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If you are in any doubt about this circular or as to the action to be taken, you should consult a stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Greatview Aseptic Packaging Company Limited, you should at once hand this document to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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GREATVIEW ASEPTIC PACKAGING COMPANY LIMITED

紛美包裝有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00468)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an Annual General Meeting of Greatview Aseptic Packaging Company Limited (the "Company") to be held at Regus Plc (Hong Kong), 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 3 June 2011 at 10:00 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting if they so wish.

19 April 2011

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the followings meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Regus Plc (Hong Kong), 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 3 June 2011 at 10:00 a.m. or any adjournment thereof and notice of which is set out on pages 17 to 22 of this circular
“Articles of Association”	the articles of association of the Company adopted on 15 November 2010 and effective on 9 December 2010 and as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Bain Capital”	Bain Capital TP Holdings, L.P., an exempted limited partnership established in the Cayman Islands on 8 August 2006, an investment holding company which is controlled by its general partner, Bain Capital Investors, LLC, a Delaware (USA) limited liability company. Limited partners of Bain Capital include various private investment funds advised by or are associated with Bain Capital Partners, LLC, a Delaware (USA) limited liability company and an investment adviser registered with the United States Securities and Exchange Commission. Investors in these private investment funds include institutional investors such as pension funds, endowments, foundations, fund of funds and financial institutions
“Beijing Greatview”	紛美北京貿易有限公司 (Greatview Beijing Trading Co., Ltd.*) formerly known as 北京豐景泉林貿易有限公司 (Beijing Greatview Tralin Trading Company Limited*), a company incorporated in the PRC on 18 March 2010 and a wholly-owned subsidiary of the Company
“Board”	the board of Directors
“China” or “PRC”	The People’s Republic of China
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Greatview Aseptic Packaging Company Limited, an exempted company incorporated on 29 July 2010 with limited liability under the laws of the Cayman Islands, with its shares listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the General Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the General Mandate
“Greatview”	Greatview Holdings Limited (豐景集團有限公司), a company incorporated in Hong Kong on 8 November 2004 and which is wholly-owned by the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Inner Mongolia Greatview Aseptic”	紛美包裝(內蒙古)有限公司 (Greatview Aseptic Packaging (Inner Mongolia) Co., Ltd.*), a company established in the PRC on 24 October 2008 and a wholly-owned subsidiary of the Company
“Latest Practicable Date”	13 April 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	9 December 2010, being the date of listing of the Company’s Shares on the main board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Prospectus”	the prospectus dated 26 November 2010 of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting the Repurchase Mandate

DEFINITIONS

“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Shandong Greatview Aseptic”	紛美包裝(山東)有限公司 (Greatview Aseptic Packaging (Shandong) Co., Ltd.*), formerly known as 山東泉林包裝有限公司 (Shandong Tralin Packaging Co., Ltd.*), a company established in the PRC on 28 December 2001 and a wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 32 of Laws of Hong Kong)) of the Company
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	percent

* *for identification purpose only*



GREATVIEW ASEPTIC PACKAGING COMPANY LIMITED

紛美包裝有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00468)

Executive Directors:

BI Hua, Jeff (*Chief Executive Officer*)
HONG Gang (*Chairman*)

Non-executive Directors:

HILDEBRANDT James Henry
ZHU Jia
LEE Lap, Danny
LEW Kiang Hua
SHANG Xiaojun

Independent Non-executive Directors:

LUETH Allen Warren
BEHRENS Ernst Hermann
CHEN Weishu

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

8th Floor
Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

19 April 2011

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the Notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the grant to the Directors of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares in the share capital of the Company up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution in relation to the General Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,333,600,000 Shares. Subject to the passing of the above ordinary resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the Annual General Meeting, the Company will be allowed to issue a maximum of 266,720,000 Shares.

In addition, subject to a separate approval of the ordinary resolution on the Extension Mandate, the number of Shares purchased by the Company under the Repurchase Mandate (if approved by an ordinary resolution at the Annual General Meeting) will also be added to extend the 20% limit of the General Mandate provided that such additional amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution in relation to the Repurchase Mandate.

