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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by the board (the “**Board**”) of directors (the “**Director(s)**”) of Greatview Aseptic Packaging Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board proposes to seek approval from the shareholders of the Company (the “**Shareholder(s)**”) at the forthcoming annual general meeting of the Company (“**AGM**”) to amend the current amended and restated articles of association of the Company (“**Current Articles of Association**”) for the purposes of (i) allowing the Company to hold electronic and hybrid shareholder meetings and generally permitting certain acts to be carried out by electronic means; (ii) bringing the Current Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; and (iii) making some other housekeeping improvements. In addition, the Board proposes to seek approval from the Shareholders at the forthcoming AGM to adopt the second amended and restated articles of association of the Company, which would incorporate and consolidate all the proposed amendments to the Current Articles of Associations proposed to be adopted by the Company at the forthcoming AGM (“**Proposed Amendments**”), in substitution for and to the exclusion of the Current Articles of Association.

The major changes brought about by the Proposed Amendments are set out below:

- (a) to allow the shares of the Company (“**Shares**”) to be surrendered by a Shareholder for no consideration as permitted by the applicable laws of the Cayman Islands;
- (b) to clarify that Shares cannot be issued at a discount to their nominal value;
- (c) to allow the seal of the Company to be affixed to share certificates by any means, whether in the form of printing or affixed electronically;

- (d) to remove restrictions on the record date to determine members entitled to receive dividend;
- (e) to permit a transfer without an instrument of transfer if made in accordance with the Listing Rules;
- (f) to allow a book close notice to be given by additional means, i.e. electronic communication, and to empower the Board to extend the book close period;
- (g) to allow general meetings to be held physically and/or electronically (i.e. physical meeting, hybrid meeting and electronic meeting);
- (h) to change the notice period for general meetings to follow the corporate governance requirement of the Listing Rules;
- (i) to add provisions to allow and facilitate hybrid and electronic meetings;
- (j) to empower the chairman of the meeting to take certain actions in various circumstances in order to ensure an orderly meeting;
- (k) to allow the Board to postpone a meeting where notice of a general meeting has been sent but before the meeting is held;
- (l) to follow the Listing Rules that require all resolutions to be voted by poll other than procedural and administrative matters and to expressly provide that voting can be by electronic means;
- (m) to clarify that voting can be by electronic means;
- (n) to allow proxy instruments to be returned to the Company by electronic means;
- (o) to clarify that each authorised representative of a clearing house shall have the right to vote individually on a show of hands;
- (p) to follow the Listing Rules requirement not to allow a Director to vote on any resolution of the Board or be counted in the quorum if he/she or his/her close associate(s) (as defined in the Listing Rules) has a material interest save for certain circumstances as permitted by the Listing Rules;
- (q) to prohibit the Company from making any loan to a Director or his/her close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
- (r) to allow notice of a meeting of the Board to be given by electronic means;

- (s) to allow written resolutions of Directors to include notification of consent given by a Director in writing to the Company but to prohibit a written resolutions of Directors being passed in lieu of a meeting if a substantial shareholder of the Company or a Director has a conflict of material interest in the matter to be considered;
- (t) to allow the Company to elect more than one chairman;
- (u) to allow the Company to capitalise its reserves to pay up in full Shares to be allotted pursuant to employees share schemes;
- (v) to tidy the section on notices to Shareholders and to allow notice to be given by electronic means; and
- (w) to clarify that a former Director can also be indemnified for his/her actions in relation to the affairs of the Company during the time he/she was a Director.

Other housekeeping amendments to the Current Articles of Association are also proposed, including making consequential amendments in connection with the above amendments to the Current Articles of Association and for clarity and consistency with the other provisions of the Current Articles of Association where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming AGM, and will become effective upon the approval by the Shareholders at the AGM. A circular containing, among other things, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

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

Beijing, the PRC, 23 April 2021

As of the date of this announcement, the Board comprises two executive Directors, namely Mr. BI Hua, Jeff and Mr. CHANG Fuquan; two non-executive Directors, namely Mr. HONG Gang and Mr. PANG Yiu Kai; and three independent non-executive Directors, namely Mr. LUETH Allen Warren, Mr. BEHRENS Ernst Hermann and Mr. ZHU Jia.