CHINA FLEXIBLE PACKAGING HOLDINGS LIMITED
(Incorporated in Bermuda)
(Company Registration No. 33843)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting ("**SGM**") of China Flexible Packaging Holdings Limited (the "**Company**") will be held at Re!Joice1 Ballroom, Ground Floor of Hotel Re, 175A Chin Swee Road, Singapore 169879, on 23 February 2016 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the upcoming Annual General Meeting of the Company to be held at 9.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing the following resolution as a special resolution:

SPECIAL RESOLUTION

THE PROPOSED CAPITAL REORGANISATION

That:

(a) with effect from 18 March 2016 or such other date as the Directors of the Company may determine in accordance with the Companies Act 1981 of Bermuda (the "**Effective Date**"):

(i) the issued and paid-up share capital of the Company be reduced by cancelling the paid-up share capital of the Company to the extent of US$14.99 on each of the Shares with a par value of US$15.00 in issue on the Effective Date (the "**Capital Reduction**") so that each issued Share with a par value of US$15.00 shall be treated as one (1) fully paid up Share with a par value of US$0.01 as at the Effective Date and any liability of the holder of such Shares to make any further contribution to the share capital of the Company on each such Share shall be treated as satisfied;

(ii) subject to and forthwith upon the Capital Reduction taking effect, all the authorised but unissued Shares with a par value of US$15.00 each in the share capital of the Company (which shall include the authorised but unissued Shares resulting from the Capital Reduction) be cancelled and the authorised share capital of the Company of US$300,000,000 be diminished by such amount representing the amount of Shares so cancelled, and forthwith upon such cancellation, the authorised share capital of the Company be increased to US$300,000,000 by the creation of such number of Shares with a par value of US$0.01 each as shall represent the difference between 30,000,000,000 Shares with a par value of US$0.01 each and the number of Shares with a par value of US$0.01 in issue after the Capital Reduction;

(iii) the share premium account of the Company be reduced from US$47,953,899.12 to zero by cancelling the entire sum of US$47,953,899.12 standing to the credit of the share premium account (the "**Share Premium Reduction**"); and

(iv) subject to and forthwith upon the Capital Reduction and the Share Premium Reduction taking effect, the credit arising from the Capital Reduction in the sum of US$72,865,730.44 and the credit arising from the Share Premium Reduction in the sum of US$47,953,899.12 be credited to the contributed surplus account of the Company and the sum of US$120,819,629.56 in the contributed surplus account of the Company be utilised to set-off against the accumulated losses of the Company as at 31 October 2015 in full, amounting to RMB763,795,000 (being equivalent to US$120,340,478.50 based on a foreign currency exchange rate of US$1:RMB6.34695 as at 31 October 2015), and the Directors of the Company be and are hereby authorised to utilise any credit balance in the contributed surplus account of the Company in such manner as may be determined by the Directors in accordance with the Bye-laws of the Company and all applicable laws ((i), (ii), (iii) and (iv), collectively referred to as the "**Proposed Capital Reorganisation**"); and

(b) the Directors of the Company (or any one of them) be and are hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve sign and execute any documents which they in their absolute discretion consider to be necessary, desirable or expedient to implement and carry into effect this special resolution and to exercise such discretion in connection with, relating to or arising from the Proposed Capital Reorganisation and/or the matters contemplated herein, with such modifications thereto (if any) as they or he may from time to time consider necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Capital Reorganisation.

By Order of the Board

China Flexible Packaging Holdings Limited
Chan Chun Kit
Kevin Cho
Joint Company Secretaries
Date: 29 January 2016

Notes:

1. A Shareholder (other than CDP) entitled to attend and vote at the special general meeting of the Company (the "**Meeting**") and who holds two or more Shares is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Shareholder.

2. A depositor holding Shares through the CDP and whose name appears in the Depository Register who wishes to attend and vote at the Meeting may do so as CDP's proxy. Such a depositor who is not an individual should complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, at least 48 hours before the time of the Meeting.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company or a depositor, as the case may be (i) consents to the collection, use and disclosure of the member or depositor'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 appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any 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 member or a depositor discloses the personal data of the member or depositor's proxy(ies) and/or representative(s) to the Company (or its agents), the member or depositor 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 member or depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member or depositor's breach of warranty.