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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Pacific Millennium Packaging Group Corporation (the “Company”), you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

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### PACIFIC MILLENNIUM PACKAGING GROUP CORPORATION

### 國際濟豐包裝集團

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

**(Stock Code: 1820)**

- (1) GENERAL MANDATE TO ISSUE SHARES;  
(2) RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the company to be held at Suite 2A, Building 2, No. 398 Tianlin Road, Shanghai, the People’s Republic of China on Tuesday, 23 June 2020 at 9:00 a.m. is set out on pages 11 to 14 of this circular.

A form of proxy for use at the Company’s 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](http://www.hkexnews.hk)). Whether or not you are able to attend 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 share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 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 the Company’s shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and in such event, the proxy shall be deemed to be revoked.

All times and dates specified herein refer to Hong Kong local times and dates.

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

To safeguard the health and safety of Shareholders (as defined in the section headed “Definitions”) and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM (as defined in the section headed “Definitions”):

- (1) Compulsory temperature screening/checks
- (2) Submission of Health Declaration Form
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

**For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy and to return their form of proxy by the time specified above, instead of attending the AGM in person.**

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*Accompanying document:*

— *Form of Proxy*

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Suite 2A, Building 2, No. 398 Tianlin Road, Shanghai, the People’s Republic of China on Tuesday, 23 June 2020 at 9:00 a.m. or any adjournment thereof, the notice of which is set out on pages 11 to 14 of this circular
“Articles of Association”	the articles of association of the Company, as may be amended from time to time
“Board”	the board of Directors
“Company”	Pacific Millennium Packaging Group Corporation (國際濟豐包裝集團), a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate proposed under ordinary resolutions numbered 5 in the notice of the Annual General Meeting set out on pages 11 to 14 of this circular to be granted to the Directors to allot and issue Shares up to an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of the said ordinary resolution;
“Latest Practicable Date”	20 May 2020, 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 as amended, modified or otherwise supplemental from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US”	United States of America
“%”	per cent.

In this circular, the terms “close associate(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary/subsidiaries” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

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LETTER FROM THE BOARD

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**PACIFIC MILLENNIUM PACKAGING GROUP CORPORATION**

**國際濟豐包裝集團**

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

**(Stock Code: 1820)**

*Executive Director:*

Mr. Cheng Hsien-Chun

*Non-executive Directors:*

Mr. Chow Tien-Li

Mr. Philip Tan

*Independent Non-executive Directors:*

Mr. Wang Jisheng

Mr. Kiang Tien Sik David

Dr. Su Morley Chung Wu

*Registered office:*

PO Box 472

2nd Floor, Harbour Place

103 South Church Street

George Town

Grand Cayman KY1-1106

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Suite 2104, 21st Floor,

Tower 2, Lippo Centre,

89 Queensway, Hong Kong

22 May 2020

*To the Shareholders*

Dear Sir or Madam

- (1) GENERAL MANDATE TO ISSUE SHARES;  
(2) RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide Shareholders with the notice of Annual General Meeting and, *inter alia*, the following proposals to be put forward at the Annual General Meeting for the approval by the Shareholders: (i) the grant to the Directors of the Issue Mandate; and (ii) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to allot and issue new Shares, approval is to be sought from the Shareholders pursuant to the Listing Rules, for the Issue Mandate to allot and issue Shares. As such, ordinary resolutions will be proposed to seek the Shareholders' approval for granting of the Issue Mandate at the Annual General Meeting. Details of the aforesaid resolutions are set out in the ordinary resolution numbered 5 in the notice of the Annual General Meeting.

An ordinary resolution will be proposed at the Annual General Meeting to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares representing up to 20% of the number of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed resolution. As at the Latest Practicable Date, there were 300,632,000 Shares in issue. Subject to the passing of the above proposed ordinary resolutions in relation to the Issue Mandate 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 would be allowed to allot and issue a maximum of 60,126,400 Shares, calculated based on 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof.

The Issue Mandate, if approved at the Annual General Meeting, will continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held or until revoked or varied by ordinary resolution by the Shareholders in general meeting, whichever occurs first.

Besides, after due consideration, the Board considers that the funds maintained by the Company is unlikely to be used for share buy-back and as such, no resolution in such respect will be presented in the Annual General Meeting for consideration.

### RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consists of six Directors: one executive Director, namely Mr. Cheng Hsien-Chun; two non-executive Directors, namely Mr. Chow Tien-Li and Mr. Philip Tan (“**Mr. Tan**”); and three independent non-executive Directors, namely Mr. Wang Jisheng (“**Mr. Wang**”), Mr. Kiang Tien Sik David (“**Mr. Kiang**”) and Dr. Su Morley Chung Wu.

