

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt** as to any aspect of this circular, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Aluminum Cans Holdings Limited 中國鋁罐控股有限公司 (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed dealer, or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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## **China Aluminum Cans Holdings Limited**

**中國鋁罐控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 6898)**

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

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A notice dated 31 March 2014 convening the annual general meeting of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 5 May 2014 at 3:00 p.m. is set out in this circular. A form of proxy for use at the annual general meeting is enclosed herewith. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding 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 adjourned meeting if you so wish.

31 March 2014

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 5 May 2014 at 3:00 p.m.;
“Articles”	the articles of association adopted by the Company, and as amended from time to time by resolution of the Shareholders of the Company;
“Associates”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Chairman”	chairman of the Board;
“Company”	China Aluminum Cans Holdings Limited 中國鋁罐控股有限公司, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange;
“Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time;
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to Mr. Lin Wan Tsang, Ms. Ko Sau Mee and Wellmass International Limited;
“Director(s)”	director(s) of the Company;
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

## DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM;
“Latest Practicable Date”	19 March 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Date”	12 July 2013, the date on which trading in the Shares commenced on the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing the relevant resolution at the AGM;
“Retiring Directors”	the Directors retiring at the AGM and, being eligible, are offering themselves for re-election at the AGM, in accordance with the Articles, namely Mr. Lin Wan Tsang, Ms. Ko Sau Mee and Mr. Chamlong Wachakorn;
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong; and
“%”	per cent.

**China Aluminum Cans Holdings Limited**  
**中國鋁罐控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 6898)**

***Executive Directors:***

Mr. Lin Wan Tsang (*Chairman*)  
Mr. Chamlong Wachakorn  
Ms. Ko Sau Mee

***Registered office:***

Clifton House, 75 Fort Street,  
P.O. Box 1350,  
Grand Cayman KY1-1108,  
Cayman Islands

***Non-executive Director:***

Mr. Kwok Tak Wang

***Principal place of business in Hong Kong:***

Unit G, 20/F., Golden Swan Centre,  
Nos. 59/67 Bonham Strand West,  
Sheung Wan,  
Hong Kong

***Independent non-executive Directors:***

Mr. Chung Yi To  
Ms. Guo Yang  
Mr. Leung Man Fai  
Dr. Lin Tat Pang

31 March 2014

*To Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (a) the Issue Mandate; (b) the Repurchase Mandate; (c) the Extension Mandate and (d) the re-elections of Directors. This circular contains the explanatory statement and gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

A notice convening the AGM is set out on pages 14 to 18 of this circular.

## LETTER FROM THE BOARD

### GRANT OF ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the written resolutions passed by all Shareholders on 20 June 2013, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of the above resolutions are set out in resolutions paragraphs 5 to 7 as set out in the notice of the AGM contained in pages 14 to 18 of this circular.

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. On the basis that no further Shares are repurchased or issued prior to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 40,000,000 Shares and under the Issue Mandate to issue a maximum of 80,000,000 Shares, representing 10% and 20% of the issued Shares as at the Latest Practicable Date respectively.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at 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 the Company's memorandum of association and the Articles or the Companies Law or any other applicable laws of the Cayman Islands to be held; or (c) the time when such mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting.

## **LETTER FROM THE BOARD**

With reference to the Repurchase Mandate and the Issue Mandate, the Directors wish to state that they have no immediate plans to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix I to this circular.

### **RE-ELECTION OF THE DIRECTORS**

As at the Latest Practicable Date, the executive Directors are Mr. Lin Wan Tsang, Mr. Chamlong Wachakorn and Ms. Ko Sau Mee, the non-executive Director is Mr. Kwok Tak Wang and the independent non-executive Directors are Mr. Chung Yi To, Ms. Guo Yang, Mr. Leung Man Fai and Dr. Lin Tat Pang.

Pursuant to Article 108(a) and Article 108(b) of the Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, 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 3 years. A retiring Director shall be eligible for re-election. Mr. Lin Wan Tsang, Mr. Chamlong Wachakorn and Ms. Ko Sau Mee shall retire from office by rotation at the AGM, and being eligible, will offer themselves for re-election.

Particulars of each of the Retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

### **AGM AND PROXY ARRANGEMENT**

A notice of the AGM is set out on pages 14 to 18 of this circular.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **VOTE BY POLL**

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

### RECOMMENDATION

Resolutions to be proposed at the AGM include ordinary resolutions relating to (a) the proposed grant of each of the Issue Mandate, Repurchase Mandate and Extension Mandate; and (b) the proposed re-election of each of the Retiring Directors. The Directors consider that all the proposed resolutions are in the best interest of the Company and the Shareholders as a whole and, accordingly, recommend all Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

Yours faithfully  
For and on behalf of the Board  
**China Aluminum Cans Holdings Limited**  
中國鋁罐控股有限公司  
**Lin Wan Tsang**  
*Chairman and executive Director*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.*

## **LISTING RULES RELATING TO THE REPURCHASES OF SECURITIES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

## **SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 400,000,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 40,000,000 Shares.

