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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 AND 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).

POSSIBLE SEPARATE OFFER

On 11 December 2023, the board (the “**Board**”) of directors of the Company has received a preliminary non-binding letter of interest from ORG Development Limited (the “**Potential Competing Offeror**”), a substantial shareholder (as defined in the Listing Rules) of the Company, stating its interest in pursuing a possible voluntary conditional general cash offer (the “**Possible Separate Offer**”) to acquire all of the issued shares in the Company (other than those already owned by or to be acquired by the Potential Competing Offeror and parties acting in concert with it) which, if proceeded with, may be consummated by itself or through other subsidiary of ORG Technology (as defined below). For the avoidance of doubt, the Possible Separate Offer is a separate offer from the pre-conditional voluntary general cash offer announced in the announcement jointly made by CHAMPION HOLDING (BVI) CO., LTD and the Company dated 6 December 2023.

The Potential Competing Offeror is an indirect wholly-owned subsidiary of ORG Technology Company Limited* (奧瑞金科技股份有限公司) (“**ORG Technology**”), a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002701).

As at the date of this announcement, ORG Technology beneficially owned 271,667,200 shares in the Company, representing approximately 24.40% of the total issued share capital of the Company.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly announcements will be made by the Company in relation to the Possible Separate Offer until announcement of 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 of the Company has already commenced on 17 August 2023.

As at the date of this announcement, the Company has a total of 1,113,423,000 shares in issue. Save as the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of Takeovers Code).

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 of the Company) of the Company and the Potential Competing Offeror 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, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“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 cooperation.

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

WARNING

Shareholders and potential investors of the Company should be aware that there is no assurance that the Potential Competing Offeror will make the Possible Separate Offer and if it does decide to proceed with it, the Possible Separate Offer may or may not be subject to the satisfaction of a number of conditions. Shareholders and/or potential investors of the Company are advised to exercise caution in dealing in the securities of the Company. Persons who are in doubt to the action or their position should consult their stockbrokers, bank managers, solicitors or other professional advisers.

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

Hong Kong, 12 December 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.