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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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in CPMC Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

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

A notice convening the annual general meeting of CPMC Holdings Limited to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Monday, 29 May 2023 at 3:30 p.m. (the “**Annual General Meeting**”) is set out on pages 16 to 20 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or at any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or at any adjournment thereof should you so wish.

18 April 2023

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Monday, 29 May 2023 at 3:30 p.m.;
“Annual Report 2022”	the annual report of the Company for the year ended 31 December 2022;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules;
“COFCO”	COFCO Corporation (中糧集團有限公司), a wholly state-owned company incorporated in the PRC currently under the purview of the State-owned Assets Supervision and Administration Commission of the State Council of the PRC;
“COFCO Group”	COFCO and its subsidiaries;
“COFCO (HK)”	COFCO (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability, and a direct wholly-owned subsidiary of COFCO;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Company”	CPMC Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange;
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries (within the meaning of the Companies Ordinance and/or the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants) for the time being and from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	12 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“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) in the capital of the Company;
“Share Issue Mandate”	the general and unconditional mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the issued Shares as at the date of passing the resolution approving such mandate;
“Share Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors authorizing the repurchases by the Company on the Stock Exchange of Shares not exceeding 10% of the issued Shares as at the date of passing the resolution approving such mandate;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Codes”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong.

LETTER FROM THE BOARD



CPMC HOLDINGS LIMITED

中糧包裝控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 906)

Executive Directors:

Mr. Zhang Xin (Chairman)
Mr. Zhang Ye (General Manager)

Non-executive Directors:

Dr. Zhao Wei
Mr. Meng Fanjie
Mr. Zhou Yuan
Mr. Shen Tao

Independent Non-executive Directors:

Mr. Cheng Yuk Wo
Mr. Pun Tit Shan
Mr. Chen Jihua

Registered Office:

33rd Floor, COFCO Tower
262 Gloucester Road
Causeway Bay
Hong Kong

18 April 2023

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide you with requisite information regarding certain resolutions to be proposed at the Annual General Meeting. The proposed resolutions include, *inter alia*, (i) the proposal to adopt the audited consolidated financial statements and the reports of the Directors and the auditors; (ii) the proposal to declare a final dividend for the year ended 31 December 2022; (iii) the proposal to re-elect the retiring Directors; and (iv) the proposal to grant the Directors general mandates to issue and repurchase Shares. The notice to the Shareholders regarding the convening of the Annual General Meeting is set out on pages 16 to 20 of this circular.

LETTER FROM THE BOARD

2. ADOPTION OF THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND THE REPORTS OF THE DIRECTORS AND THE AUDITORS

The Annual Report 2022 incorporating, among other things, the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the auditors for the year ended 31 December 2022 will be sent together with this circular to the Shareholders on the same date. The audited consolidated financial statements have been reviewed by the audit committee of the Company.

3. FINAL DIVIDEND

The Board has recommended a final dividend of RMB0.098 (equivalent to HK11.0 cents) (the “**Proposed Dividend**”) per Share to be payable on or after Monday, 26 June 2023 to the Shareholders whose names appear on the register of members of the Company on Wednesday, 7 June 2023 (the “**Record Date**”) subject to the approval by the Shareholders at the Annual General Meeting. The register of members will be closed from Friday, 2 June 2023 to Wednesday, 7 June 2023, both days inclusive, during which period no transfer of Shares will be registered.

In order to qualify for entitlement to the Proposed Dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration 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 by no later than 4:30 p.m. on Thursday, 1 June 2023.