The Repurchase Mandate will expire at 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 the Company's memorandum of association and the Articles or the Companies Law or any other applicable laws of the Cayman Islands to be held; or (c) the time when such mandate is revoked or varied by ordinary resolution of the Shareholders in general meeting.

## **FUNDING OF REPURCHASE**

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any purchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the purchase or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

As compared with the financial position of the Company as at 31 December 2013 (being the date of its latest audited accounts), the Directors consider that there would not be a material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate is to be exercised in full during the proposed repurchase period. However, 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 or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

### **REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. 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 earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective Associates (as defined in the Listing Rules) currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM.

No connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders at the AGM.

### **DIRECTOR'S UNDERTAKING**

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

### **THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If as a result of a repurchase of Shares a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, 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 Takeover Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Wellmass International Limited, being the Controlling Shareholder of the Company, held 300,000,000 Shares representing 75% of the issued share capital of the Company. Wellmass International Limited is 100% beneficially owned by Mr. Lin Wan Tsang. As Ms. Ko Sau Mee is the spouse of Mr. Lin Wan Tsang, Ms. Ko Sau Mee is deemed to be interested in the shares of Wellmass International Limited held by Mr. Lin Wan Tsang. Accordingly, Mr. Lin Wan Tsang and Ms. Ko Sau Mee are deemed to be interested in the Shares held by Wellmass International Limited. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the interests of Wellmass International Limited, Mr. Lin Wan Tsang and Ms. Ko Sau Mee in the Company would

increase to approximately 83.33% of the issued share capital of the Company and such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeover Code. The Company will not repurchase Shares if that repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital.

### SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the last six months.

### SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange since 12 July 2013, being the Listing Date, and up to the Latest Practicable Date were as follows:

Month	Per Share	
	Highest (HK\$)	Lowest (HK\$)
<b>2013</b>		
July (from the Listing Date)	1.48	1.04
August	1.32	1.20
September	1.33	1.00
October	1.62	1.43
November	1.61	1.34
December	1.69	1.38
<b>2014</b>		
January	1.69	1.50
February	1.71	1.53
March ( <i>Note</i> )	1.63	1.54

*Note:* Up to the Latest Practicable Date

*The following are the particulars of the Directors (as required by the Listing Rules) who are subject to re-election at the AGM.*

**(1) Mr. Lin Wan Tsang**

Mr. Lin Wan Tsang, aged 48, is the founder and general manager of the Group, an executive Director and Chairman of the Board. He is responsible for formulating corporate strategies and overseeing the overall business of the Group.

Mr. Lin has over 18 years of experience in the aluminum packaging industry and has extensive experience in the aerosol manufacturing industry. Mr. Lin started his business in the production of aluminum aerosol cans when he established Chaoyang City Euro Asia Aluminum Cans Industrial Company Limited (潮陽市歐亞鋁罐工業有限公司) in 1995. Leveraging upon his experience and business connection in the aluminum packaging industry for aerosols, he further expanded his business into the aerosol manufacturing and aerosol filling industries through the establishment of Guangzhou Botny Chemical Co., Ltd. (廣州保賜利化工有限公司) (“**Botny Chemical**”) in 2000 and Guangzhou Euro Asia Aerosol & Household Products Manufacture Co., Ltd. (廣州歐亞氣霧劑與日化用品製造有限公司) (“**Euro Asia Aerosol**”) in 2006. Mr. Lin is the ultimate Shareholder and director of Botny Chemical and Euro Asia Aerosol, holding the entire issued share capital of each of these companies.

Mr. Lin is currently the vice-president of Guangdong Provincial Association of Standardization (廣東省標準化協會), a standing member of China Packaging Federation (中國包裝聯合會) (“**CPF**”) and the All-China Environment Federation (中華環保聯合會), and a visiting professor of Zhongshan Torch Polytechnic (中山火炬職業技術學院).

Mr. Lin was appointed as a member of the Conghua City Chinese People’s Political Consultative Conference National Committee (從化市政協委員會) in 2011, vice-principal of the Metal Containers Committee (金屬容器委員會) of CPF for the period from 2011 to 2016, vice-president of Zhongshan City Printing and Packaging Association (中山市印刷包裝行業協會) for the period from 2011 to 2014, and the deputy director of the Aerosol Packaging Committee (氣霧劑專業委員會) of CPF for the period from 2008 to 2013. He was awarded as honorary citizen of Conghua City, Guangdong Province in 2010.

