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

If you have sold or transferred all your shares in Pacific Millennium Packaging Group Corporation (the “Company”), you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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PACIFIC MILLENNIUM PACKAGING GROUP CORPORATION

國際濟豐包裝集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1820)

(1) RE-ELECTION OF RETIRING DIRECTORS; AND (2) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Suite 2A, Building 2, No. 398 Tianlin Road, Shanghai, the People's Republic of China on Tuesday, 28 June 2022 at 9:00 a.m. is set out on pages AGM-1 to AGM-2 of this circular.

A form of proxy for use at the Company's annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.pmpgc.com). If you do not intend to attend the meeting but wish to exercise your right as a Shareholder, you are required to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 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 the Company's shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and in such event, the proxy shall be deemed to be revoked.

All times and dates specified herein refer to Hong Kong local times and dates.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders (as defined in the section headed “DEFINITIONS”) and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM (as defined in the section headed “DEFINITIONS”):

- (1) Compulsory temperature screening/checks
- (2) Submission of Health Declaration Form
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the AGM venue, at the absolute discretion of the Company as permitted by law.

For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy and to return their form of proxy by the time specified above, instead of attending the AGM in person. All times and dates specified herein refer to Hong Kong local times and dates.

CONTENTS

	<i>Pages</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
INTRODUCTION	3
RE-ELECTION OF RETIRING DIRECTORS	4
RECOMMENDATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS	5
NOTICE OF ANNUAL GENERAL MEETING	5
FORM OF PROXY	5
VOTING BY WAY OF POLL	6
ADDITIONAL ARRANGEMENTS FOR THE AGM	6
RESPONSIBILITY STATEMENT	7
RECOMMENDATION	7
GENERAL INFORMATION	7
APPENDIX — DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	I-1
NOTICE OF ANNUAL GENERAL MEETING	AGM-1

Accompanying document:

— *Form of Proxy*

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Suite 2A, Building 2, No. 398 Tianlin Road, Shanghai, the People’s Republic of China on Tuesday, 28 June 2022 at 9:00 a.m. or any adjournment thereof, the notice of which is set out on pages AGM-1 to AGM-2 of this circular
“Articles of Association”	the articles of association of the Company, as may be amended from time to time
“Board”	the board of Directors
“Company”	Pacific Millennium Packaging Group Corporation (國際濟豐包裝集團), a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“US” United States of America

“%” per cent.

In this circular, the terms “controlling shareholder(s)”, “subsidiary/subsidiaries” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

LETTER FROM THE BOARD



PACIFIC MILLENNIUM PACKAGING GROUP CORPORATION

國際濟豐包裝集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1820)

Executive Director:

Mr. Cheng Hsien-Chun

Non-executive Directors:

Mr. Chow Tien-Li

Mr. Philip Tan

Independent Non-executive Directors:

Mr. Wang Jisheng

Mr. Kiang Tien Sik David

Dr. Su Morley Chung Wu

Registered office:

PO Box 472

2nd Floor, Harbour Place

103 South Church Street

George Town

Grand Cayman KY1-1106

Cayman Islands

Principal place of business

in Hong Kong:

Suite 2104, 21st Floor,

Tower 2, Lippo Centre,

89 Queensway, Hong Kong

26 May 2022

To the Shareholders

Dear Sir or Madam

(1) RE-ELECTION OF RETIRING DIRECTORS;

AND

(2) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of Annual General Meeting and, *inter alia*, the following proposal to be put forward at the Annual General Meeting for the approval by the Shareholders: the re-election of the retiring Directors.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consists of six Directors: one executive Director, namely Mr. Cheng Hsien-Chun; two non-executive Directors, namely Mr. Chow Tien-Li (“**Mr. Chow**”) and Mr. Philip Tan; and three independent non-executive Directors, namely Mr. Wang Jisheng, Mr. Kiang Tien Sik David (“**Mr. Kiang**”) and Dr. Su Morley Chung Wu.

In accordance with article 16.19 of the Articles of Association, at each Annual General Meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year will be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. Accordingly, Mr. Chow (non-executive Director) and Mr. Kiang (independent non-executive Director), who have been longest in office since their last election, shall retire at the Annual General Meeting and, being eligible, have offered themselves for re-election as Directors thereat.

