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中國包裝集團有限公司
China Packaging Group Company Limited

(Provisional Liquidators Appointed)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 572)

**CONDITIONS FOR RESUMPTION OF
TRADING IN THE SHARES**

Reference is made to the announcement of the Company dated 24 February 2010 (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement, unless the context requires otherwise.

The Stock Exchange placed the Company in the first stage of delisting under Practice Note 17 of the Listing Rules from the date of the suspension of trading of the shares of the Company on 28 April 2009. On 21 August 2010, the Company submitted a resumption proposal to the Stock Exchange and has subsequently made various further submissions (together, the “**Resumption Proposal**”). By a letter dated 26 May 2011, the Stock Exchange informed the Company that the Stock Exchange allows trading resumption if the Company fulfils the following conditions by 31 December 2011:

- (1) completion of the bonus issue, subscriptions of new shares, preference shares and convertible bonds, issuance of the creditors’ options and the scheme and all other transactions contemplated under the Resumption Proposal;
- (2) inclusion of the following in the circular to shareholders:
 - (a) detailed disclosure of the Resumption Proposal which is comparable to prospectus standards;
 - (b) a profit forecast for the year ending 31 December 2011 together with reports from the auditors and the financial adviser under paragraph 29(2) of Appendix 1b of the Listing Rules;

- (c) a pro forma balance sheet upon completion of the Resumption Proposal and a comfort letter from an independent accounting firm under Rule 4.29 of the Listing Rules;
- (3) demonstrating that the Company has adequate financial reporting systems to meet its obligations under the Listing Rules; and
- (4) discharge of the winding-up petition and the provisional liquidators.

The Company should also comply with the Listing Rules.

The Stock Exchange may modify the resumption conditions if the Company's situation changes.

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended since 9:30 a.m. on 28 April 2009 and will remain suspended until further notice.

The release of this announcement does not necessarily indicate the shares of the Company will be resumed for trading. The transactions contemplated in the Resumption Proposal are subject to the parties entering into a number of agreements, and therefore may or may not materialise. Investors and shareholders of the Company should note that the Company has not entered into any legally-binding documentation for the proposed transaction such as the restructuring agreement and even if and when such documentation is entered into, there is no assurance that the proposed transaction will complete. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

For and on behalf of
China Packaging Group Company Limited
(Provisional Liquidators Appointed)
Fok Hei Yu
Roderick John Sutton
*Joint and Several Provisional Liquidators who act
without personal liabilities*

Hong Kong, 27 May 2011

On the basis of the information available from the previous announcements made by the Company, the board of directors of the Company comprises one executive director, namely, Mr. Liu Zhi Qiang, and one independent non-executive director, namely Mr. Chong Hoi Fung.