In accordance with article 16.3 of the Articles of Association, any Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. The Board has appointed Mr. Tan as a non-executive Director with effect from 22 December 2019 and as such, the resolution in relation to the re-election of Mr. Tan as a non-executive Director will be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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In accordance with article 16.19 of the Articles of Association, at each Annual General Meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year will be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. Accordingly, Mr. Wang (an independent non-executive Director) and Mr. Kiang (an independent non-executive Director), who have been longest in office since their last election, shall retire at the Annual General Meeting and, being eligible, have offered themselves for re-election as Directors thereat.

To enable the Shareholders to make an informed decision on the re-election of the retiring Directors, the biographical details of the retiring Directors are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

### **RECOMMENDATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

The Board proposed a final dividend of HK\$0.075 per Share (2018: HK\$0.1), which is subject to the approval of the Shareholders at the Annual General Meeting.

The final dividend, if approved by the Shareholders at the Annual General Meeting, will be paid on Thursday, 16 July 2020 to the Shareholders whose name appear on the register of members of the Company on Friday, 3 July 2020.

In order to determine the identity of the Shareholders who are entitled to the final dividend, the register of members of the Company will be closed from Tuesday, 30 June 2020 to Friday, 3 July 2020 (both dates inclusive), during which period no transfer of Shares will be effected. The final dividend will be paid in Hong Kong dollars. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 29 June 2020.

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

Set out on pages 11 to 14 of this circular is the notice of Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve (i) the grant to the Directors of Issue Mandate; and (ii) the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### 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 attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

### VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules and article 13.6 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll.

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.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

### RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of AGM including the grant to the Directors of the Issue Mandate and the re-election of the retiring Directors are in the interests of the Company 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.



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## LETTER FROM THE BOARD

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### GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

The English text of this circular and form of proxy shall prevail over the Chinese text.

Yours faithfully  
By order of the Board  
**Pacific Millennium Packaging Group Corporation**  
Cheng Hsien-Chun  
*Chairman*

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## APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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*The following are the particulars of the retiring 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 the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Directors 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, none of the following Directors has any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, 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 rules 13.51(2)(h) to (v) of the Listing Rules.

### DIRECTOR CANDIDATES

#### Non-Executive Director

**Mr. Philip Tan**, aged 37, is a non-executive Director with effect from 22 December 2019. He holds a master of business administration from University of Nebraska, the US and the degree of bachelor of science from School of Business, Babson College, US. Mr. Philip Tan is a son of Mr. Tan Richard Lipin who is the sole director of Pacific Millennium Holdings Corporation (a controlling Shareholder of the Company). As at the Latest Practicable Date, Mr. Tan is interested in 1,238,000 Shares, representing approximately 0.41% of the entire issued share capital of the Company.

Prior to joining the Company, Mr. Tan worked for Nestle Group in US, France and Shanghai, respectively, during the period from 2004 to 2008 and held various positions including global sales development project manager and regional sales manager. He also served various positions including operational manager, project manager, technical manager, general manager and regional operational manager in certain subsidiaries of the Company in some period between 2008 and 2009.

Mr. Tan is currently the finance service product and project director of Stone Tan China Finance and Investment Company Limited (Hong Kong). Besides, he is also a director of the following companies:

- (i) Chongqing Stone Tan Financial Leasing Company Limited;
- (ii) Chongqing Stone Tan Credit Guarantee Company Limited;
- (iii) Chongqing Stone Tan Small Business Loans Company Limited;
- (iv) Shanghai Pacific Millennium Asiacorp Communications Company Limited;

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## APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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- (v) Suzhou Pacific Millennium Asiacorp Communications Company Limited; and
- (vi) Shanghai Asiacorp Communications Company Limited.

Mr. Tan has entered into a letter of appointment with the Company for an initial term of one year commencing on 22 December 2019 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Tan is entitled to a director's fee of HK\$240,000 per annum, which was determined by the remuneration committee of the Company and the Board with reference to his duties and responsibilities with the Group and prevailing market condition.

### Independent Non-executive Directors

**Mr. Wang Jisheng**, aged 66, is an independent non-executive Director with effect from 30 November 2018. Prior to being appointed as an independent non-executive Director, Mr. Wang was an independent director of Pacific Millennium Paper Group Limited (國際濟豐紙業集團有限公司) (“PMPG (HK)”), an indirect wholly-owned subsidiary of the Company, during the period from January 2013 to January 2018 responsible for providing independent advice to the Group. He had no day-to-day management in the Group while he was an independent director of PMPG (HK).

He completed the Senior Executive Program organised by the Faculty of Business Administration of National University of Singapore in November 2001.

