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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of CPMC Holdings Limited (the “**Company**”) will be held at 32nd Floor, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong on Monday, 30 May 2022 at 10:30 a.m. for the following purposes:

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company and auditors for the year ended 31 December 2021.
2. To declare a final dividend of RMB0.095 (equivalent to HK11.5 cents) per share for the year ended 31 December 2021.
3.
 - (a) To re-elect Mr. Zhou Yuan as a non-executive director of the Company.
 - (b) To re-elect Mr. Shen Tao as a non-executive director of the Company.
 - (c) To re-elect Mr. Chen Jihua as an independent non-executive director of the Company.
 - (d) To re-elect Dr. Zhao Wei as a non-executive director of the Company.
 - (e) To re-elect Mr. Meng Fanjie as a non-executive director of the Company.
 - (f) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint Baker Tilly Hong Kong Limited as auditors and to authorise the board of directors of the Company to fix their remuneration for the ensuing year.

To consider as special business and, if thought fit, pass with or without modification the following resolutions as Ordinary Resolutions of the Company:

5. “THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, 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 and deal with additional shares in the capital of the Company or securities convertible into shares in the Company, or options, warrants or similar rights to subscribe for any share in the Company, and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the number of shares in the Company allotted or agreed conditionally or unconditionally to be allotted (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 the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company; and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) an exercise of rights of subscription or conversion under the terms of any warrant issued by the Company or any securities which are convertible into shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Articles of Association of the Company from time to time; or (v) a specific authority granted by the shareholders of the Company at general meeting, shall not exceed 20 per cent. of the number of issued shares of the Company as at the date of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after passing of this Resolution) effected from time to time during the Relevant Period and the said approval shall be limited accordingly; and

(d) for the purpose 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 Association of the Company or by any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution; and

“Rights Issue” means an offer of shares 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 on a fixed record date in proportion to their then 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “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 in the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares in the Company may be listed and is recognised by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the number of shares in the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the number of issued shares of the Company as at the date of passing of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after passing of this Resolution) effected from time to time during the Relevant Period and the said approval shall be limited accordingly; and
- (c) for the purpose 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 Association of the Company or by any applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”

7. “THAT:

- (a) conditional upon the passing of ordinary resolutions no. 5 and 6 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the Company pursuant to ordinary resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of shares in the Company which may be repurchased by the Company under the authority granted pursuant to ordinary resolution no. 6 set out in the notice convening this meeting, provided that such number shall not exceed 10 per cent. of the number of issued shares of the Company as at the date of passing of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after passing of this Resolution) effected from time to time during the Relevant Period; and

- (b) for the purpose 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 Association of the Company or by any applicable laws to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution.”

By order of the Board
Zhang Xin
Chairman and Executive Director

Hong Kong, 21 April 2022

As at the date of this notice, the board of directors of the Company comprises: Mr. Zhang Xin as the chairman and executive director of the Company; Mr. Zhang Ye as an executive director of the Company; Dr. Zhao Wei, Messrs. Meng Fanjie, Zhou Yuan and Shen Tao as non-executive directors of the Company; and Messrs. Cheng Yuk Wo, Pun Tit Shan and Chen Jihua as independent non-executive directors of the Company.

Notes:

1. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Also, Article 65 of the Company’s Articles of Association provides that at any general meeting a resolution put to the vote of a meeting shall be decided by poll.
2. As set out in the section headed “Appendix IV – Special Arrangements for the Annual General Meeting” of the Company’s circular dated 21 April 2022, the Annual General Meeting will be a hybrid meeting. The Company strongly encourages Shareholders to exercise their rights to attend and vote at the Annual General Meeting by electronic facilities. As Shareholders will not be permitted to attend the Annual General Meeting in person, all Shareholders (other than those who are required to attend the Annual General Meeting physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the Annual General Meeting shall appoint the Chairman of the Annual General Meeting as their proxy (for Shareholders who are required to attend the Annual General Meeting physically to form a quorate meeting, a senior management member and/or a senior staff member of the Company shall be appointed as their proxy) by completing, signing and returning the proxy form (together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority) in accordance with the instructions printed thereon to the Hong Kong branch share registrar of the Company, Computershare Hong

Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or to the electronic address specified in the Annual General Meeting notice or in the proxy form. For the Annual General Meeting convened to be held on Monday, 30 May 2022 at 10:30 a.m., the deadline to submit completed proxy forms is Saturday, 28 May 2022* at 10:30 a.m. in the case of an appointment of proxy in hard copy form or in electronic form. (* Please note that Computershare Hong Kong Investor Services Limited's offices will not be open on 28 May 2022 for physical delivery of the proxy form. To be effective, all proxy appointments must be lodged with Computershare Hong Kong Investor Services Limited before the deadline)

3. For the purpose of determining the total number of Shareholders who are entitled to attend and vote at the AGM, the transfer books and Register of Members of the Company will be closed from Wednesday, 25 May 2022 to Monday, 30 May 2022 (both days inclusive). During such period, no share transfers will be effected. In order to qualify for attending the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, 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 Tuesday, 24 May 2022.
4. For the purpose of determining the Shareholders' entitlement to the proposed dividend of 2021, the transfer books and Register of Members will be closed from Monday, 6 June 2022 to Thursday, 9 June 2022 (both days inclusive). During such period, no share transfers will be effected. In order to establish entitlements to the proposed dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, 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 Thursday, 2 June 2022.
5. With reference to Resolution 3 above, Mr. Zhou Yuan, Mr. Shen Tao, Mr. Chen Jihua, Dr. Zhao Wei and Mr. Meng Fanjie will retire and being eligible, will offer themselves for re-election at the Annual General Meeting. Their requisite details are set out in Appendix II to the circular of the Company dated 21 April 2022..

6. COVID-19 PANDEMIC SITUATION

The Company will adopt the following special arrangements at the Annual General Meeting for the purpose of public health and safety:

- (a) The Annual General Meeting will be held with the minimum number of persons present as is required under the articles of association of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the risks posed by the COVID-19 pandemic at the Annual General Meeting. No other Shareholder, proxy or corporate representative should attend the Annual General Meeting in person in light of the continuing risks posed by the COVID-19 pandemic. Any other person who attempts to do so will be excluded and will not be permitted entry to the venue of the Annual General Meeting.
- (b) No refreshments will be served at the Annual General Meeting.

- (c) All resolutions at the Annual General Meeting will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the Annual General Meeting by proxy. If a Shareholder (other than those who are required to attend the Annual General Meeting physically to form a quorate meeting) wishes to vote on any resolution at the Annual General Meeting, he/she/it must appoint the Chairman of the Annual General Meeting as his/her/its proxy to exercise his/her/its right to vote at the Annual General Meeting in accordance with his/her/its instructions.
- (d) Shareholders can attend, participate and vote at the Annual General Meeting through online access by visiting the website - <http://meetings.computershare.com/CPMCAGM2022> (the “Online Platform”). Shareholders participating in the Annual General Meeting using the Online Platform will also be counted towards the quorum and they will be able to cast their vote and submit questions through the Online Platform. The Online Platform will be open for registered Shareholders and non-registered Shareholders (see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the Annual General Meeting and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures.
- (e) Shareholders attending the Annual General Meeting using the Online Platform will be able to submit questions relevant to the Company’s proposed resolution online during the Annual General Meeting. Shareholders can also send their questions to the Company by email from Monday, 23 May 2022 (9 a.m.) to Friday, 27 May 2022 (5 p.m.) to ir.cpmc@cofco.com (for registered Shareholders, please state the 10-digit shareholder reference number starting with “C” (SRN) as printed on the top right corner of the Shareholder Notification).

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change and adopt contingency plans for the Annual General Meeting arrangements at short notice, and the Company will ensure that the Annual General Meeting arrangements are in compliance with the articles of association of the Company. While the Company will use its best endeavours to provide necessary updates to the Shareholders on its website at www.cofco-pack.com regarding the Annual General Meeting arrangements, Shareholders should check the latest policies and notices announced by the Hong Kong Government and the website of the Company at www.cofco-pack.com for future updates on the Annual General Meeting arrangements.