Pursuant to “Notice Regarding Matters on Determination of Tax Residence Status of Chinese-controlled Offshore Incorporated Enterprises under Rules of Effective Management” (《關於境外註冊中資控股企業依據實際管理機構標準確定為居民企業有關問題的通知》) (the “**Notice**”), which was issued by the State Administration of Taxation (the “**SAT**”) of the PRC on 22 April 2009 and implemented on 1 January 2008, enterprises controlled by Chinese enterprises or enterprises groups and registered outside China shall be regarded as resident enterprises with de facto management bodies located in China, or “offshore-registered resident enterprises” (非境內註冊居民企業), if all of the following criteria are present or effected in the PRC: (1) senior management in charge of daily operations and offices; (2) decision-making or authorised departments regarding financial management and human resources; (3) primary assets, accounting books, seals, records and files of shareholders’ meetings or board of directors’ meetings; and (4) directors or senior management with 50% or more voting rights ordinarily reside in China. Whether or not a Chinese-controlled offshore enterprise is an offshore-registered resident enterprise is subject to preliminary review by the local tax bureau where the de facto management body of Chinese-controlled offshore enterprise or its controller is based and is subject to final confirmation by SAT.

As disclosed in the announcement of the Company dated 9 June 2013, the Company had received the SAT approvals which confirmed that the Company is regarded as a Chinese Resident Enterprise, effective from 1 January 2013. Therefore, the Company will implement enterprise income tax withholding arrangement for the Proposed Dividend.

LETTER FROM THE BOARD

Pursuant to the Notice, the Enterprise Income Tax Law and the Implementation Rules of the laws of PRC, the Company is required to withhold 10% enterprise income tax when it distributes the Proposed Dividend to its non-resident enterprise Shareholders. In respect of all Shareholders whose names appear on the Company's register of members on the Record Date who are not individuals (including HKSCC Nominees Limited, corporate nominees or trustees such as securities companies and banks, and other entities or organisations, which are all considered as non-resident enterprise Shareholders), the Company will distribute the Proposed Dividend after deducting enterprise income tax of 10%. The Company will not withhold and pay the income tax in respect of the Proposed Dividend payable to any natural person Shareholders whose names appear on the Company's register of members on the Record Date.

If any resident enterprise (as defined in the PRC's Enterprise Income Tax Law) listed on the Company's register of members which is duly incorporated in the PRC or under the laws of a foreign country (or a region) but with a PRC-based de-facto management body, does not desire to have the Company withhold the said 10% enterprise income tax, it should lodge with the Company's Registrar, Computershare Hong Kong Investor Services Limited, documents from its governing tax authority confirming that the Company is not required to withhold and pay enterprise income tax in respect of the Proposed Dividend that it is entitled at or before 4:30 p.m. on Thursday, 1 June 2023.

Investors should read the above carefully. If anyone would like to change the identity of the holders in the register of members, please enquire about the relevant procedures with the nominees or trustees. The Company will withhold for payment of the enterprise income tax for its non-resident enterprise Shareholders strictly in accordance with the relevant laws and requirements of the relevant government departments and adhere strictly to the information set out in the Company's register of members on the Record Date. The Company assumes no liability whatsoever and will not entertain any claims arising from any delay in, or inaccurate confirmation of, the status of the Shareholders or any disputes over the mechanism of withholding.

4. RE-ELECTION OF DIRECTORS

The Board currently comprises nine Directors, of which two are executive Directors, namely Mr. Zhang Xin and Mr. Zhang Ye; four are non-executive Directors, namely Dr. Zhao Wei, Mr. Meng Fanjie, Mr. Zhou Yuan and Mr. Shen Tao; and three are independent non-executive Directors, namely Mr. Cheng Yuk Wo, Mr. Pun Tit Shan and Mr. Chen Jihua.

In accordance with Article 103 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last reappointed Directors on the same day, those to retire shall (unless otherwise agreed between themselves) be determined by lot. Accordingly, Mr. Zhang Xin, Mr. Zhang Ye and Mr. Cheng Yuk Wo will retire by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Pursuant to code provision B.2.3 of the Corporate Governance Code sets out in Appendix 14 to the Listing Rules, further appointment of Mr. Cheng Yuk Wo as an independent non-executive Director who served the Company for more than nine years on the date of the Annual General Meeting, should be subject to a separate resolution to be approved by the Shareholders. Notwithstanding the fact that Mr. Cheng Yuk Wo served the Company for more than nine years, there are no circumstances which are likely to affect their independence as independent non-executive Directors. Mr. Cheng Yuk Wo has not been involved in the daily management of the Company nor in any relationships which would interfere with the exercise of his independent judgement. The Board considers that Mr. Cheng Yuk Wo remain independent notwithstanding the length of his services and believes that he is able to continue to fulfill their role as an independent non-executive Director.

