



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 Southern Packaging Group Limited (the "Company") ("AGM") will be held at Indiana Room, Level 4, Raffles City Convention Centre, Fairmont Singapore and Swissotel The Stamford, 80 Bras Basah Road, Singapore 189560 on Thursday, 26 April 2018 at 2.00 p.m., to transact the following businesses:

ORDINARY BUSINESS:

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2017 and the Directors' Statement together with the Auditors' Report. *Resolution 1*
- To declare a First and Final tax exempt (one-tier) Dividend of 0.36 Singapore cents (S\$0.0036) per ordinary share for the financial year ended 31 December 2017. *Resolution 2*
- To approve the payment of Directors' fees of S\$162,160 for the financial year ended 31 December 2017. (2016: S\$123,000) *Resolution 3*
- To re-elect the following Directors who are retiring by rotation pursuant to Article 91 of the Company's Constitution and being eligible, offer themselves for re-election:
 - Madam Mai Shuying (*See Explanatory Note 1*) *Resolution 4*
 - Mr Pu Jinbo (*See Explanatory Note 2*) *Resolution 5*
 - Mr Chung Tang Fong (*See Explanatory Note 3*) *Resolution 6*
 - Mr Chia Chor Leong (*See Explanatory Note 4*) *Resolution 7*
- To re-appoint Messrs BDO LLP as the auditors of the Company and to authorise the Directors to fix their remuneration. *Resolution 8*

SPECIAL BUSINESS:

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

- Authority to allot and issue shares** *Resolution 9*
 - "That authority be and is hereby given to the Directors of the Company to:
 - allot and issue shares in the share capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - 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,
 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
 - (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, provided that:
 - the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-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 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (b) below);
 - (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST") for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time this Resolution is passed, after adjusting for:
 - 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
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - 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), all applicable requirements under the Companies Act (Chapter 50) and the Company's Constitution for the time being; and
 - (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 earlier." *(See Explanatory Note 5)*
- Authority to issue shares at a discount** *Resolution 10*

"That subject to and pursuant to the share issue mandate in the Resolution 10 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 10 per cent discount for new shares to the weighted average price per share determined in accordance with the requirements of the Listing Manual of the SGX-ST". *(See Explanatory Note 6)*
- To transact any other business which may be transacted at an AGM.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that subject to approval being obtained at the Annual General Meeting to be held on Thursday, 26 April 2018 at 2.00 p.m.:

- A First and Final tax exempt (one-tier) Dividend of 0.36 Singapore cents per ordinary share for the financial year ended 31 December 2017 (the "Dividend") will be paid on 18 May 2018.
- The Share Transfer Books and Register of Members of the Company will be closed on 8 May 2018 for the purpose of determining the shareholders' entitlement to the Dividend. Duly completed registrable transfers received by the Company's share registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, up to the close of business at 5.00 p.m. on 7 May 2018 will be registered to determine shareholders' entitlement to the Dividend. Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the Company as at 5.00 p.m. on 7 May 2018 will be entitled to the Dividend.

By Order of the Board

Pan Shun Ming
Executive Chairman and CEO
11 April 2018

Explanatory Notes:-

- Resolution 4**
Madam Mai Shuying will, upon her re-election, continue to hold office as Executive Director of the Company. Madam Mai is the substantial shareholder of the Company. She has familial relationships with Mr Pan Shun Ming (spouse), the Executive Chairman and Chief Executive Officer and also a substantial shareholder of the Company, and Mr Pan Zhaojin (son), the Deputy Chief Operating Officer and also a substantial shareholder of the Company. Detailed information and shareholdings of the mentioned personnel can be found under "Board of Directors", "Key Management", "Corporate Governance Report" and "Shareholders' Information" in the Company's Annual Report 2017.
- Resolution 5**
Mr Pu Jinbo will, upon his re-election, continue to hold office as Executive Director and Deputy Chief Executive Officer of the Company. He has no relationships including immediate family relationship with each of the other Directors of the Company, the Company or its 10% shareholders. Detailed information and shareholdings of Mr Pu can be found under "Board of Directors", "Corporate Governance Report" and "Shareholders' Information" in the Company's Annual Report 2017.
- Resolution 6**
Mr Chung Tang Fong will, upon his re-election, remain as member of the Audit, Nominating and Remuneration Committees. The Board considers him to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. He has no relationships including immediate family relationship with each of the other Directors of the Company, the Company or its 10% shareholders. Detailed information of Mr Chung can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2017.
- Resolution 7**
Mr Chia Chor Leong will, upon his re-election, remain as the Chairman of the Nominating Committee and member of the Audit and Remuneration Committees. The Board considers him to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. He has no relationships including immediate family relationship with each of the other Directors of the Company, the Company or its 10% shareholders. Detailed information of Mr Chia can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2017.
- Resolution 9**
This Ordinary Resolution, if passed, will authorise the Directors, from the date of this Annual General Meeting until the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue shares and/or to make or grant Instruments convertible into Shares, and to allot and issue Shares in pursuance of such Instruments; up to a limit of 50% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings, if any), with a sub-limit of 20% for issues other than on a *pro rata* basis, calculated as described in the Resolution.
- Resolution 10**
This Ordinary Resolution, if passed, will authorise the Directors, pursuant to the share issue mandate set out in Resolution 9, to allot and issue shares other than on a *pro rata* basis to shareholders of the Company, at a discount not exceeding 10% 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).
In exercising the authority conferred by Resolution 10, the Company shall comply with the provisions of the Listing Manual of the SGX-ST (unless such compliance has been waived by the SGX-ST), all applicable legal requirements and the Company's Constitution. Rule 811(1) of the Listing Manual of the SGX-ST 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 who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the Meeting. Where such member appoints more than one (1) proxy, the proportion of the shareholdings concerned to be represented by each proxy shall be deemed in the instrument appointing a proxy or proxies. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry one hundred per cent (100%) of the shareholdings of his/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
 - A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies.
"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Act.
- A proxy need not be a member of the Company.
- If the member is a corporation, the instrument appointing the proxy/proxies must be under common seal or under the hand of its attorney duly authorised or its authorised officer or in such a manner as appropriate under applicable laws.
- A depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at forty eight (48) hours before the time appointed for holding the meeting in order for the Depositor to be entitled to attend and vote at the AGM.
- The instrument appointing a proxy(ies) must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, not less than forty eight (48) hours before the time appointed for holding the AGM.

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.