Subject to the approval of the above proposals by the Shareholders at the Annual General Meeting, the General Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 83(3) of the Articles of Association, Mr. Bi Hua, Jeff, Mr. Hong Gang, Mr. James Henry Hildebrandt, Mr. Zhu Jia, Mr. Lee Lap, Danny, Mr. Lew Kiang Hua, Ms. Shang Xiaojun, Mr. Allen Warren Lueth, Mr. Ernst Hermann Behrens and Mr. Chen Weishu being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

Details of the above named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 22 of this circular is the Notice of Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the grant to the Directors of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate, and the re-election of the retiring Directors.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

VOTING BY POLL

Pursuant to article 66 of the Articles of Association and Rule 13.39 of the Listing Rules, at any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares and the Extension Mandate, and for the re-election of the retiring Directors are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully

By order of the Board

Greatview Aseptic Packaging Company Limited

Bi Hua, Jeff

Chief Executive Officer and Executive Director

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

Each of the executive Directors has entered into a service contract with the Company for an initial term of two years commencing from the Listing Date. Each of these service contracts may be terminated by either party thereto giving to the other party not less than three months' prior notice in writing. The remuneration of the respective executive Directors are set out in the respective biography below.

Each of the non-executive Directors and independent non-executive Directors has entered into a letter of appointment with the Company for an initial term of two years commencing from the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing. The non-executive Directors will not receive any remuneration from the Company.

Except for the letter of appointment entered into with Mr. Allen Warren Lueth, an independent non-executive Director, which has a term of one year, each letter of appointment for other independent non-executive Directors is for an initial term of two years commencing from the Listing Date. Each of these appointments may be terminated by either party thereto giving to the other party not less than three months' prior notice in writing. The annual fee for each of the independent non-executive Directors is HK\$180,000 and a board meeting attendance fee at a rate of HK\$5,000 per board meeting capped at HK\$20,000 per annum.

As at the Latest Practicable Date, each of the following Directors, save as disclosed herein, did not have any interest in Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, no Director holds any position with the Company or any other member of the Company's group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, no Director has any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed in this circular, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

EXECUTIVE DIRECTORS

Mr. BI Hua, Jeff (畢樺), aged 47, is our co-founder, Chief Executive Officer and executive Director. Mr. Bi joined the Group in March 2003 and was appointed as an executive Director on 29 July 2010. He is primarily responsible for the overall business strategy formulation, execution and organisational development. Mr. Bi is also a director of the subsidiaries, namely Greatview, Shandong Greatview Aseptic, Inner Mongolia Greatview Aseptic and Beijing Greatview. Mr. Bi has more than 15 years of experience in marketing development in the aseptic packaging industry as well as company management.

From 1997 to 2003, he was a sales and marketing manager at a leading aseptic packaging producer. From 1992 to 1997, Mr. Bi was the greater China manager of Echostar Corporation, a software and service provider for television companies worldwide. Mr. Bi graduated from the University of Denver with a Master of Arts degree in 1992.

Mr. Bi is entitled to receive an aggregate fixed annual salary of HK\$200,000 (subject to the annual review by the Board and the remuneration committee) and a discretionary bonus as determined by the Board and the remuneration committee with reference to his performance. Mr. Bi is also currently remunerated by Shandong Greatview Aseptic, being a wholly-owned subsidiary of the Company in his capacity as a director. His total remuneration was approximately RMB2.9 million for the year ended 31 December 2010. It is expected that he will continue to be similarly remunerated subject to adjustments determined by the board of Shandong Greatview Aseptic.

Mr. HONG Gang (洪鋼), aged 52, is our co-founder, Chairman and executive Director. Mr. Hong joined the Group in March 2003 and was appointed as an executive Director on 29 July 2010. He is primarily responsible for the strategic development, as well as supervision of daily marketing and communications of the Group. Mr. Hong is also a director of all the subsidiaries of the Group. Mr. Hong has more than 22 years of experience in the packaging industry. From 1993 to 2002, he held various executive positions with a leading aseptic packaging producer. Mr. Hong graduated from Zhejiang University in China with a Bachelor of Science degree in 1982 and obtained a Master of Philosophy (Development Studies) degree from Sussex University in the United Kingdom in 1987.