In proposing the re-election of Mr. Cheng Yuk Wo as an independent non-executive Director at the Annual General Meeting, the nomination committee (the “**Nomination Committee**”) of the Company has considered the confirmation of independence of Mr. Cheng Yuk Wo, based on the independence criteria as set out in Rule 3.13 of the Listing Rules and considered that Mr. Cheng Yuk Wo remains independent. The Nomination Committee has also evaluated the past performance, skills, backgrounds, knowledge and experiences of Mr. Cheng Yuk Wo and found his performance satisfactory. Despite Mr. Cheng holds more than seven listed company directorships for the time being, Mr. Cheng had a good attendance record and made valuable contribution at the meetings of the Board and the Board Committees in the past years. The Nomination Committee is of the view that Mr. Cheng would be able to continue to devote sufficient time to the Board and the nomination of Mr. Cheng is made in accordance with the nomination policy with due regard to the diversity perspectives set out in the board diversity policy of the Company. The Board, through the assessment and recommendation by the Nomination Committee, considered Mr. Cheng as independent for the purpose of acting as independent non-executive directors of the Company, and he would be able to continue to devote sufficient time to the Board.

Therefore, upon the nomination of the Nomination Committee, the Board has recommended Mr. Cheng Yuk Wo to stand for re-election as independent non-executive Director at the Annual General Meeting. Given his unique and diverse background, skills and experience as disclosed in Appendix II to this circular, the Company considers that Mr. Cheng Yuk Wo is a highly valued and respected member of the Board, and can contribute to the diversity of the Board with his diversified educational backgrounds and professional experience in his expertise.

Details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

5. RE-APPOINTMENT OF AUDITORS

The Board (which has agreed with the recommendation of the audit committee of the Company) has recommended that, subject to the approval of the Shareholders at the Annual General Meeting, Baker Tilly Hong Kong Limited be re-appointed as the auditors of the Company for the year of 2023.

LETTER FROM THE BOARD

6. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the Annual General Meeting to grant to the Directors (i) a Share Issue Mandate to allot, issue and deal with the Shares up to a limit equal to 20% of the issued Shares (subject to adjustment in the case of subdivision and consolidation of shares) as at the date of passing the relevant resolution and adding to such general mandate so granted to the Directors any Shares representing the aggregate number of issued Shares repurchased by the Company under the Share Repurchase Mandate; and (ii) a Share Repurchase Mandate to purchase not exceeding 10% of the issued Shares (subject to adjustment in the case of subdivision and consolidation of shares) as at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 1,113,423,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Share Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Share Issue Mandate to issue a maximum of 222,684,600 Shares representing 20% of the issued Shares (subject to adjustment in the case of subdivision and consolidation of shares) at the date of the Annual General Meeting.

The Share Issue Mandate and the Share Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by any applicable laws to be held; or (c) the passing of ordinary resolution(s) by the Shareholders in general meeting revoking or varying the authority given to the Directors.

An explanatory statement, as required by the Listing Rules to be given to the Shareholders in connection with the Share Repurchase Mandate, is set out in Appendix I to this circular.

7. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held on Monday, 29 May 2023 at 3:30 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed with this circular. The proxy form can also be downloaded from websites of the Company at www.cofco-pack.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk. You are requested to complete the form of proxy and return it to the Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof, whether or not you intend to be present at the Annual General Meeting. Completion and return of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Article 65 of the Articles of Association provides that at any general meeting a resolution put to the vote of the meeting is to be taken by way of a poll. Therefore, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll. Procedures of poll voting are set out in Appendix III to this circular.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Stock Exchange and the website of the Company.

9. RECOMMENDATION

The Board is of the opinion that the granting of the Share Issue Mandate and the Share Repurchase Mandate, the re-appointment of the auditor and the re-election of the Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Zhang Xin
Chairman and Executive Director

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Share Repurchase Mandate, which also constitutes the memorandum under sections 238 to 241 of the Companies Ordinance.

