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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)

**NO MATERIAL CHANGE IN
THE FINANCIAL OR TRADING POSITION OR OUTLOOK OF THE GROUP
AND
NO CHANGE IN THE ADVICE OF
THE INDEPENDENT FINANCIAL ADVISER AND THE RECOMMENDATION
FROM THE INDEPENDENT BOARD COMMITTEE IN RELATION TO
CONDITIONAL VOLUNTARY GENERAL CASH OFFER BY SHENWAN
HONGYUAN CAPITAL (H.K.) LIMITED ON BEHALF OF CHAMPION
HOLDING (BVI) CO., LTD TO ACQUIRE ALL THE ISSUED SHARES OF
CPMC HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY THE OFFEROR OR PARTIES
ACTING IN CONCERT WITH IT)**

Independent Financial Adviser to the Independent Board Committee



We refer to (i) the response document issued by CPMC Holdings Limited (the “**Company**”) dated 13 August 2024 in relation to the Offer (the “**Response Document**”) and (ii) the interim results announcement of the Company for the six months ended 30 June 2024 dated 13 August 2024 (the “**Interim Results Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Response Document.

NO MATERIAL CHANGE IN THE FINANCIAL OR TRADING POSITION OR OUTLOOK OF THE GROUP

The Directors confirmed (and the Independent Board Committee concurred) that there had been no material change in the financial or trading position or outlook of the Group since 9 August 2024, being the Latest Practicable Date, up to and including the date of the Interim Results Announcement.

NO CHANGE IN THE ADVICE OF THE INDEPENDENT FINANCIAL ADVISER AND THE RECOMMENDATION FROM THE INDEPENDENT BOARD COMMITTEE IN RELATION TO THE OFFER

The Independent Financial Adviser confirmed that the information in the Interim Results Announcement does not affect their advice in relation to the Offer as set out in the “Letter from the Independent Financial Adviser” in the Response Document. As such, there is no change to its advice.

The Independent Board Committee, having taken into account the information in the Interim Results Announcement and the Independent Financial Adviser’s confirmation that there is no change in its advice as set out above, confirmed that its opinion and recommendation in relation to the Offer as set out in the “Letter from the Independent Board Committee” in the Response Document remain unchanged.

Independent Shareholders should read carefully the advice, opinion, financial information of the Group and other additional information contained in the Response Document, including the recommendation of the Independent Board Committee and the advice from the Independent Financial Adviser as set out in the “Letter from the Independent Board Committee” and the “Letter from the Independent Financial Adviser” in the Response Document, before deciding whether or not to accept the Offer.

By Order of the Board
CPMC Holdings Limited
Zhang Ye
Chairman and Executive Director

Hong Kong, 13 August 2024

As at the date of this announcement, the chairman of the Board and executive Director is Mr. Zhang Ye, the executive Director is Mr. Qu Hongliang, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.