Mr. Hong is entitled to receive an aggregate fixed annual salary of HK\$200,000 (subject to the annual review by the Board and the remuneration committee) and a discretionary bonus as determined by the Board and the remuneration committee with reference to his performance. Mr. Hong is also currently remunerated by Shandong Greatview Aseptic, being a wholly-owned subsidiary of the Company in his capacity as a director. His total remuneration was approximately RMB1.5 million for the year ended 31 December 2010. It is expected that he will continue to be similarly remunerated subject to adjustments determined by the board of Shandong Greatview Aseptic.

As at the Latest Practicable Date, Mr. Hong had a deemed interest in 258,282,760 Shares and a deemed interest in 1,990,000 underlying Shares in respect of options granted to a company, in which 50% interest owned by Mr. Hong, under the Pre-IPO Share Option Scheme adopted by the Company on 15 November 2010. Mr. Hong is also deemed interested in a short position of 14,820,000 Shares by virtue of him being a settler of discretionary trusts established for the benefit of senior management.

NON-EXECUTIVE DIRECTORS

Mr. HILDEBRANDT James Henry, aged 51, is a non-executive Director. Mr. Hildebrandt joined the Group on 13 September 2006 and was appointed as a non-executive Director on 29 July 2010. Mr. Hildebrandt is also a director of the subsidiaries, namely Greatview, Shandong Greatview Aseptic, Inner Mongolia Greatview Aseptic and Beijing Greatview. Mr. Hildebrandt is primarily responsible for the development and monitoring of the overall business strategy of the Group. Mr. Hildebrandt is a managing director of Bain

Capital. Prior to joining Bain Capital in 2005, Mr. Hildebrandt was a partner and director at Bain & Company, where he worked for 18 years, helping to establish the Asian offices in China, Southeast Asia, Korea and Australia. Mr. Hildebrandt had regional responsibility for the Asian Private Equity Practice, as well as the China and Southeast Asia Financial Services Practice. From 1983 to 1984, Mr. Hildebrandt worked at the law firm of Bennett Jones in Calgary, Alberta, Canada. Mr. Hildebrandt obtained an MBA from the Leland Stanford Junior University in 1986 and received a Juris Doctor from the University of Toronto in 1983.

Mr. ZHU Jia (竺稼), aged 48, is a non-executive Director. Mr. Zhu joined the Group in 2006 and was appointed as a non-executive Director on 29 July 2010. Mr. Zhu is also a director of the subsidiaries, namely Greatview, Shandong Greatview Aseptic, Inner Mongolia Greatview Aseptic and Beijing Greatview. Mr. Zhu is primarily responsible for the development and monitoring of the overall business strategy of the Group. He is currently a managing director of Bain Capital Asia, LLC. From 1996 to 2006, Mr. Zhu was a managing director of Morgan Stanley Asia Limited and the chief executive officer of its China business. Mr. Zhu is also currently a non-executive director of SinoMedia Holding Limited (HKSE: 623), GOME Electrical Appliances Holding Limited (HKSE: 493) and Sunac China Holdings Limited (HKSE: 1918), all are listed on the Main Board of the Stock Exchange. Mr. Zhu graduated from Zhengzhou University with a Bachelor of Arts degree in 1982 and obtained a Master of Arts degree from Nanjing University in 1984. He obtained a Juris Doctor from Cornell Law School in 1992.

