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## THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in CPMC Holdings Limited, you should at once hand this supplemental circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

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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)**

**RE-ELECTION OF EXECUTIVE DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read in conjunction with the circular (the “**Original Circular**”) and the notice of the Annual General Meeting (the “**Original AGM Notice**”) of the Company dated 19 April 2024 dispatched to Shareholders.

A supplemental notice of the annual general meeting of CPMC Holdings Limited to be held at No. 160, Weiken Street, Hangzhou Economic and Technical Development Zone, Hangzhou, Zhejiang Province, the PRC on Monday, 3 June 2024 at 4:00 p.m. (the “**Annual General Meeting**”) is set out on pages 9 to 10 of this supplemental circular.

A revised form of proxy for use at the Annual General Meeting is enclosed in this supplemental circular and published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.cofco.pack.com](http://www.cofco.pack.com)).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying revised form of proxy (the “**Revised Proxy Form**”) in accordance with the instructions printed thereon and return it to the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or at any adjournment thereof. Completion and delivery of the Revised Proxy Form shall not preclude you from attending and voting in person or electronically at the Annual General Meeting or at any adjournment thereof should you so wish.

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# CONTENTS

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	<i>Pages</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
1. Introduction. ....	3
2. Re-election of Executive Director .....	4
3. Annual General Meeting .....	5
4. Supplemental Notice of the Annual General Meeting and the Revised Proxy Form .....	6
5. Voting by Poll.....	7
6. Recommendation.....	8
<b>SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING</b> .....	9

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## DEFINITIONS

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*In this supplemental circular, the following expressions shall have the following meanings unless the context requires otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held at No. 160, Weiken Street, Hangzhou Economic and Technical Development Zone, Hangzhou, Zhejiang Province, the PRC on Monday, 3 June 2024 at 4:00 p.m.;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Company”	CPMC Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries (within the meaning of the Companies Ordinance and/or the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants) for the time being and from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	13 May 2024, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information referred to in this supplemental circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;

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## DEFINITIONS

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“Share(s)”	ordinary share(s) in the capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Zhang Ye (*Chairman*)  
Mr. Qu Hongliang (*General Manager*)

*Non-executive Directors:*

Dr. Zhao Wei  
Mr. Meng Fanjie  
Mr. Zhou Yuan  
Mr. Shen Tao

*Independent Non-executive Directors:*

Mr. Cheng Yuk Wo  
Mr. Pun Tit Shan  
Mr. Chen Jihua

*Registered Office:*

33rd Floor, COFCO Tower  
262 Gloucester Road  
Causeway Bay  
Hong Kong

20 May 2024

*To the Shareholders*

Dear Sir or Madam,

**RE-ELECTION OF EXECUTIVE DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

This supplemental circular should be read in conjunction with the circular (the “**Original Circular**”) and the notice of the Annual General Meeting (the “**Original AGM Notice**”) of the Company dated 19 April 2024 dispatched to Shareholders. Unless otherwise stated, the capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Original Circular.

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## LETTER FROM THE BOARD

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The purpose of this supplemental circular is to provide you with the supplemental notice of the Annual General Meeting; and information regarding the new ordinary resolution regarding the re-election of an executive Director, as well as to enable you to make informed decisions on whether to vote for or against the new resolution to be proposed at the Annual General Meeting.

### 2. RE-ELECTION OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 10 May 2024 in relation to, among others, the appointment of Mr. Qu Hongliang as an executive Director with effect on 10 May 2024. In accordance with Article 108 of the Articles, a Director appointed by the Board shall retire at the next following annual general meeting and shall be eligible for re-election. Accordingly, Mr. Qu Hongliang (“**Mr. Qu**”) will retire and, being eligible, offer himself for re-election at the Annual General Meeting.

As set out in the Original Circular, Dr. Zhao Wei, Mr. Meng Fanjie and Mr. Pun Tit Shan will retire from their office at the Annual General Meeting and offer themselves for re-election in accordance with Article 103.

In light of the above, a total of four Directors, namely Dr. Zhao Wei, Mr. Meng Fanjie, Mr. Pun Tit Shan and Mr. Qu Hongliang, will retire and, being eligible, offer themselves for re-election at the Annual General Meeting. As a result, a new resolution item numbered 2(e) (the “**New Resolution**”) relating to the re-election of Mr. Qu will be added after resolution numbered 2(d) in the Original AGM Notice. The New Resolution 2(e) is set out in the supplemental notice of the Annual General Meeting on pages 9 to 10 of this supplemental circular.

