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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)

CHANGE OF COMPOSITION OF INDEPENDENT BOARD COMMITTEE

References are made to (i) the joint announcement (the “**Joint Announcement**”) dated 6 December 2023 published by CPMC Holdings Limited (the “**Company**”) and Champion HOLDING (BVI) CO., LTD (the “**Offeror**”) in relation to, among other things, the Offer and the establishment of the Independent Board Committee by the Company pursuant to Rule 2.1 of the Takeovers Code to advise the Independent Shareholders in respect of the terms of the Offer and as to acceptance of the Offer; and (ii) the announcements of the Company dated 12 December 2023, 11 January 2024, 6 February 2024 and 6 March 2024 in relation to, among others, ORG Development Limited (“**ORG Development**”) stated its interest in pursuing the Possible Separate Offer which may be made by a limited partnership or its subsidiary (the “**Potential Competing Offeror**”) established by subsidiaries of ORG Technology Co., Ltd.* (奧瑞金科技股份有限公司) (“**ORG Technology**”) and 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)). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the aforesaid announcements.

Change of Composition of the Independent Board Committee

As set out in the Joint Announcement, the Independent Board Committee comprises two non-executive Directors, being Mr. Zhou Yuan and Mr. Shen Tao, and all independent non-executive Directors, being Mr. Cheng Yuk Wo, Mr. Pun Tit Shan and Mr. Chen Jihua. Given ORG Development is an indirect wholly-owned subsidiary of ORG Technology and both Mr. Zhou Yuan and Mr. Shen Tao are directors and have served in other senior management positions in ORG Technology; Mr. Zhou Yuan and Mr. Shen Tao are considered as having direct or indirect interest in the Offer/the Possible Separate Offer and have ceased to be members of the Independent Board Committee. As at the date of this announcement, the Independent Board Committee only comprises all independent non-executive Directors, being Mr. Cheng Yuk Wo, Mr. Pun Tit Shan and Mr. Chen Jihua.

WARNING:

The Pre-Conditions must be satisfied before the making of the Offer. The making of the Offer is therefore a possibility only and all references to the Offer in this announcement are references to the possible Offer which will be implemented if and only if the Pre-Conditions are satisfied. Shareholders and potential investors the Company should note that there is no assurance that the Offer will proceed. The Offer may or may not become unconditional and will lapse if it does not become unconditional. The Offeror will publish announcement(s) to update the status of the Offer as and when appropriate. Shareholders and potential investors of Company are therefore advised

to exercise caution when dealing in the securities of Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

Shareholders and potential investors of the Company should also 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 March 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*