Mr. LEE Lap, Danny (李立明), aged 38, is a non-executive Director. Mr. Lee joined the Group in 2010 and was appointed as a non-executive Director on 12 October 2010. Mr. Lee is also a director of the subsidiaries, namely Shandong Greatview Aseptic, Inner Mongolia Greatview Aseptic and Beijing Greatview. Mr. Lee is primarily responsible for the development and monitoring of the overall business strategy of the Group. Mr. Lee is currently a principal in the private equity team of Bain Capital Asia, responsible for sourcing and leading the execution of transactions, covering healthcare, chemicals, consumer and technology sectors in the Asia Pacific region. He led the investment into the Group by Bain Capital Asia in 2006. Prior to joining Bain Capital Asia in 2006, Mr. Lee was with the Asian private equity arm and worked with the subsidiaries or affiliates of Sweden's Investor AB since 1998, one of the largest industrial holding companies in the Nordic region. Mr. Lee was a senior associate of Investor Asia Limited, which is now known as Investor Growth Capital, a wholly-owned venture capital arm of Investor AB, the largest listed industrial holding company in Northern Europe, from September 1998 to June 2000; vice president of imGOLimited, an investment holding company which was formed by among others, Investor AB in 2000 focusing on the emerging wireless communications area in Asia, from 2000 to 2002 and vice president of Investor Asia Limited from 2003 to 2006. From 1995 to mid-1998, Mr. Lee was with Lehman Brothers Investment Banking in New York and Hong Kong. Mr. Lee graduated from Columbia College of Columbia University with a Bachelor of Arts degree in economics in 1995. Mr. Lee is a Chartered Financial Analyst.

Mr. LEW Kiang Hua, aged 57, is a non-executive Director. Mr. Lew joined the Group in 2005 and was appointed as a non-executive Director on 29 July 2010. Mr. Lew is also a director of the subsidiaries, namely Greatview, Shandong Greatview Aseptic, Inner Mongolia Greatview Aseptic and Beijing Greatview. Mr. Lew is primarily responsible for the development and monitoring of the overall business strategy of the Group. Mr. Lew is a managing director of CDH Investment Advisory Private Limited, a private equity fund management company based in Singapore. Prior to joining CDH Investment Advisory Private Limited in 2009, he was the chief financial officer of CDH China Management Company Limited from 2002 to 2008 and managing director of CDH Investments Management (Hong Kong) Limited from 2008 to 2009. From 1980 to 2002, he worked in a number of European and US multi-national corporations in the field of finance, operations and business management including setting up the first joint venture of each of Philips Electronics and General Electric Company in China. He graduated from Nanyang University in Singapore with a Bachelor of Commerce degree in 1978. He is a fellow of both the Institute of Certified Public Accountants of Singapore and the Association of Chartered Certified Accountants, United Kingdom.

Ms. SHANG Xiaojun, aged 37, is a non-executive Director. Ms. Shang joined the Group on 5 May 2005 and was appointed as a non-executive Director on 29 July 2010. Ms. Shang is also a director of the subsidiaries, namely Greatview, Shandong Greatview Aseptic, Inner Mongolia Greatview Aseptic and Beijing Greatview. Ms. Shang is primarily responsible for the development and monitoring of the overall business strategy of the Group. Ms. Shang is currently an executive director of CDH Investments Management (Hong Kong) Limited, an asset management company based in Hong Kong. Prior to becoming an executive director of CDH Investments Management (Hong Kong) Limited on 1 October 2010, Ms. Shang was an executive director of CDH Investment Advisory Private Limited, a private equity fund management company based in Singapore during 2009 to 2010, vice president of CDH Investments Management (Hong Kong) Limited from 2007 to 2009. From 2003 to 2007, Ms. Shang was a vice president of CDH China Management Company Limited. Prior to joining CDH China Management Company Limited in 2003, Ms. Shang was an assistant vice president of GIC Special Investments' Asia Pacific private equity group, focusing on direct investment opportunities in China. From 1997 to 2001, she worked for DBS Land Limited and CapitaLand Residential Limited in the field of business development, strategic planning, asset management and corporate planning. Ms. Shang graduated from the National University of Singapore, with a Bachelor of Business Administration degree in 1996 with a first class honour. She currently sits on the board of directors of Guangdong Haid Group Co. Ltd. (002311.SZ), a company which is principally engaged in the business of research and development, production and sale of pre-mixed aquatic feeds, mixed aquatic feeds, as well as mixed livestock feeds. Ms. Shang was a director of AirMedia Group Inc. (AMCN-NASDAQ) since October 2005 as a representative appointed by CDH China Growth Management Company Limited, a financial investor, and resigned from its board in November 2008 after listing of AirMedia Group Inc. in November 2007.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LUETH Allen Warren, aged 42, was appointed as an independent non-executive Director on 15 November 2010. Mr. Lueth is primarily responsible for scrutinising and monitoring the performance of our Group. Mr. Lueth is currently an independent director of CNinsure Inc. (NASDAQ: CISG), one of the largest independent insurance agencies in the PRC. Mr. Lueth is also vice president of finance and strategy of Zuellig Pharma China, a private company focused on pharmaceutical distribution, and was its chief financial officer from June 2005 to February 2009. Prior to joining Zuellig Pharma China, Mr. Lueth worked for GE Capital from 1998 to 2004 in a variety of roles, including chief financial officer and chief executive officer for the Taiwan operations, and representative for China. Earlier, he served with Coopers & Lybrand as an auditor. Mr. Lueth received his bachelor of science in business degree from the University of Minnesota and an MBA degree from the J.L. Kellogg Graduate School of Management (Northwestern University). Mr. Lueth obtained his certificate as a certified public accountant in 1991 and certified management accountant in 1994. Save as disclosed above, Mr. Lueth did not hold any directorship in any listed public companies in the last three years.