The biographical details of Mr. Qu are set out as follows:

**Mr. Qu Hongliang**, aged 42, is an executive Director and the general manager of the Company. He joined the Group in August 2000. He had successively served as head, manager and director of the procurement department and sales department of the subsidiaries of the Company. During the period from April 2020 to March 2024, he successively served as deputy general manager and general manager of the two-piece cans operation department and the business department of the Company; the deputy general manager and a member of the Party Committee of the Company. Mr. Qu has been the general manager of the Company, the deputy secretary of the Party Committee of the Company and the general manager of the two-piece cans operation department of the Company since March 2024. Mr. Qu graduated from Zhejiang University of Technology and majored in chemical engineering and technology in 2000.

As at the Latest Practicable Date, Mr. Qu was interested in 300,000 Shares which is held by himself. Saved as disclosed herein, Mr. Qu was not interested nor deemed to be interested in any Share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO.

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## LETTER FROM THE BOARD

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There is a service agreement dated 10 May 2023 entered into between the Company and Mr. Qu pursuant to which he was appointed for a term of three years as an executive Director. Mr. Qu is currently entitled to a salary of RMB637,500 per annum from the Company. In addition, Mr. Qu is entitled to a year-end bonus, benefits in kind and retirement contributions from the Company subject to recommendation and approval by the Remuneration Committee of the Company (the “**Remuneration Committee**”). The emoluments of Mr. Qu are determined by the remuneration committee with reference to market practice, his performance and contribution to the Group and also the terms of reference of the Remuneration Committee adopted by the Company.

Save as disclosed above, Mr. Qu does not have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder, and he has no other directorships in other listed companies in the last three years.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirement of Rule 13.51(2)(h)–(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

### 3. ANNUAL GENERAL MEETING

A supplemental notice of the Annual General Meeting to be held on Monday, 3 June 2024 at 4:00 p.m. is set out on pages 9 to 10 of this supplemental circular. A revised form of proxy for use at the Annual General Meeting is also enclosed with this supplemental circular. The revised proxy form can also be downloaded from websites of the Company at [www.cofco-pack.com](http://www.cofco-pack.com) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). The Annual General Meeting will be a hybrid meeting. You are requested to complete the revised form of proxy and return it to the Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof, whether or not you intend to be present at the Annual General Meeting. Completion and return of the revised form of proxy will not prevent you from attending and voting in person or electronically at the Annual General Meeting or any adjournment thereof should you so wish.

Since the Original AGM Notice and the form of proxy (the “**Original Proxy Form**”) despatched with the Original Circular do not contain the New Resolution in relation to the re-election of Mr. Qu Hongliang as an executive Director as set out in this supplemental circular, a supplemental notice of the Annual General Meeting and a revised form of proxy (the “**Revised Proxy Form**”) are enclosed with this supplemental circular to include the New Resolution.

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## LETTER FROM THE BOARD

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#### 4. SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING AND THE REVISED PROXY FORM

Since the Original AGM Notice and the Original Proxy Form despatched with the Original Circular do not contain the New Resolution in relation to the re-election of Mr. Qu Hongliang as an executive Director as set out in this supplemental circular, a supplemental notice of the Annual General Meeting and the Revised Proxy Form are enclosed with this supplemental circular to include the New Resolution.

The Revised Proxy Form can also be downloaded from websites of the Company at [www.cofco-pack.com](http://www.cofco-pack.com) and Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). The Annual General Meeting will be a hybrid meeting. You are requested to complete the Revised Proxy Form and return it to the share registrar (the “**Share Registrar**”) of the Company, Computershare Hong Kong Investor Services Limited, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof, whether or not you intend to be present at the Annual General Meeting. Completion and return of the Revised Proxy Form will not prevent you from attending and voting in person or electronically at the Annual General Meeting or any adjournment thereof should you so wish.

Shareholders who have appointed or intend to appoint proxies to attend the Annual General Meeting are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Revised Proxy Form:

**(i) Shareholder who has not yet lodged the Original Proxy Form with the Share Registrar**

A Shareholder who has not yet lodged the Original Proxy Form with the Share Registrar is requested to lodge the Revised Proxy Form if he/she/it wishes to appoint proxies to attend and vote at the Annual General Meeting on his/her/its behalf. In this case, the Original Proxy Form should not be lodged with the Share Registrar.

**(ii) Shareholder who has already lodged the Original Proxy Form with the Share Registrar**

A Shareholder who has already lodged the Original Proxy Form with the Share Registrar should note that:

- (a) if no Revised Proxy Form is lodged with the Share Registrar, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she/it may be directed under the Original Proxy Form and, in respect of the New Resolution for the re-election of Mr. Qu Hongliang as an executive Director, the proxy will be entitled to vote at his/her discretion;



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## LETTER FROM THE BOARD

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- (b) if the Revised Proxy Form is lodged with the Share Registrar not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting (as the case may be), the Revised Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder; and
- (c) If the Revised Proxy Form is lodged with the Share Registrar less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting (as the case may be), or if lodged not less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting (as the case may be) but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Revised Proxy Form was lodged with the Share Registrar.

Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Share Registrar by not less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting (as the case may be).

Shareholders are reminded that submission of the Original Proxy Form and/or the Revised Proxy Form shall not preclude Shareholders from attending the Annual General Meeting or any adjourned meeting thereof and voting in person should they so wish.

Please refer to the Original Circular dated 19 April 2024 for details of other resolutions to be proposed at the Annual General Meeting, closure of register of members, eligibility for attending the Annual General Meeting, appointment of proxy and other relevant matters.

The Annual General Meeting will be a hybrid meeting. Please refer to the Original Circular for details of the special arrangements for attending the Annual General Meeting by electronic means.

### **5. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Article 65 of the Articles of Association provides that at any general meeting a resolution put to the vote of the meeting is to be taken by way of a poll. Therefore, all the resolutions (including the New Resolution) put to the vote at the Annual General Meeting will be taken by way of poll. Procedures of poll voting are set out in Appendix III to the Original Circular.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Stock Exchange and the website of the Company.

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

In addition to the recommendation contained in the Original Circular, the Directors consider that the New Resolution in relation to the re-election of Mr. Qu Hongliang as an executive Director as referred to in this supplemental circular is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Zhang Ye**  
*Chairman and Executive Director*

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# SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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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)**

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the (i) the circular of CPMC Holdings Limited (the “**Company**”) dated 19 April 2024 (the “**Original Circular**”); and (ii) the notice of the annual general meeting (the “**Annual General Meeting**”) of the Company dated 19 April 2024 (the “**Original AGM Notice**”) to convene the Annual General Meeting to be held at No. 160, Weiken Street, Hangzhou Economic and Technical Development Zone, Hangzhou, Zhejiang Province, the PRC on Monday, 3 June 2024 at 4:00 p.m.

Details of the proposed resolutions to be considered at the Annual General Meeting were stated in the Original AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the Original Circular.

Apart from the amendments stated below, all the information contained in the Original AGM Notice remains to have full force and effect, and this supplemental notice shall be read together with the Original AGM Notice:

### **SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:**

Due to the matters as set out in the supplemental circular of the Company dated 20 May 2024 (the “**Supplemental Circular**”), the following new resolution numbered 2(e) should be inserted to resolution numbered 2(d) in the Original AGM Notice:

2(e) To re-elect Mr. Qu Hong Liang as an executive director of the Company.

By order of the Board  
**Zhang Ye**  
*Chairman and Executive Director*

Hong Kong, 20 May 2024

*As at the date of this notice, the board of directors of the Company comprises: Mr. Zhang Ye as the chairman and executive director of the Company; Mr. Qu Hongliang as an executive director of the Company; Dr. Zhao Wei, Messrs. Meng Fanjie, Zhou Yuan and Shen Tao as non-executive directors of the Company; and Messrs. Cheng Yuk Wo, Pun Tit Shan and Chen Jihua as independent non-executive directors of the Company.*

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A revised form of proxy containing the new resolution numbered 2(e) has been enclosed with the Supplemental Circular. Please refer to the section headed “4. Supplemental Notice of the Annual General Meeting and the Revised Proxy Form” in the Supplemental Circular for arrangements on the completion and submission of the revised form of proxy.
2. Save for the above new resolution numbered 2(e), there are no other changes to the resolutions set out in the Original AGM Notice. Please refer to the Original Circular for details of the other resolutions to be considered at the Annual General Meeting, closure of register of members, eligibility for attending the Annual General Meeting, appointment of proxy and other relevant matters.
3. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Also, Article 65 of the Company’s Articles of Association provides that at any general meeting a resolution put to the vote of a meeting shall be decided by poll.
4. Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s Share Registrar, 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 of the Annual General Meeting or at any adjournment thereof.
5. For the purpose of determining the total number of Shareholders who are entitled to attend and vote at the AGM, the transfer books and Register of Members of the Company will be closed from Wednesday, 29 May 2024 to Monday, 3 June 2024 (both days inclusive). During such period, no share transfers will be effected. In order to qualify for attending the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 28 May 2024.
6. With reference to resolutions numbered 2(a) to (c) in the Original AGM Notice and resolution numbered 2(e) in this supplemental notice, Dr. Zhao Wei, Mr. Meng Fanjie, Mr. Pun Tit Shan and Mr. Qu Hongliang will retire and being eligible, will offer themselves for re-election at the Annual General Meeting. Their requisite details are set out in Appendix II to the Original Circular and the Supplemental Circular.
7. Completion and return of the form of proxy or the revised form of proxy will not preclude a member from attending the Annual General Meeting or any adjourned meeting if he so desires. If a member attends the Annual General Meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.