong Greatview Aseptic”	紛美包裝(山東)有限公司 (Greatview Aseptic Packaging (Shandong) Co., Ltd.*), a company established in the PRC and a wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“SM Trusts”	two discretionary trusts established for the benefit of senior management of the Group and their respective issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 32 of Laws of Hong Kong)) of the Company
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
“%”	percent

* *for identification purpose only*



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. HONG Gang (*Chairman*)

Non-executive Directors:

Mr. HILDEBRANDT James Henry

Mr. ZHU Jia

Mr. LEE Lap, Danny

Ms. SHANG Xiaojun

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:*

8th Floor

Gloucester Tower

The Landmark

15 Queen's Road Central

Hong Kong

26 April 2013

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 grant of the General 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

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the General Mandate to the Directors to exercise the power of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to the General Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,333,600,000 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 date of the Annual General Meeting, the Company will be allowed to issue a maximum of 266,720,000 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 General Mandate provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General 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 power of the Company to repurchase Shares representing up to 10% of the aggregate nominal amount of the issued share capital of the Company 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, the General 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.

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.

RE-ELECTION OF RETIRING DIRECTORS

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

LETTER FROM THE BOARD

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 of the General 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 website of the Stock Exchange (www.hkexnews.hk). 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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.

CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Wednesday, 29 May 2013 to Friday, 31 May 2013, 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 with the Company's Hong Kong branch share registrar, Tricor Investors Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong at not later than 4:30 p.m. on Tuesday, 28 May 2013.

LETTER FROM THE BOARD

FINAL DIVIDEND

The Board has resolved to declare a final dividend of HK\$0.1 per Share (2011:Nil), amounting to a total sum of about HK\$133.4 million (2011:Nil) for the year ended 31 December 2012 which shall be payable on or about Friday, 28 June 2013 to Shareholders whose names appear on the register of members of the Company on Friday, 21 June 2013. For the purpose of ascertaining the Shareholders' entitlement to the proposed final dividend for the year ended 31 December 2012, the register of members of the Company will be closed from Wednesday, 19 June 2013 to Friday, 21 June 2013, 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 with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 18 June 2013.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General 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 herein, there are no other matters in relation to the following Directors that need 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. HONG Gang (洪鋼), aged 54, is our co-founder, Chairman and executive Director. Mr. Hong joined the Group in March 2003 and was appointed as an executive Director on 29 July 2010. He is primarily responsible for the strategic development, as well as supervision of daily marketing and communications of our Group. Mr. Hong is also a director of our subsidiaries, namely Partner One Enterprises Limited (“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. Mr. Hong has more than 24 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.

Mr. Hong has entered into a service contract with the Company for a fixed term of two years commencing from the Listing Date. The service contract was expired and renewed for a term of two years commencing from 9 December 2012 which is terminable by either party thereto giving to the other party not less than three months’ notice in writing and is subject to retirement in accordance with the Articles of Association.

Under the service contract, Mr. Hong is entitled to receive an aggregate fixed annual salary of HK\$200,000 (subject to the annual review by the Board and the remuneration committee) and a discretionary bonus as determined by the Board and the remuneration committee with reference to his performance. Mr. Hong is also currently remunerated by Inner Mongolia Greatview Aseptic, a wholly-owned subsidiary of the Company in his capacity as a director. His total remuneration was approximately RMB1.5 million for the year ended 31 December 2012. It is expected that he will continue to be similarly remunerated subject to adjustments determined by the board of directors of Inner Mongolia Greatview Aseptic.

As at the Latest Practicable Date, Mr. Hong is deemed to (i) be interested in 159,489,234 Shares held by Wiseland Holdings Ltd. (which is indirectly controlled by one of the SM Trusts) and 11,831,560 Shares held by Parview Development Limited (which is wholly-owned by one of the SM Trusts), and have a short position in 14,820,000 Shares as Wiseland Holdings Ltd. has agreed to deliver such Shares to Phanron Holdings Limited, Hillma Global Limited, Goldmap Investment Limited, Parview Development Limited, J. Schwartz Ltd and Wallson Investment Limited if it obtains additional 30,000,000 Shares from Bain Capital TP Holdings, L.P. pursuant to an earn out arrangement, by virtue of being the settlers of the SM Trusts, (ii) be interested in 86,961,966 Shares held by Phanron Holdings Limited (which is wholly-owned by Mr. Hong), (iii) be interested in 13,838,000 underlying Shares in respect of share options granted to Liwei Holdings (PTC) Limited (which is owned as to 50% by Mr. Hong) and have a short position in 11,920,000 Shares in respect of the potential obligation of Liwei Holdings (PTC) Limited to deliver such underlying Shares under the Pre-IPO Share Option Scheme adopted by the Company on 15 November 2010.