(a) LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions.

(b) SHAREHOLDERS' APPROVAL

The Listing Rules provide that all on-market share repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by specific approval of a particular transaction or by a general mandate to the directors of the company to make such repurchases.

(c) EXERCISE OF THE SHARE REPURCHASE MANDATE

As at the Latest Practicable Date, there were 1,113,423,000 Shares in issue. Subject to the passing of the ordinary resolution approving the Share Repurchase Mandate and on the basis that no further Shares are issued or no Shares are repurchased prior to the Annual General Meeting, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 111,342,300 Shares.

(d) REASONS FOR THE REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase the Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, enhance the net value of our Company, its assets and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders.

(e) SOURCE OF FUNDS

Repurchases pursuant to the Share Repurchase Mandate would be financed entirely from the Company's available cash flow or working capital facilities. Any repurchases will only be funded out of funds of the Company legally available for the purposes in accordance with the Articles of Association and the applicable laws of Hong Kong.

Whilst the Share Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

(f) SHARE PRICES

The highest and lowest traded market prices for Shares recorded on the Stock Exchange during the previous 12 months up to the Latest Practicable Date were as follows:

	Share prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	4.19	3.88
May	3.93	3.19
June	3.40	3.09
July	3.38	3.10
August	3.40	3.02
September	3.51	3.19
October	4.08	3.32
November	4.34	3.70
December	4.49	4.10
2023		
January	4.51	4.17
February	4.75	4.35
March	4.75	4.29
April (up to the Latest Practicable Date)	4.45	4.28

(g) UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, currently intends to sell the Shares to the Company or its subsidiaries in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the Share Repurchase Mandate is granted by the Shareholders.

(h) THE TAKEOVERS CODES

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Takeovers Codes. Accordingly, a Shareholder, or group of Shareholders acting in concert, could, depending on the level of increase of shareholding interest, obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Codes.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following persons were directly or indirectly interested in 10% or more of the number of issued Shares that carry a right to vote in all circumstances at general meetings of the Company:

Name of Shareholder	Total number of Shares held/interested	Approximate % of interest	
		As at the Latest Practicable Date	If the Share Repurchase Mandate is exercised in full
China Foods (Holdings) Limited	330,658,800	29.70%	33.00%
ORG Development Limited	271,667,200	24.40%	27.11%
Zhang Wei	245,280,000	22.03%	24.48%

In the event that the Directors exercised in full the power to repurchase Shares in accordance with the terms of the Share Repurchase Mandate (if granted by the Shareholders at the Annual General Meeting), the interests of China Foods (Holdings) Limited in the number of Shares in issue (subject to adjustment in the case of subdivision and consolidation of Shares) as at the Latest Practicable Date would be increased to approximately 33.00% and such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Codes. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code.

Save as the above, the Directors are not aware of any consequences which would arise under the Takeovers Codes as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

(i) SHARES PURCHASED BY THE COMPANY

No repurchases of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

The following are the particulars of the three Directors proposed to be re-elected at the Annual General Meeting:

EXECUTIVE DIRECTORS

MR. ZHANG XIN

Mr. Zhang Xin, aged 60, is an executive Director and the chairman of the Board. Mr. Zhang is primarily responsible for the overall management, major decision-making, strategic planning and business development of the Group. Mr. Zhang joined the Group in January 1995, and was appointed as an executive Director and the Chairman of the Board on 23 June 2008 and 23 March 2015, respectively. He has over 20 years of experience in the packaging industry. Mr. Zhang has been the vice president of the China Packaging Federation since November 2011. Mr. Zhang received a bachelor's degree in Aeronautical Machinery Processing from Nanchang Institute of Aeronautical Technology (now known as Nanchang Hangkong University) in 1983 and a master's degree in Business Administration from the University of Southeastern China in 2002. In 2005, Mr. Zhang was awarded the Governmental Special Allowance by the State Council of the PRC for his outstanding contributions to the development of engineering technology in the PRC. He is a senior engineer.