The nomination committee of the Board (the “**Nomination Committee**”) has assessed and reviewed the annual written confirmation of independence from each of the independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all the independent non-executive Directors, including Mr. Kiang remain independent. Further, the Nomination Committee has also evaluated the performance of Mr. Chow and Mr. Kiang during 2021 based on the nomination policy of the Company, which was disclosed in the annual report of the Company for the year ended 31 December 2021 and found their performance satisfactory. The Nomination Committee also considered that each of Mr. Chow and Mr. Kiang’s experience, skills and other perspectives as set out in the Appendix to this circular can bring further contributions to the Board and its diversity. Therefore, with the recommendation of the Nomination Committee, the Board has recommended that the retiring Directors, namely Mr. Chow and Mr. Kiang to stand for re-election as Directors at the AGM. As a good corporate governance practice, each of Mr. Chow and Mr. Kiang abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders. The Board believes that the continuous appointment of the retiring Directors contributes to the stability and diversity of the Board.

To enable the Shareholders to make an informed decision on the re-election of the retiring Directors, the biographical details of the retiring Directors are set out in Appendix to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board proposed a final dividend for the year ended 31 December 2021 of HK\$0.08 per Share (2020: HK\$0.16), which is subject to the approval of the Shareholders at the Annual General Meeting.

The final dividend for the year ended 31 December 2021, if approved by the Shareholders at the Annual General Meeting, will be paid on Wednesday, 20 July 2022 to the Shareholders whose name appear on the register of members of the Company on Friday, 8 July 2022.

In order to determine the identity of the Shareholders who are entitled to the final dividend, the register of members of the Company will be closed from Tuesday, 5 July 2022 to Friday, 8 July 2022 (both dates inclusive), during which period no transfer of shares will be effected. The final dividend will be paid in Hong Kong dollars. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 4 July 2022.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages AGM-1 to AGM-2 of this circular is the notice of Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to the Shareholders to consider and approve the re-election of the retiring Directors.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.pmpgc.com). If you do not intend to attend the Annual General Meeting but wish to exercise your right as a Shareholder, you are required to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time fixed for the holding of the Annual General Meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 13.6 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of 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/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

ADDITIONAL ARRANGEMENTS FOR THE AGM

Due to the travel restriction currently imposed on the border between Hong Kong and Mainland China, the following additional arrangements will be made for the Shareholders:

- a. Subject to prior registration and completion of identity verification, Shareholders may view and participate the AGM through a live webcast (the “**Webcast**”) which can be accessed by using a smart phone, computer, tablet device or any device installed with the relevant app. Shareholders will be able to access the Webcast using the same link at the start of the AGM until its conclusion. Please follow the instructions on the landing page on how to access the Webcast. Any Shareholder who wishes to access the AGM by the Webcast must send his/her full name, phone number and registered address to this email address: contact@pmpgc.com not later than 72 hours before the appointed time and date of the AGM. Shareholders may be required to produce identification documents to show identity and enable the Company to check against its Shareholders’ records. Shareholders having completed registration and identity verification will be provided the web link and/or password to access the Webcast at the start of the AGM until conclusion. Shareholders who are given the web link and/or password of the Webcast should not share such information to anyone else.
- b. Shareholders having completed registration and identity verification can submit questions to the Board in advance of the AGM via this email address: contact@pmpgc.com. Shareholders having completed registration and identity verification can also submit questions during the AGM through the message board of the Webcast. Subject to the discretion of the chairman of the AGM as to the proper conduct of the meetings, questions relevant to the business of the AGM will be addressed by the Board during the AGM.
- c. No remote voting system will be provided at the Webcast. If a Shareholder (whether individual or corporate) wishes to exercise rights as a shareholder at the AGM without attending the AGM, he/she/it must appoint the chairman of the AGM or such other

LETTER FROM THE BOARD

nominated person as the proxy to attend and vote on his/her/its behalf at the AGM. In appointing the chairman of the AGM as his/her/its proxy, a Shareholder (whether individual or corporate) must give specific instructions as to voting in the form of proxy.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of AGM including the re-election of the retiring Directors are in the interests of the Company 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.

GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

The English text of this circular and form of proxy shall prevail over the Chinese text.

Yours faithfully
By order of the Board
Pacific Millennium Packaging Group Corporation
Cheng Hsien-Chun
Chairman

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

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

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, nor has any directorships in other listed public companies in the last three years. In addition, save as disclosed herein, none of the following Directors has any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed herein, 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 the requirements of rules 13.51(2)(h) to (v) of the Listing Rules.