Mr. BEHRENS Ernst Hermann, aged 63, was appointed as an independent non-executive Director on 15 November 2010. Mr. Behrens is primarily responsible for scrutinising and monitoring the performance of the Group. Mr. Behrens is currently a senior adviser on China business of Vermilion Partners Limited which is a private equity and investment advisory firm based in China offering a range of merchant banking and corporate advisory services to leading multinationals, Chinese companies and investors. Mr. Behrens was the non-executive chairman of EADS China from 2007 to 2009 and president and chief executive officer of EADS China from 2005 to 2006. From 1997 to 2004, Mr. Behrens served as president and chief executive officer of Siemens Ltd., China and from 1992 to 1997, he served as president and chief executive officer of Siemens Inc. Philippines. Prior to joining Siemens Inc. Philippines, Mr. Behrens was an executive vice president of Electronic Telephone Systems, Industries Inc., Philippines from 1984 to 1992; a country representative for Siemens in Jebsen and Co. PRC, from 1981 to 1984; a technical and administration manager of Nixdorf Computers, Hong Kong from 1976 to 1981; head of field engineering of Nixdorf Computers, Germany from 1972 to 1976 and an electronics engineer of German Naval Air Force, Germany from 1968 to 1971. Mr. Behrens was the chairman of the Executive Committee of Foreign Investment Companies (ECIFC) in China from 2002 to 2005; president of European Union Chamber of Commerce in China from 2002 to 2004; president of German Chamber of Commerce in China from 1999 to 2001; president of European Chamber of Commerce in Philippines from 1995 to 1997 and its treasurer from 1993 to 1994. Mr. Behrens was honoured by Beijing Municipality with the Great Wall Friendship Award in 2004; awarded by Shanghai Municipality with the Magnolia Award Gold level in 2003 and decorated by the German government with the cross of the Order of Merit in 1993.

Mr. CHEN Weishu (陳偉恕), aged 64, was appointed as an independent non-executive Director on 15 November 2010. Mr. Chen is primarily responsible for scrutinising and monitoring the performance of the Group. Mr. Chen is the consultant member of Shanghai Pudong Development Bank (SSE: 600000), independent director of Shanghai International

Port (Group) Co., Ltd. (SSE: 600018), The Royal Bank of Scotland (China) Co., Ltd., Suzhou Trust Co., Ltd. and Deluxe Family Co., Ltd. (SSE: 600503), and also chairman of Academy for World Watch. He served various positions including secretary general of the Research Centre for Economics of Fudan University, deputy head of world economics department and professor and head of international finance department, and also executive director & vice president of Shanghai Pudong Development Bank, CEO and deputy chairman of Shanghai Industrial Holdings Ltd. (HKSE: 363), chairman of Shanghai Industrial Development Co. Ltd. (SSE: 600748), and vice chairman of Shanghai Industrial Investment (Holdings) Co., Ltd.. He has more than 46 years of experience in the areas of economics, financial research and banking, and corporate management. Mr. Chen graduated from Fudan University with a master degree in economics.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,333,600,000 Shares of nominal value of HK\$0.01 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 133,360,000 Shares which represent 10% of the issued share capital of the Company during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the Companies Law or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting prior to the next annual general meeting of the Company.

