



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

## SOUTHERN PACKAGING GROUP LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200313312N)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company ("AGM") will be held at Equinox, Private Dining Room 4, Level 69, Swissotel The Stamford, 2 Stamford Road, Singapore 178882 on Friday, 29 April 2016 at 9.00 a.m. to transact the following businesses:-

#### AS ORDINARY BUSINESSES:

- |    |   |                     |
|----|---|---------------------|
| 1. | To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Independent Auditors' Report thereon. | <i>Resolution 1</i> |
| 2. | To approve the payment of a tax exempt (one-tier) First and Final Dividend of 1.2 Singapore cents (S\$0.012) per ordinary share for the financial year ended 31 December 2015.                      | <i>Resolution 2</i> |
| 3. | To approve the payment of Directors' fees of S\$123,000 for the financial year ended 31 December 2015. (last year: S\$102,048)  | <i>Resolution 3</i> |
| 4. | To re-elect the following Directors of the Company retiring by rotation pursuant to Article 91 of the Company's Constitution:   |                     |
|    | (i) Mr Pu Jinbo   | <i>Resolution 4</i> |
|    | (ii) Mr Chen Xiang Zhi  | <i>Resolution 5</i> |
|    | (iii) Mr Pan Zhaojin  | <i>Resolution 6</i> |
| 5. | To re-appoint Messrs BDO LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.   | <i>Resolution 7</i> |

#### AS SPECIAL BUSINESSES:

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:-

- |    |   |                                 |
|----|---|---------------------------------|
| 6. | <b>Authority to allot and issue shares</b>  |                                 |
|    | (i) "That pursuant to Section 161 of the Companies Act, Cap. 50 (the "Act") and the listing rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors to:  | <i>Resolution 8</i>             |
|    | (a) issue shares in the capital of the Company whether by way of bonus issue, rights issue or otherwise; and/or   |                                 |
|    | (b) make or grant offers, agreements or options (collectively "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and/or  |                                 |
|    | (c) issue additional Instruments convertible into shares arising from adjustments made to the number of Instruments at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and  |                                 |
|    | (ii) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:  |                                 |
|    | (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of any Instruments made or granted pursuant to this Resolution) shall not exceed 50 percent of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20 percent, of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (b) below); |                                 |
|    | (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraph (a) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares) at the time this Resolution is passed, after adjusting for:  |                                 |
|    | A. new shares arising from the conversion or exercise of any convertible securities or shares options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and   |                                 |
|    | B. any subsequent bonus issue or consolidation or subdivision of shares;  |                                 |
|    | (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and   |                                 |
|    | (iv) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."   |                                 |
|    |   | <i>(See Explanatory Note 1)</i> |
| 7. | <b>Authority to issue shares at a discount</b>  |                                 |
|    | "That subject to and pursuant to the share issue mandate in the Resolution 8 above being obtained, authority be and is hereby given to the Directors to issue new shares other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent more than a ten per centum (10%) discount for new shares to the weighted average price per share determined in accordance with the requirements of the SGX-ST".   | <i>Resolution 9</i>             |
|    |   | <i>(See Explanatory Note 2)</i> |
| 8. | To transact any other business which may be properly transacted at an Annual General Meeting.   |                                 |

### NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

**NOTICE IS HEREBY GIVEN** that subject to approval being obtained at the AGM to be held at Equinox, Private Dining Room 4, Level 69, Swissotel The Stamford, 2 Stamford Road, Singapore 178882 on Friday, 29 April 2016 at 9.00 a.m.:

- A tax exempt (one-tier) First and Final Dividend of 1.2 Singapore cents per ordinary share for the financial year ended 31 December 2015 will be paid on 20 May 2016.
- The Share Transfer Books and Register of Members of the Company will be closed on 11 May 2016 for the purpose of determining the shareholders' entitlement to the dividend. Fully completed and stamped transfers received by the Company's share registrar, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 up to 5.00 p.m. on 10 May 2016 will be registered to determine shareholders' entitlements to the dividend. Shareholders (being depositors) whose securities account with The Central Depository (Pte) Limited are credited with shares in the Company as at 5.00 p.m. on 10 May 2016 will be entitled to the dividend.

By Order of the Board

Pan Shun Ming  
Executive Chairman  
14 April 2016

#### Explanatory Notes:-

##### 1. Special Business – Item 6 of the Agenda

Resolution 8 proposed in item no. 6 above, if passed, will empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments; up to a number not exceeding 50% for Other Shares Issues, of which up to 20% may be issued other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share option or vesting of share awards which are outstanding or subsisting at the time that Resolution 8 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

##### 2. Special Business – Item 7 of the Agenda

Resolution 9 proposed in item no. 7 above, if passed, will empower the Directors of the Company, pursuant to the share issue mandate set out in Resolution 8, to issue shares other than on a pro rata basis to shareholders of the Company, at a discount to the weighted average price of the shares on the SGX-ST for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day), shall not exceeding 10%.

In exercising the authority conferred by Resolution 9, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company's Constitution. Rule 811(1) of the SGX-ST Listing Manual presently provides that an issue of shares must not be priced at more than 10% discount to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day).

#### Notes:

- A member of the Company entitled to attend and vote at the AGM 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.
- 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 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;
  - 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
  - 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.
- 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.
- 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 AGM or any postponement or adjournment thereof.
- 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.
- 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.
- 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 AGM in accordance with section 179 of the Companies Act, Cap. 50 of Singapore.

#### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.