DIRECTOR CANDIDATES

Mr. Chow Tien-Li (周天力), aged 65, is our non-executive Director appointed on 29 January 2018. Mr. Chow was a director of Pacific Millennium Paper Group Limited (國際濟豐紙業集團有限公司) (“**PMPG(HK)**”), an indirect wholly-owned subsidiary of the Company, from January 2013 to November 2020. He first joined our Group in 2008 and served as a director and general manager of Pacific Millennium Packaging Corporation* (濟豐包裝(上海)有限公司) (“**PMPC**”) and Kunshan Pacific Millennium Packaging Co., Ltd.* (昆山濟豐包裝有限公司) (“**KSBP**”), both are indirect wholly-owned subsidiaries of the Company, during the period from October 2008 to March 2014 and the period from May 2010 to March 2013, respectively. During his previous tenure with our Group, he was mainly responsible for domestic trading in the PRC. Mr. Chow is also a member of the audit committee of the Board.

He obtained a bachelor degree of physics in applied mathematics from Fu Jen Catholic University (輔仁大學), Taiwan in June 1980. Prior to joining our Group, he had worked for Pacific Millennium Holdings Corporation (“**PMHC**”), our controlling shareholder, and its subsidiaries during the period from 1990 to 2002 (excluding the year 1999) including serving as a sales manager in PMHC’s Taiwan, PRC and Southeast Asia trading offices, and a director of business development in PMHC.

Mr. Chow has entered into a letter of appointment (renewal) with the Company for a term of 3 year commencing on 21 December 2019. Pursuant to his renewed letter of appointment, Mr. Chow is entitled to a director’s fee of HK\$240,000 per annum.

Mr. Kiang Tien Sik David (江天錫), aged 75, is our independent non-executive Director appointed on 30 November 2018. He obtained a Bachelor of Science in Aeronautics and Astronautics from Massachusetts Institute of Technology, US in June 1969 and a degree of Master

in Business Administration from Harvard University, Boston, US in June 1975. Mr. Kiang had extensive experience in the banking and financial industry from his past and current work experience. He is currently an independent director of Bank of China Travel Service Co., Ltd. Jiaozuo (焦作中旅銀行股份有限公司) and a director of Thai Jiang Jin Properties (Shanghai) Co. Ltd. (泰江金置業(上海)有限公司).

Mr. Kiang had also held various senior management positions in different banks. He was appointed as the chief executive, China/Macau of Standard Chartered Bank, a group company of Standard Chartered PLC, a company listed in the London Stock Exchange and the Stock Exchange, in 1993, the chief executive of Bangkok Bank Public Company Limited, Hong Kong Branch, a company listed on The Stock Exchange of Thailand, in 1996 and the managing director and chief executive of N M Rothschild & Sons (Hong Kong) Limited in 1998 and was the chief executive of Da Tang Xi Shi International Group Limited* (大唐西市國際集團有限公司). Through his experience in the senior management positions held in different banks and financial institutions, Mr. Kiang has experience in internal controls and reviewing and analysing audited financial statements of public companies.

Mr. Kiang is a member of the nomination committee and the environment committee, and the chairman of the audit committee of the Company.

Mr. Kiang has entered into a letter of appointment (renewal) with the Company for a term of 3 year commencing on 21 December 2019. Pursuant to his renewed letter of appointment, Mr. Kiang is entitled to a director's fee of HK\$240,000 per annum.

NOTICE OF ANNUAL GENERAL MEETING



PACIFIC MILLENNIUM PACKAGING GROUP CORPORATION

國際濟豐包裝集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1820)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Pacific Millennium Packaging Group Corporation (the “Company”) will be held at Suite 2A, Building 2, No. 398 Tianlin Road, Shanghai, the People’s Republic of China on Tuesday, 28 June 2022 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director”) and independent auditors for the year ended 31 December 2021.
2. To declare a final dividend of HK\$0.08 per share of the Company for the year ended 31 December 2021.
3.
 - (1) To re-elect Mr. Chow Tien-Li as a non-executive Director.
 - (2) To re-elect Mr. Kiang Tien Sik David as an independent non-executive Director.
4. To re-appoint BDO Limited as independent auditors of the Company and to authorise the Board to fix their remuneration.

Yours faithfully

By order of the Board

Pacific Millennium Packaging Group Corporation

Cheng Hsien-Chun

Chairman

Hong Kong, 26 May 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) All resolutions proposed at the AGM will be voted by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on both the websites of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the Company at www.pmpgc.com in accordance with the Listing Rules.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; 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 said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) A form of proxy for use at the AGM is enclosed with the circular of the Company. In order to be valid, a form of proxy must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 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 notarised 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 shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The transfer books and register of members will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022, both days inclusive to determine the entitlement of the shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investors Service Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30p.m. on Wednesday, 22 June 2022.
- (vi) The transfer books and register of members will also be closed from Tuesday, 5 July 2022 to Friday, 8 July 2022, both days inclusive to determine the entitlement of the shareholders to receive final dividend, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 4 July 2022.
- (vii) All times and dates specified herein refer to Hong Kong local times and dates.