Mr. Wang is an executive director and the general manager of Fu Shou Yuan International Group Limited whose shares are listed on the Stock Exchange (stock code: 1448). Mr. Wang has been the managing director of Shanghai FSY Industry Development Co., Ltd. since 1996, and he is also serving as a senior management in various subsidiaries of Fu Shou Yuan International Group Limited.

Mr. Wang has entered into a letter of appointment with the Company for a term of two years commencing on 21 December 2018 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Wang is entitled to a director's fee of HK\$240,000 per annum, which was determined by the remuneration committee of the Company and the Board with reference to his duties and responsibilities with the Group and prevailing market condition.

**Mr. Kiang Tien Sik David**, aged 73, is an independent non-executive Director with effect from 30 November 2018. He obtained a Bachelor of Science in Aeronautics and Astronautics from Massachusetts Institute of Technology, US in June 1969 and a degree of Master in Business Administration from Harvard University, Boston, US in June 1975. Mr. Kiang had extensive experience in the banking and financial industry from his past and current work experience. He is currently an independent director of Bank of China Travel Service Co., Ltd. Jiaozuo (焦作中旅銀行股份有限公司) and a director of Thai Jiang Jin Properties (Shanghai) Co. Ltd. (泰江金置業(上海)有限公司).

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## APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Kiang had also held various senior management position in different banks. He was appointed as the chief executive, China/Macau of Standard Chartered Bank, a group company of Standard Chartered PLC, a company listed in the London Stock Exchange and the Stock Exchange, in 1993, the chief executive of Bangkok Bank Public Company Limited, Hong Kong Branch, a company listed in The Stock Exchange of Thailand, in 1996 and the managing director, chief executive of N M Rothschild & Sons (Hong Kong) Limited in 1998 and chief executive of Da Tang Xi Shi International Group Limited\* (大唐西市國際集團有限公司). Through his experience in the senior management positions held in different banks and financial institutions, Mr. Kiang has experience in internal controls and reviewing and analysing audited financial statements of public companies.

Mr. Kiang has entered into a renewed letter of appointment with the Company for a term of one year commencing on 21 December 2019 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Pursuant to the renewed letter of appointment, Mr. Kiang is entitled to a director's fee of HK\$240,000 per annum, which was determined by the remuneration committee of the Company and the Board with reference to his duties and responsibilities with the Group and prevailing market condition.

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## NOTICE OF ANNUAL GENERAL MEETING

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### PACIFIC MILLENNIUM PACKAGING GROUP CORPORATION

### 國際濟豐包裝集團

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

**(Stock Code: 1820)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Pacific Millennium Packaging Group Corporation (the “Company”) will be held at Suite 2A, Building 2, No. 398 Tianlin Road, Shanghai, the People’s Republic of China on Tuesday, 23 June 2020 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director(s)”) and independent auditors for the year ended 31 December 2019.
2. To declare a final dividend of HK\$0.075 per share of the Company for the year ended 31 December 2019.
3.
  - (1) To re-elect Mr. Philip Tan as a non-executive Director.
  - (2) To re-elect Mr. Wang Jisheng as an independent non-executive Director.
  - (3) To re-elect Mr. Kiang Tien Sik David as an independent non-executive Director.
4. To re-appoint BDO Limited as independent auditors of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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

**“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors 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 and shall authorise the Directors 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 issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) 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 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly;

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## NOTICE OF ANNUAL GENERAL MEETING

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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, unless renewed by an ordinary resolution of the shareholders in a general meeting, either unconditionally or subject to conditions;
  - (2) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (3) the revocation, variation or renewal 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 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 Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors 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 existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

Yours faithfully  
By order of the Board  
**Pacific Millennium Packaging Group Corporation**  
**Cheng Hsien-Chun**  
*Chairman*

Hong Kong, 22 May 2020

*Notes:*

- (i) All resolutions proposed at the AGM will be voted by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on both the websites of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.pmpgc.com](http://www.pmpgc.com) in accordance with the Listing Rules.
- (ii) 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) 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 said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) A form of proxy for use at the AGM is enclosed with the circular of the Company. In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 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 notarised 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 shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members will be closed from Thursday, 18 June 2020 to Tuesday, 23 June 2020, both days inclusive to determine the entitlement of the shareholders to attend 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 Company's share registrar in Hong Kong, Computershare Hong Kong Investors Service Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30p.m. on Wednesday, 17 June 2020.
- (vi) The transfer books and register of members will also be closed from Tuesday, 30 June 2020 to Friday, 3 July 2020, both days inclusive to determine the entitlement of the shareholders to receive final dividend, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 29 June 2020.
- (vii) With regards to the ordinary resolution numbered 5 in the notice convening the AGM, the Directors wish to state that they have no immediate proposals to issue any securities of the Company.
- (viii) All times and dates specified herein refer to Hong Kong local times and dates.