Mr. Lin is the husband of Ms. Ko Sau Mee. Save as disclosed above, Mr. Lin is not connected with any existing Directors, substantial Shareholders, Controlling Shareholders or senior management of the Company.

As at the Latest Practicable Date, Mr. Lin was deemed to be interested in 300,000,000 Shares, representing 75% of the issued share capital of the Company.

Mr. Lin has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date and shall continue thereafter until terminated by either party by giving not less than three months’ notice in writing at any time after such initial fixed term to the other and he is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles. Mr. Lin was entitled to HK\$600,000 per annum for his appointment as an executive Director

and may also be entitled to a discretionary bonus if so recommended by the remuneration committee of the Company and approved by the Board having regard to the operation results of the Group and his performance, provided that the aggregate amount of bonuses payable to all the executive Directors for any financial year may not exceed five percent of the audited consolidated net profits of the Group after taxation and minority interest but before extraordinary items attributable to Shareholders of the Company of the relevant year.

Mr. Lin did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. There is no information relating to Mr. Lin that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

## (2) Mr. Chamlong Wachakorn

Mr. Chamlong Wachakorn, aged 70, is an executive Director and has been a director of Euro Asia Packaging since June 2002. He is responsible for the formulation and development of business strategies for the Group.

He is currently the legal representative of Zhen Qiao Foods (Guangzhou) Co. Ltd. (廣州真巧食品有限公司) (“**Zhen Qiao Foods**”). Between May 2009 and March 2013, he was also the director, legal representative and manager of Euro Asia Aerosol.

He has been the vice-president of Guangzhou Conghua City Resident Enterprises Association (廣州從化市民營企業協會), vice-president of the 4th session of the Jiangpo Sub-council of the Conghua City Federation of Commerce and Industry (從化市工商業聯合會江埔分會第四屆商會), vice-president of the 14th session of the executive committee of the General Chamber of Commerce of Conghua City (從化市總商會十四屆執行委員會), vice-president of the Conghua City Sub-council of the China Council for the Promotion of International Trade (中國國際貿易促進委員會從化市支會), vice-president of China Chamber of International Commerce Conghua Chamber of Commerce (中國國際商會從化商會) and a member of the Conghua City Chinese People’s Political Consultative Conference National Committee (從化市政協委員會).

Mr. Wachakorn is not connected with any existing Directors, substantial Shareholders, Controlling Shareholders or senior management of the Company.

As at the Latest Practicable Date, Mr. Wachakorn was interested in 3,500,000 Share pursuant to the options granted to him by the Company under the pre-IPO share option scheme adopted by the Company on 20 June 2013.

Mr. Wachakorn has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date and shall continue thereafter until terminated by either party by giving not less than three months’ notice in writing at any time after such initial fixed term to the other and he is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles. Mr. Wachakorn was entitled to HK\$300,000 per annum for his appointment

as an executive Director and may also be entitled to a discretionary bonus if so recommended by the remuneration committee of the Company and approved by the Board having regard to the operation results of the Group and his performance, provided that the aggregate amount of bonuses payable to all the executive Directors for any financial year may not exceed five percent of the audited consolidated net profits of the Group after taxation and minority interest but before extraordinary items attributable to Shareholders of the Company of the relevant year.

Mr. Wachakorn did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. There is no information relating to Mr. Wachakorn that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

### (3) Ms. Ko Sau Mee

Ms. Ko Sau Mee, aged 47, is a founder and an executive Director. She is responsible for formulating corporate strategies and overseeing the overall business of the Group.

Ms. Ko has over 10 years of experience in the aluminum packaging industry. She together with Mr. Lin established Euro Asia Packaging (Guangdong) Co., Ltd (“Euro Asia Packaging”) in 2002 to engage in the manufacture and sale of aluminum aerosol cans and Botny Chemical in 2000 to engage in the production and sale of aerosol.

Ms. Ko has been a director of Euro Asia Packaging and Botny Chemical since 2002 and 2000 respectively.

Ms. Ko is the wife of Mr. Lin Wan Tsang. Save as disclosed above, Ms. Ko is not connected with any existing Directors, substantial Shareholders, Controlling Shareholders or senior management of the Company.

As at the Latest Practicable Date, Ms. Ko was deemed to be interested in 300,000,000 Shares, representing 75% of the issued share capital of the Company.

