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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)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE

This announcement is made by the CPMC Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provision (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

POTENTIAL TRANSACTION AND POSSIBLE OFFER

Reference is made to the announcement of the Company dated 2 June 2023 (the “**Announcement**”) in relation to the inside information of possible disposal of shares of the Company (the “**Shares**”) by COFCO Corporation (“**COFCO**”), a substantial shareholder of the Company. As disclosed in the Announcement, COFCO entered into a non-legally binding memorandum of understanding (the “**MOU**”) with a potential buyer (the “**Potential Buyer**”) which is an independent third-party of the Company on 2 June 2023 for the purpose of the possible disposal of part or all of the Shares beneficially owned by COFCO.

Further to the publication of the Announcement, the Company noted the recent media reports about a possible general offer in relation to the Company to be made by Shanghai Baosteel Packaging Co., Ltd.* (上海寶鋼包裝股份有限公司). Based on public records, Shanghai Baosteel Packaging Co., Ltd.* (上海寶鋼包裝股份有限公司) is a subsidiary of China Baowu Steel Group Corporation Limited * (中國寶武鋼鐵集團有限公司).

The Company has been informed by China Baowu Steel Group Corporation Limited * (中國寶武鋼鐵集團有限公司), being the Potential Buyer identified in the Announcement, that (i) it is negotiating with COFCO regarding the possible acquisition of part or all of the Shares beneficially owned by COFCO (the “**Potential Transaction**”); and (ii) the Potential Buyer also intends to acquire more Shares from other shareholders of the Company, which may lead to a possible general cash offer (the “**Possible Offer**”).

As at the date of this announcement, the Company did not receive any notification from Shanghai Baosteel Packaging Co., Ltd.* (上海寶鋼包裝股份有限公司).

As at the date of this announcement, (i) COFCO beneficially owned 29.70% of the issued Shares; and (ii) as confirmed by COFCO, no decision has been made by COFCO and no definitive agreement has been entered into with any party to implement the Potential Transaction.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, the Company will make monthly announcement(s) setting out the progress until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period commenced on the date of this announcement, being 17 August 2023. Save for a total of 1,113,423,000 Shares in issue, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

In accordance with Rule 3.8 of the Takeovers Code, the respective associates (as defined under the Takeovers Code and including, among others, any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or the Potential Buyer) of the Company and the Potential Buyer are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

RESPONSIBILITIES OF STOCK BROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are

willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

WARNING

Shareholders and potential investors of the Company should note that there is no assurance that the Potential Transaction and the Possible Offer will proceed. The Company will publish announcement(s) to update the status of the Potential Transaction and the Possible Offer as and when appropriate. Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

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

Hong Kong, 17 August 2023

As at the date of this announcement, 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.

The directors of the Company jointly and severally accept full responsibility for 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 in this announcement misleading.