



**中糧**  
**COFCO**  
自然之源 重塑你我



# CPMC HOLDINGS LIMITED

## 中糧包裝控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 906)

### Form of Proxy for the Extraordinary General Meeting

I/We, (Note 1) \_\_\_\_\_  
of (Note 1) \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of  
the above named Company, HEREBY APPOINT the Chairman of the Extraordinary General Meeting or any adjournment thereof (the "Meeting"),  
or (Note 3) \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the Meeting to be held at No. 160, Weiken Street, Hangzhou Economic and Technical Development Zone,  
Hangzhou, Zhejiang Province, the PRC on Wednesday, 20 December 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing  
with or without modifications, the resolutions set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my/our  
name(s) in respect of such resolutions as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)
1.	<p>(i) the supply framework agreement (the "COFCO Packaging Materials Agreement") entered into between the Company and COFCO Corporation on 7 November 2023 in relation to the supply various types and sizes of metal and plastic packaging materials, products and related after-sale services by the Group to COFCO Corporation and its subsidiaries and associates (other than the Company and its subsidiaries, a copy of which has been produced to the EGM marked "A" and initialed by the chairman of the EGM for identification purposes, and the relevant annual caps under the COFCO Packaging Materials Agreement as set out in the Company's circular dated 30 November 2023 be and are hereby confirmed, ratified and approved; and</p> <p>(ii) any one or more of the directors of the Company be and is hereby authorized 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 COFCO Packaging Materials Agreement and the transactions contemplated thereunder.</p>		
2.	<p>(i) the conditional framework agreement (the "ORG Technology Materials Agreement") entered into between the Company and 奧瑞金科技股份有限公司 (ORG Technology Co. Ltd.*) (together with its subsidiaries and associates, the "ORG Technology Group") on 7 November 2023 in respect of supply of aluminum, printed tinplates, caps, other raw and auxiliary materials and related can production services of such packaging materials by the Group to ORG Technology Group and supply of tinplates, laminated steel, two-piece cans and related can production services of such packaging materials by ORG Technology Group to the Group, a copy of which has been produced to the EGM marked "B" and initialed by the chairman of the EGM for identification purposes, and the relevant annual caps under the ORG Technology Materials Agreement as set out in the Company's circular dated 30 November 2023 be and are hereby confirmed, ratified and approved; and</p> <p>(ii) any one or more of the directors of the Company be and is hereby authorized 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 ORG Technology Materials Agreement and the transactions contemplated thereunder.</p>		

Signature(s): (Note 7) \_\_\_\_\_

Dated \_\_\_\_\_, 2023

*Notes:*

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words **“THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING OR ANY ADJOURNMENT THEREOF (THE “MEETING”), or”** (herein stated) and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK “✓” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast your vote at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to the Notice convening the Meeting.
5. The register of members of the Company will be closed from Friday, 15 December 2023 to Wednesday, 20 December 2023 with both days inclusive. In order to qualify for attending and voting at the Extraordinary General Meeting, all transfer documents should be lodged for registration with the Company’s registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 4:30 p.m., Thursday, 14 December 2023.
6. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be (in the case of an appointment of proxy in hard copy form) deposited at the Hong Kong Share Registrar of the Company, 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 appointed for holding the Meeting (or any adjournment or postponement thereof). Delivery of this form of proxy will not preclude you from attending and voting at the Meeting in person (whether physically or by means of electronic facilities) if you so wish, but the authority of your proxy will become invalid forthwith.
7. This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing or, if the shareholder is a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
8. Where there are joint registered holders of any share(s), any one of such persons may vote at the Meeting, either through online platform or by proxy, in respect of such share(s) as if he/she is solely entitled to, but if more than one of such joint holders be present at the Meeting through online platform that only one device is allowed per login or by proxy.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
11. The Company is adopting special arrangements in respect of the Extraordinary General Meeting (details set out in the Company’s circular dated 30 November 2023. Shareholders may attend, participate and vote at the Meeting in person or via by visiting the website <https://meetings.computershare.com/CPMCEGM2023> details of which are set out in the Company’s circular dated 30 November 2023.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- (i) “Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (“PDPO”), which includes your name and address and those of your proxy.
  - (ii) The supply of your Personal Data and that of your proxy to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy.
  - (iii) Your Personal Data and that of your proxy will be disclosed or transferred to the Share Registrars of the Company, their respective agents or contractors, or any other third party service providers of the Company for the purpose of processing your instructions as stated in this form of proxy, or if required to so do by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
  - (iv) By providing your proxy’s Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.
  - (v) You and your appointed proxy have the right to request access to and/or to correct the respective Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing by mail to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, or by email to [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk).
- \* *The full text of these Resolutions are set out in the Notice of the Extraordinary General Meeting.*