As at the Latest Practicable Date, Mr. Zhang was interested in 14,560,000 Shares which is held by himself. Save as disclosed herein, Mr. Zhang was not interested nor deemed to be interested in any Share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

There is a service agreement dated 23 October 2021 entered into between the Company and Mr. Zhang pursuant to which he was appointed for a term of three years as an executive Director. Mr. Zhang is currently entitled to a salary of RMB680,000 per annum from the Company. In addition, Mr. Zhang is entitled to a year-end bonus, benefits in kind and retirement contributions from the Company subject to recommendation and approval by the remuneration committee. The emoluments of Mr. Zhang are determined by the Remuneration Committee of the Company (the "**Remuneration Committee**") with reference to market practice, his performance and contribution to the Group and also the terms of reference of the Remuneration Committee adopted by the Company. Besides being a Director, Mr. Zhang is also a director of certain Group members.

Save as disclosed above, Mr. Zhang does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder, and he has no other directorships in other listed companies in the last three years.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirement of Rule 13.51(2)(h)-(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

MR. ZHANG YE

Mr. Zhang Ye, aged 49, is an executive Director and the General Manager. Mr. Zhang is primary responsible for the daily operation and management of the Group. Mr. Zhang joined the Group in April 1995, and had served as sales manager, sales director, general manager of the subsidiaries of the Company, assistant to the General Manager, deputy General Manager, etc. He also served as the chief legal consultant of the Group concurrently during the period from July 2011 to January 2016. He was appointed as an executive Director and a general manager of the Company on 22 December 2016 and 19 July 2016 respectively and currently serves as directors of certain subsidiaries of the Company. He has over 20 years of experience in the packaging industry. Mr. Zhang obtained an associate degree in physics from Shanghai Fudan University (上海復旦大學) in 1995, and obtained a bachelor degree in business management from the Continuing Education School of Shanghai Fudan University (上海復旦大學成人教育學院) in 1999.

As at the Latest Practicable Date, Mr. Zhang Ye was interested in 9,366,000 Shares which is held by himself. Save as disclosed herein, Mr. Zhang Ye was not interested nor deemed to be interested in any Share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

A service contract was entered into between Mr. Zhang Ye and the Company on 22 December 2022, pursuant to which he was appointed for a term of three years as an executive Director. Mr. Zhang Ye is currently entitled to a salary of RMB612,000 per annum from the Company. In addition, Mr. Zhang Ye is entitled to a year-end bonus, benefits in kind and retirement contributions from the Company subject to recommendation and approval by the Remuneration Committee. The emoluments of Mr. Zhang Ye are determined by the Remuneration Committee with reference to market practice, his performance and contribution to the Group and the terms of reference of the Remuneration Committee adopted by the Company.

Save as disclosed above, Mr. Zhang Ye does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder, and he has no other directorships in other listed companies in the last three years.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirement of Rule 13.51(2)(h)–(v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR**MR. CHENG YUK WO**

Mr. Cheng Yuk Wo, aged 62, is an independent non-executive Director. Mr. Cheng was appointed as a Director on 23 June 2008. Mr. Cheng is a fellow of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants of Ontario, Canada. Mr. Cheng has over 30 years of experience in auditing, finance and business management. He has been the sole proprietor of Erik Cheng & Co., Certified Public Accountants in Hong Kong since 1999.

Mr. Cheng currently acts as an independent non-executive director of a number of companies listed on the Stock Exchange, namely, CSI Properties Limited, Top Spring International Holdings Limited, Liu Chong Hing Investment Limited, Chia Tai Enterprises International Limited, Miricor Enterprises Holdings Limited, Somerley Capital Holdings Limited, Kidsland International Holdings Limited and China Renewable Energy Investment Limited. In the preceding three years, Mr. Cheng was previously also an independent non executive director of DTXS Silk Road Investment Holdings Company Limited, which is listed on the Stock Exchange. In addition, Mr. Cheng was also an independent non-executive director of Goldbond Group Holdings Limited, Chong Hing Bank Limited, C.P. Pokphand Co. Ltd. and HKC (Holdings) Limited, all companies were delisted from the Main Board of the Stock Exchange. Mr. Cheng graduated from the University of Kent, England with a Bachelor's degree in Accounting in July 1983 and obtained a Master's degree in Accounting and Finance from the London School of Economics, England in August 1984.

