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CPMC HOLDINGS LIMITED

中糧包裝控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 906)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of CPMC Holdings Limited (the “**Company**”) will be held at 9:30 a.m., Friday, 30 December 2022 at No. 160, Weiken Street, Hangzhou Economic and Technical Development Zone, Hangzhou, Zhejiang Province, the PRC for the purpose of considering and, if thought fit, passing the following resolution:

AS ORDINARY RESOLUTION

“THAT

1. (i) the conditional deposit services to be provided by COFCO Finance Company Limited (“**COFCO Finance**”) pursuant to the financial services agreement dated 31 October 2022 between COFCO Finance, CPMC Investment Co., Ltd. and the Company (the “**2022 Financial Services Agreement**”), a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the EGM for identification purposes, and the relevant deposit cap on a daily basis in the amount equivalent of RMB900,000,000 set out in the Company’s circular dated 15 December 2022 be and are hereby confirmed, ratified and approved; and

- (ii) any one or more of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the 2022 Financial Services Agreement and the transactions contemplated thereunder.”

By order of the Board
CPMC Holdings Limited
Zhang Xin
Chairman and Executive Director

Hong Kong, 15 December 2022

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 III – Special Arrangements for the EGM” of the Company’s circular dated 15 December 2022, the EGM will be a hybrid meeting. The Company strongly encourages Shareholders to exercise their rights to attend and vote at the EGM by electronic facilities. As Shareholders will not be permitted to attend the EGM in person, all Shareholders (other than those who are required to attend the EGM physically to form a quorate meeting) who wish to appoint a proxy to attend and vote at the EGM shall appoint the Chairman of the EGM as their proxy (for Shareholders who are required to attend the EGM 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 EGM notice or in the proxy form. For the EGM convened to be held on Friday, 30 December 2022 at 9:30 a.m., the deadline to submit completed proxy forms is Wednesday, 28 December 2022 at 9:30 a.m. in the case of an appointment of proxy in hard copy form or in electronic form.
3. For the purpose of determining the total number of Shareholders who are entitled to attend and vote at the EGM, the transfer books and Register of Members of the Company will be closed from Wednesday, 28 December 2022 to Friday, 30 December 2022 (both days inclusive). During such period, no share transfers will be effected. In order to qualify for attending the EGM, 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 Friday, 23 December 2022.

4. COVID-19 PANDEMIC SITUATION

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

- (a) The EGM 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 EGM. No other Shareholder, proxy or corporate representative should attend the EGM 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 EGM.
- (b) No refreshments will be served at the EGM.
- (c) All resolutions at the EGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the EGM by proxy. If a Shareholder (other than those who are required to attend the EGM physically to form a quorate meeting) wishes to vote on any resolution at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/its proxy to exercise his/her/its right to vote at the EGM in accordance with his/her/its instructions.
- (d) Shareholders can attend, participate and vote at the EGM through online access by visiting the website – <https://meetings.computershare.com/CPMCEGM2022> (the “**Online Platform**”). Shareholders participating in the EGM 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 EGM 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 EGM using the Online Platform will be able to submit questions relevant to the Company’s proposed resolution online during the EGM. Shareholders can also send their questions to the Company by email from Wednesday, 21 December 2022 (9 a.m.) to Thursday, 29 December 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 EGM arrangements at short notice, and the Company will ensure that the EGM 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 EGM 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 EGM arrangements.

As at the date of this notice, the chairman of the Board and executive Director is Mr. Zhang Xin, the executive Director is Mr. Zhang Ye, the non-executive Directors are Dr. Zhao Wei, Messrs. Meng Fanjie, Zhou Yuan and Shen Tao, and the independent non-executive Directors are Messrs. Cheng Yuk Wo, Pun Tit Shan and Chen Jihua.