

CHINA FLEXIBLE PACKAGING HOLDINGS LIMITED

(Incorporated in Bermuda)

(Company Registration No. 33843)

VOLUNTARY UNCONDITIONAL CASH OFFER FOR CHINA FLEXIBLE PACKAGING HOLDINGS LIMITED DESPATCH OF OFFER DOCUMENT

1. INTRODUCTION

The Board of Directors (the “**Board**”) of China Flexible Packaging Holdings Limited (the “**Company**”) refers to the announcement dated 19 June 2017 (the “**Offer Announcement**”) made by Tata Capital Markets Pte. Ltd. (“**TCMPL**”), for and on behalf of Harmony Gowell Company Limited (the “**Offeror**”), in relation to (i) the voluntary unconditional cash offer (the “**Offer**”) for all the issued and paid-up ordinary shares of the Company, with a par value of US\$0.01 each in the capital of the Company (the “**Shares**”) other than those Shares owned or controlled, directly or indirectly, by the Offeror as at the date of the Offer; and (ii) the offer (the “**Warrants Offer**”) for the outstanding warrants issued by the Company (the “**Warrants**”).

All capitalised terms not defined herein shall have the same meanings given to them in the Offer Announcement, unless otherwise expressly stated or the context otherwise requires.

2. OFFER DOCUMENT

The Board wishes to inform Shareholders and Warrantholders of the Company that TCMPL has today announced (the “**Offer Document Despatch Announcement**”), for and on behalf of the Offeror, that the formal offer document dated 10 July 2017 containing the terms and conditions of the Offer and the Warrants Offer and enclosing the relevant form(s) of acceptance (the “**Offer Document**”) has today been despatched to the Shareholders and Warrantholders. Electronic copies of the Offer Document and the form(s) of acceptance are available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

3. OFFEREE CIRCULAR

A circular (the “**Offeree Circular**”) containing, *inter alia*, the advice of Asian Corporate Advisors Pte. Ltd. (the “**IFA**”), the independent financial adviser to the Directors of the Company who are considered independent for the purposes of the Offer and the Warrants Offer (the “**Independent Directors**”), and the recommendations of the Independent Directors on the Offer and the Warrants Offer, will be sent to Shareholders and Warrantholders within 14 days from the date of despatch of the Offer Document, i.e. no later than 24 July 2017.

In the meantime, Shareholders and Warrantholders are advised to refrain from taking any action in respect of their Shares and/or Warrants which may be prejudicial to their interests, and to exercise caution when dealing in the Shares and/or Warrants, until they or their advisers have considered the information, the advice of the IFA and the recommendations of the Independent Directors to be contained in the Offeree Circular.

The Company will make an announcement to inform Shareholders and Warrantholders of the despatch of the Offeree Circular in the due course.

4. RESPONSIBILITY STATEMENT

The Directors of the Company (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and the opinions expressed in this announcement (other than those relating to the Offeror) are fair and accurate, and that there are no material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Announcement and the Offer Document Despatch Announcement), the sole responsibility of the Directors of the Company has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

The Directors of the Company jointly and severally accept full responsibility accordingly.

BY ORDER OF THE BOARD
CHINA FLEXIBLE PACKAGING HOLDINGS LIMITED

Professor Ling Chung Yee Roy
Lead Independent Director

10 July 2017