REASONS AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the Companies Law. The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Company's Shares are repurchased in the manner provided for in the Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full at the current prevailing market value, it may/may not have a material adverse impact on the working capital and/possible not on the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2010, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their associates, as defined in the Listing Rules, currently intends to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Saved as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Bain Capital was deemed to be interested in 392,458,300 Shares held by Bain Capital Investors, LLC, representing an approximate total of 29.43% of the existing issued share capital of the Company. In the event that the Directors should exercise in full the Repurchase Mandate, Bain Capital's interests in the Company will be increased to approximately 32.70% of the issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent it will trigger the obligations under the Takeovers Code for Bain Capital to make a mandatory offer. The Directors are not aware of any other consequences which arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company from the Listing Date to the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the period from the Listing Date to the Latest Practicable Date were as follows:

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2010		
December	5.67	4.60
2011		
January	6.30	5.15
February	6.40	5.20
March	5.85	4.75
April (up to the Latest Practicable Date)	5.09	4.61



GREATVIEW ASEPTIC PACKAGING COMPANY LIMITED

紛美包裝有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00468)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Greatview Aseptic Packaging Company Limited (the “**Company**”) will be held at Regus Plc (Hong Kong), 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 3 June 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

Ordinary business

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2010.
2. a. To re-elect the following retiring directors of the Company:
 - (i) Mr. BI Hua, Jeff as an executive director;
 - (ii) Mr. HONG Gang as an executive director;
 - (iii) Mr. James Henry HILDEBRANDT as a non-executive director;
 - (iv) Mr. ZHU Jia as a non-executive director;
 - (v) Mr. LEE Lap, Danny as a non-executive director;
 - (vi) Mr. LEW Kiang Hua as a non-executive director;
 - (vii) Ms. SHANG Xiaojun as a non-executive director;
 - (viii) Mr. Allen Warren LUETH as an independent non-executive director;
 - (ix) Mr. Ernst Hermann BEHRENS as an independent non-executive director; and
 - (x) Mr. CHEN Weishu as an independent non-executive director.

NOTICE OF ANNUAL GENERAL MEETING

- b. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint PricewaterhouseCoopers as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, to pass, with our without modification, the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined) or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors, officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% (per cent) of the

NOTICE OF ANNUAL GENERAL MEETING

aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the approval shall be limited accordingly;

(iv) for the purpose of this resolution:

(a) “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) “Rights Issue” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of shareholders on a fixed record date in proportion to their holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(B) **“That:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% (per cent) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- a. the conclusion of the next annual general meeting of the Company;
- b. the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- c. the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

- (C) **“That** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the ordinary resolution numbered 4(A) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which

NOTICE OF ANNUAL GENERAL MEETING

may be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this meeting, provided that such amount shall not exceed 10% (per cent) of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the resolutions.”

By order of the Board of Directors
Greatview Aseptic Packaging Company Limited
Bi Hua, Jeff
Chief Executive Officer and Executive Director

Beijing, the PRC, 19 April 2011

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*
8th Floor
Gloucester Tower
The Landmark
15 Queen’s Road Central
Hong Kong

Notes:

- (i) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
- (iii) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the persons so present whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

NOTICE OF ANNUAL GENERAL MEETING

- (v) The transfer books and register of shareholders will be closed from Wednesday, 1 June 2011 to Friday, 3 June 2011, both days inclusive, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 31 May 2011.
- (vi) In respect of ordinary resolution numbered 2 above, Mr. Bi Hua, Jeff, Mr. Hong Gang, Mr. James Henry Hilderbrandt, Mr. Zhu Jia, Mr. Lee Lap, Danny, Mr. Lew Kiang Hua, Ms. Shang Xiaojun, Mr. Allen Warren Lueth, Mr. Ernst Hermann Berhrens, and Mr. Chen Weishu shall retire at the above meeting pursuant to article 83(3) of the Company's articles of association and Listing Rules and being eligible, offered themselves for re-election. Details of the above retiring directors are set out in Appendix I to the accompanied circular dated 19 April 2011.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 4(B) above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. The Explanatory Statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 19 April 2011.