NON-EXECUTIVE DIRECTOR

Mr. LEE Lap, Danny (李立明), aged 40, is a non-executive Director. Mr. Lee joined the Group in 2010 and was appointed as a non-executive Director on 12 October 2010. Mr. Lee is also a director of our subsidiaries, namely Partner One, Shandong Greatview Aseptic, Inner Mongolia Greatview Aseptic and Beijing Greatview. Mr. Lee is primarily responsible for the development and monitoring of the overall business strategy of our Group. Mr. Lee is currently a managing director in the private equity team of Bain Capital Asia LLC (“Bain Capital Asia”), responsible for sourcing and leading the execution of transactions, covering healthcare, chemicals, consumer and retail sectors in the Asia Pacific region. Prior to joining Bain Capital Asia in 2006, Mr. Lee was with the Asian private equity arm and worked with the subsidiaries or affiliates of Sweden’s Investor AB since 1998, one of the largest industrial holding companies in the Nordic region. Mr. Lee was a vice president of Investor Asia Limited, which is now known as Investor Growth Capital, a wholly owned venture capital arm of Investor AB, the largest listed industrial holding company in Northern Europe, from September 1998 to June 2000; vice president of imGO Limited, an investment holding company which was formed by among others, Investor AB in 2000 focusing on the emerging wireless communications area in Asia, from 2000 to 2002 and vice president of Investor Asia Limited from 2003 to 2006. From 1995 to mid-1998, Mr. Lee was with Lehman Brothers Investment Banking in New York and Hong Kong. Mr. Lee graduated from Columbia College of Columbia University with a Bachelor of Arts degree in economics in 1995. Mr. Lee is a Chartered Financial Analyst.

Mr. Lee has entered into a letter of appointment with the Company for a fixed term of two years commencing from the Listing Date. The letter of appointment was expired and renewed for a term of two years commencing from 9 December 2012 which is terminable by either party thereto giving to the other party not less than three months’ notice in writing. Mr. Lee did not receive any remuneration from the Company for the year ended 31 December 2012.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. CHEN Weishu (陳偉恕), aged 66, was appointed as an independent non-executive Director on 15 November 2010. Mr. Chen is primarily responsible for scrutinising and monitoring the performance of our Group. Mr. Chen is the consultant member of Shanghai Pudong Development Bank, independent director of The Royal Bank of Scotland (China) Co. Ltd., and Suzhou Trust Co. Ltd., and also 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), and independent director of Deluxe Family Co., Ltd. (SSE: 600503). He has more than 48 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.

Mr. Chen has entered into a letter of appointment with the Company for a fixed term of two years commencing from the Listing Date. The letter of appointment was expired and renewed for a term of two years commencing from 9 December 2012 which is terminable by either party thereto giving to the other party not less than three months' notice in writing. Under the letter of appointment, Mr. Chen is entitled to receive an annual fee 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. His total remuneration was approximately HK\$200,000 for the year ended 31 December 2012.

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

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,333,600,000 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 133,360,000 Shares which represent 10% of the issued share capital of the Company 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 either out of 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 have a material adverse impact on the working capital or 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 2012, 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

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their 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 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

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:

Month	Share Prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
April	4.58	3.85
May	4.34	3.48
June	4.06	3.60
July	4.10	3.63
August	3.97	3.58
September	4.28	3.71
October	4.51	3.90
November	4.50	3.93
December	4.34	3.84
2013		
January	4.82	3.80
February	5.57	4.70
March	5.45	4.60
April (up to the Latest Practicable Date)	5.23	4.84

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 Plc (Hong Kong), 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 31 May 2013 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 2012.
2. To declare a final dividend of HK\$0.1 per ordinary share for the year ended 31 December 2012.
3. a. To re-elect the following retiring directors of the Company:
 - (i) Mr. HONG Gang as an executive director;
 - (ii) Mr. LEE Lap, Danny as a non-executive director; and
 - (iii) Mr. CHEN Weishu 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 auditors of the Company and authorize the Board to fix their 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 aggregate nominal amount of share capital 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 aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the approval shall be limited accordingly;

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- (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 Repurchases 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;

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- (ii) the aggregate nominal amount 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 aggregate nominal amount of the share capital 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 aggregate nominal amount of the share capital of the Company which may be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital 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 amount shall not exceed 10% (per cent) of the aggregate nominal amount of the share capital 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, 26 April 2013

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:
8th Floor
Gloucester Tower
The Landmark
15 Queen's Road Central
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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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, 29 May 2013 to Friday, 31 May 2013, 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 28 May 2013.

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- (vii) The transfer books and register of members will be closed from Wednesday, 19 June 2013 to Friday, 21 June 2013, 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 with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 18 June 2013.
- (viii) In respect of ordinary resolution numbered 3 above, Mr. HONG Gang, Mr. LEE Lap, Danny and Mr. CHEN Weishu shall retire by rotation at the above meeting pursuant to 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 accompanying circular dated 26 April 2013.
- (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 would only 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 interests of the Company. The Explanatory Statement containing 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 26 April 2013.