Ms. Ko has entered into a service agreement with the Company for an initial fixed term of three years commencing from the Listing Date and shall continue thereafter until terminated by either party by giving not less than three months’ notice in writing at any time after such initial fixed term to the other and he is subject to retirement from office and re-election at the annual general meeting of the Company and vacation of office in accordance with the Articles. Ms. Ko was entitled to HK\$300,000 per annum for his appointment as an executive Director and may also be entitled to a discretionary bonus if so recommended by the remuneration committee of the Company and approved by the Board having regard to the operation results of the Group and her performance, provided that the aggregate amount of bonuses payable to all the executive Directors for any financial year may not exceed five percent of the audited consolidated net profits of the Group after taxation and minority interest but before extraordinary items attributable to Shareholders of the Company of the relevant year.

Ms. Ko did not hold any directorship in other listed company in the past three years prior to the Latest Practicable Date. There is no information relating to Ms. Ko that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**China Aluminum Cans Holdings Limited**  
**中國鋁罐控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 6898)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of China Aluminum Cans Holdings Limited 中國鋁罐控股有限公司 (the “**Company**”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong, on 5 May 2014 at 3:00 p.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the directors’ report and the independent auditors’ report for the financial year ended 31 December 2013.
2. To declare a final dividend of HK\$0.03 per ordinary share of the Company in respect of the financial year ended 31 December 2013.
3. (A) (i) To re-elect Mr. Lin Wan Tsang as an executive Director;  
(ii) To re-elect Mr. Chamlong Wachakorn as an executive Director; and  
(iii) To re-elect Ms. Ko Sau Mee as an executive Director.  
(B) To authorise the Board of Directors of the Company to fix the remuneration of the Directors of the Company.
4. To re-appoint the Company’s auditors and to authorize the Board of Directors to fix the remuneration of the auditors.

**AS SPECIAL BUSINESS**

5. To consider and, if thought fit, pass with or without modifications, the following resolution as ordinary resolution of the Company:

“**THAT**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the Company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors, officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of the Company in force from time to time; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this resolution; and

“**Rights Issue**” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to

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any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. To consider and, if thought fit, pass with or without modifications, the following resolution as ordinary resolution of the Company:

**“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all 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 which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of the shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly;
- (c) subject to the passing of each of the paragraph (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which has been granted to the Directors of the Company and which are still in effect be and are hereby revoked; and
- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors of the Company by this resolution.”

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7. To consider and, if thought fit, pass with or without modifications, the following resolution as ordinary resolution of the Company:

“**THAT** conditional upon the ordinary resolutions set out in paragraphs 5 and 6 of the notice convening this meeting being passed, the general mandate granted to the Directors of the Company to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 5 of the notice convening this meeting be and is hereby **extended** by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 6 of the notice convening this meeting, provided that such extended amount shall not exceed 10% of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution.”

By Order of the Board  
**China Aluminum Cans Holdings Limited**  
中國鋁罐控股有限公司  
**Lin Wan Tsang**  
*Chairman and executive Director*

Hong Kong, 31 March 2014

*As at the date of this notice, the executive Directors are Mr. Lin Wan Tsang, Mr. Chamlong Wachakorn and Ms. Ko Sau Mee; the non-executive Director is Mr. Kwok Tak Wang; and the independent non-executive Directors are Mr. Chung Yi To, Ms. Guo Yang, Mr. Leung Man Fai and Dr. Lin Tat Pang.*

*Notes:*

1. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or the adjourned meeting.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

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5. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, then one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holder stand on the register in respect of the relevant joint holding.
6. The enclosed form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an office, attorney or other person duly authorized to sign the same.
7. For the purposes of determining the eligibility of the Company's Shareholders to attend and vote at the above meeting, and entitlement to the proposed final dividend for the year ended 31 December, 2013 (the "Final Dividend"), the Company's register of members (the "Register of Members") will be closed. Details of such closures are set out below:

- (i) For determining eligibility to attend and vote at the above meeting:

Latest time to lodge transfers	4:30 p.m. on Tuesday, 28 April, 2014
Closure of Register of Members	Thursday, 29 April, 2014 to Monday, 5 May 2014 (both dates inclusive)
Record date	Monday, 5 May 2014

- (ii) For determining entitlement to the Final Dividend:

Latest time to lodge transfers	4:30 p.m. on Friday, 9 May, 2014
Closure of Register of Members	Monday, 12 May, 2014 to Wednesday, 14 May 2014 (both dates inclusive)
Record date	Wednesday, 14 May 2014

During the above closure periods, no transfer of shares of the Company will be registered. To be eligible to attend and vote at the above meeting, and to qualify for entitlement to the Final Dividend, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than the aforementioned latest time.