



**南方包装有限公司**  
Southern packaging group ltd.

## **SOUTHERN PACKAGING GROUP LIMITED**

Company Registration No. 200313312N

Incorporated in the Republic of Singapore on 30 December 2003

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Southern Packaging Group Limited ("**Company**") will be held at Equinox, Private Dining Room 1, Swissotel The Stamford, 2 Stamford Road, Singapore 178882, on 18 February 2016 at 9.00 a.m., for the purpose of considering and, if thought fit, passing, with or without any modifications, the ordinary resolutions set out below.

Capitalised terms which are not defined in this Notice of EGM shall carry the same meanings ascribed to them in the circular to Shareholders dated 2 February 2016 ("**Circular**").

#### **ORDINARY RESOLUTION 1: THE PROPOSED CONSOLIDATION OF EVERY FOUR (4) EXISTING ISSUED ORDINARY SHARES IN THE CAPITAL OF THE COMPANY INTO ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED ("PROPOSED SHARE CONSOLIDATION")**

THAT:-

- (a) approval be and is hereby given for the proposed consolidation of every four (4) Existing Shares as at the Books Closure Date into one (1) Consolidated Share in the manner set out in the Circular, and that all fractional entitlements to the Consolidated Shares shall be disregarded;
- (b) approval be and is hereby given for the Directors to settle any difficulty which may arise in relation to the Proposed Share Consolidation and to deal with all fractions of the Consolidated Shares which may arise following the Proposed Share Consolidation in such manner and on such terms as the Directors may, at their absolute discretion, deem fit in the best interests of the Company, including (i) disregarding the fractional entitlements, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company;
- (c) the Directors be and are hereby authorised to fix the Books Closure Date and the Effective Trading Date (being the date on which the Consolidated Shares will commence trading on the Mainboard of the SGX-ST in board lots of 100 Consolidated Shares), in each case as the Directors may, at their absolute discretion, deem fit in the best interests of the Company; and
- (d) the Directors and each of them be and is hereby authorised to take such steps, make such arrangements, do such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) and exercise such discretion in connection with, relating to or arising from the matters contemplated herein as they and/or he/she may from time to time consider necessary, desirable or expedient to give effect to the Proposed Share Consolidation and this Resolution.

#### **ORDINARY RESOLUTION 2: THE PROPOSED ADOPTION OF THE SOUTHERN PACKAGING EMPLOYEE SHARE OPTION SCHEME ("PROPOSED SCHEME")**

THAT:-

- (a) the share option scheme to be known as the "Southern Packaging Employee Share Option Scheme", particulars of which are set out in the Circular dated 2 February 2016, under which Options to subscribe for ordinary Shares in the capital of the Company will be granted to selected Employees and directors of the Company and its Subsidiaries (including Non-Executive Directors) be and is hereby approved;
- (b) the Directors be and are hereby authorised to:
  - (i) establish and administer the Proposed Scheme;
  - (ii) modify and/or amend the Proposed Scheme at any time and from time to time, provided that such modifications and/or amendments are effected in accordance with the Rules of the Proposed Scheme, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Proposed Scheme; and
  - (iii) offer and grant Options in accordance with the Rules of the Proposed Scheme and to allot and issue from time to time such number of New Shares as may be required pursuant to the exercise of such Options in accordance with the Rules of the Proposed Scheme; and
- (c) the Directors and each of them be and is hereby authorised to take such steps, make such arrangements, do such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) and exercise such discretion in connection with, relating to or arising from the matters contemplated herein as they and/or he/she may from time to time consider necessary, desirable or expedient to give effect to the Proposed Scheme and this Resolution.

#### **ORDINARY RESOLUTION 3: THE PROPOSED GRANT OF OPTIONS AT A DISCOUNT UNDER THE SOUTHERN PACKAGING EMPLOYEE SHARE OPTION SCHEME**

THAT:-

- (a) subject to and contingent upon the passing of Ordinary Resolution 2, the Directors be and are hereby authorised to grant Options in accordance with the rules of the Proposed Scheme with Exercise Prices set at a discount to the Market Price (as defined below), provided that such discount does not exceed the relevant limits set by the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and
- (b) in this Notice, "**Market Price**" is defined to be the price equal to the average of the last dealt prices for the Shares on the SGX-ST over the five (5) consecutive Market Days immediately preceding the Date of Grant of that Option, as determined by the Committee by reference to the daily official list or any other publication published by the SGX-ST, rounded to the nearest whole cent in the event of fractional prices.

#### **ORDINARY RESOLUTION 4: THE PROPOSED PARTICIPATION BY MR. PAN SHUN MING, A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE SOUTHERN PACKAGING EMPLOYEE SHARE OPTION SCHEME**

THAT, subject to and contingent upon the passing of Ordinary Resolution 2, approval be and is hereby given for the participation of Mr. Pan Shun Ming, a Controlling Shareholder of the Company, in the Proposed Scheme.

#### **ORDINARY RESOLUTION 5: THE PROPOSED PARTICIPATION BY MD. MAI SHU YING, A CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE SOUTHERN PACKAGING EMPLOYEE SHARE OPTION SCHEME**

THAT, subject to and contingent upon the passing of Ordinary Resolution 2, approval be and is hereby given for the participation of Mdm. Mai Shu Ying, a Controlling Shareholder of the Company, in the Proposed Scheme.

#### **BY ORDER OF THE BOARD**

**Pan Shun Ming**  
**Executive Chairman**  
**2 February 2016**

#### **Notes:-**

- (1) A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (2) A relevant intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class or shares shall be specified). A relevant intermediary means:
  - (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (3) Where a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- (4) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 80 Robinson Road, #02-00, Singapore 068898 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any postponement or adjournment thereof.
- (5) This instrument appointing a proxy or proxies must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or signed on its behalf by any attorney or a duly authorised officer of the corporation.
- (6) Where an instrument appointing a proxy is signed on behalf of the appointer or by any attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- (7) A corporation which is a member may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at the Extraordinary General Meeting in accordance with section 179 of the Companies Act, Cap. 50 of Singapore.
- (8) Unless otherwise defined herein, capitalised terms in the Resolutions set out in this Notice shall bear the same meaning as in the Circular dated 2 February 2016.

This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

#### **PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including and adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and /or representative(s) to the Company (or its agents), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.