As at the Latest Practicable Date, Mr. Cheng was not interested nor deemed to be interested in any Share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

A letter of appointment was entered into between Mr. Cheng and the Company on 1 July 2022 pursuant to which he was appointed for a term of three years as an independent non-executive Director. Mr. Cheng is currently entitled to a director's fee of HK\$350,000 per annum. The director's fee of Mr. Cheng is determined by the remuneration committee of the Company and the Board with reference to market practice, his performance and contribution to the Group and also the terms of reference of the remuneration committee adopted by the Company.

Save as disclosed above, Mr. Cheng (i) has no other relationship with any director, senior management or substantial or controlling shareholder of the Company; and (ii) has not held any position with the Company or any of its subsidiaries or any directorship in other listed public companies in the last three years.

Mr. Cheng has met the guidelines for independence set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirement of Rule 13.51(2)(h)–(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Pursuant to Article 65 of the Articles of Association, all resolutions set out in the notice of the Annual General Meeting shall be decided by poll.

Pursuant to Article 71 of the Articles of Association, subject to any special rights or restrictions as to voting for the time being attached to any Shares and to the provisions of the Articles of Association, every Shareholder who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or proxy, shall have one vote for every Share of which he/she is the holder.

A Shareholder present in person or by proxy or by authorised representative who is entitled to more than one vote does not have to use all his/her votes (i.e.. he/she can cast less votes than the number of Shares he/she holds or represents) or to cast all his/her votes the same way (i.e.. he/she can cast some of his/her votes in favour of the resolution and some of his/her votes against the resolution). It is believed that in most situations, Shareholders (other than nominee companies) usually cast all their votes either in favour of a resolution or against a resolution.

The poll voting slip will be distributed to Shareholders or their proxies or authorized representatives upon registration of attendance at the Annual General Meeting. Shareholders who want to cast all their votes entitled may mark a “✓” in either “**FOR**” or “**AGAINST**” box corresponding to the resolution to indicate whether he/she supports that resolution. For Shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the “**FOR**” or “**AGAINST**” box, where appropriate, but the total votes cast must not exceed his/her entitled votes, or otherwise, the voting slip will be spoiled and the Shareholder’s vote will not be counted.

NOTICE OF ANNUAL GENERAL MEETING



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 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 Forum Room I, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Monday, 29 May 2023 at 3:30 p.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 2022.
2. To declare a final dividend of RMB0.098 (equivalent to HK11.0 cents) per share for the year ended 31 December 2022.
3.
 - (a) To re-elect Mr. Zhang Xin as an executive director of the Company.
 - (b) To re-elect Mr. Zhang Ye as an executive director of the Company.
 - (c) To re-elect Mr. Cheng Yuk Wo as an independent non-executive director of the Company.
 - (d) 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

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

“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.”

NOTICE OF ANNUAL GENERAL MEETING

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, 18 April 2023

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.

NOTICE OF ANNUAL GENERAL MEETING

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. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time of the Annual General Meeting or at any adjournment thereof.
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 Tuesday, 23 May 2023 to Monday, 29 May 2023 (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 Monday, 22 May 2023.
4. For the purpose of determining the Shareholders' entitlement to the proposed dividend of 2022, the transfer books and Register of Members will be closed from Friday, 2 June 2023 to Wednesday, 7 June 2023 (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, 1 June 2023.
5. With reference to Resolution 3 above, Mr. Zhang Xin, Mr. Zhang Ye and Mr. Cheng Yuk Wo 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 this circular.
6. Completion and return of the form of proxy will not preclude a member from attending the Annual General Meeting or any adjourned meeting if he so desires. If a member attends the Annual General Meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.