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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)

UPDATE ANNOUNCEMENT ON THE PROGRESS OF THE POSSIBLE SEPARATE OFFER

This announcement is made by 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).

UPDATE ON THE POSSIBLE SEPARATE OFFER

References are made to the announcements of the Company dated 12 December 2023 and 11 January 2024 (collectively, the “**Announcements**”) relating to the Possible Separate Offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Company has been recently informed by ORG Technology that on 6 February 2024, View Harmony Service, View Harmony Packaging (both of which are wholly-owned subsidiaries of ORG Technology) and Xiamen Ruibin entered into a partnership agreement pursuant to which View Harmony Service (as general partner), View Harmony Packaging (as limited partner) and Xiamen Ruibin (as limited partner) proposed to establish a limited partnership, namely Huarui Partnership. After the establishment of Huarui Partnership, Huarui Partnership will subscribe for the equity interests in Huarui Consulting, a wholly-owned subsidiary of ORG Technology, by way of capital injection for the purpose of implementing the Possible Separate Offer. The Possible Separate Offer, if proceeded with, may be consummated by a subsidiary of Huarui Consulting (the “**Potential Competing Offeror**”).

As at the date of this announcement, (i) ORG Technology beneficially owned 271,667,200 shares in the Company, representing approximately 24.40% of the total issued share capital of the Company; and (ii) Xiamen Ruibin did not own any shares in the Company.

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period 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 (as defined in Note 4 to Rule 22 of the Takeovers Code) 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.

DEFINITIONS

“Huarui Consulting”	Beijing Huarui Fengquan Management Consulting Co., Ltd* (北京市華瑞鳳泉管理諮詢有限公司), a company established in the PRC
“Huarui Partnership”	Beijing Huarui Fengquan Management Partnership (Limited Partnership)* (北京市華瑞鳳泉企業管理合夥企業 (有限合夥)) (official name of which is subject to approval from the relevant authority), a limited partnership to be established in the PRC
“PRC”	The People’s Republic of China

“View Packaging”	Harmony	Beijing View Harmony Packaging Co., Ltd.* (北京景和包裝製造有限公司), a company established in the PRC and a wholly-owned subsidiary of ORG Technology
“View Harmony Service”		Beijing View Harmony Packaging Service Co., Ltd.* (北京景和包裝服務有限公司), a company established in the PRC and a wholly-owned subsidiary of ORG Technology
“Xiamen Ruibin”		Xiamen Ruibin Consumer Industry Investment Fund Partnership (Limited Partnership)* (廈門瑞彬消費產業投資基金合夥企業 (有限合夥)), a limited partnership established in the PRC

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

Hong Kong, 6 February 2024

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.

**For identification purpose only*