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Jingfeng Holding Limited

景豐控股有限公司

(incorporated in Hong Kong with limited liability)

**PRE-CONDITIONAL VOLUNTARY GENERAL CASH OFFER
BY CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG
SECURITIES LIMITED AND
CCB INTERNATIONAL CAPITAL LIMITED
ON BEHALF OF
JINGFENG HOLDING LIMITED
TO ACQUIRE ALL THE ISSUED SHARES
IN GREATVIEW ASEPTIC PACKAGING COMPANY LIMITED
(OTHER THAN THOSE ALREADY HELD OR AGREED TO BE ACQUIRED BY
JINGFENG HOLDING LIMITED AND THE OFFEROR CONCERT PARTIES)**

**PROGRESS UPDATE
AND
EXTENSION OF THE LATEST DATE FOR
THE DESPATCH OF OFFER DOCUMENT**

Lead Financial Adviser to the Offeror



Joint Financial Adviser to the Offeror



Reference is made to the announcement dated 9 May 2024 published by Jingfeng Holding Limited (the “**Offeror**”) in relation to the pre-conditional voluntary general cash offer by China International Capital Corporation Hong Kong Securities Limited and CCB International Capital Limited on behalf of the Offeror to acquire all the issued shares in Greatview Aseptic Packaging Company Limited (the “**Company**”) (other than those

already owned by the Offeror and the Offeror Concert Parties) (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

PROGRESS UPDATE

As disclosed in the Announcement, the making of the Offer is subject to the satisfaction or (if capable of being waived) waiver of the Pre-Conditions. The Pre-Conditions include approvals or filings which the Offeror and/or the Shandong NewJF Group is/are required to obtain or complete under applicable laws, rules and regulations, and which are generally in line with the approvals or filings which the Offeror and/or the Shandong NewJF Group obtained or completed in connection with the acquisition of 377,132,584 Shares from JSH Venture Holdings Limited in 2023.

The Offeror has been actively working towards the satisfaction of the Pre-Conditions. As at the date of this announcement: (A) in relation to Pre-Condition (i)(a), application documents have been submitted to the competent authorities regulating outbound direct investment in the PRC (including the National Development and Reform Commission and the Ministry of Commerce) for the purpose of completing the relevant filings, registration or approval in relation to the Offer; (B) in relation to Pre-Condition (ii), Shandong NewJF is preparing the relevant materials for convening a shareholders’ meeting for the purpose of obtaining the requisite approval by the shareholders of Shandong NewJF of the Offer as required under the laws, regulations and regulatory requirements of the CSRC and the Shenzhen Stock Exchange pursuant to the MAR Measures; and (C) in relation to Pre-Condition (iii)(a), relevant documents have been submitted to the Anti-trust Bureau of SAMR for the purpose of completing the merger control filing and obtaining the approval of SAMR in respect of the Offer. In addition, as at the date of this announcement, the Offeror is not aware of any circumstances which may result in Pre-Conditions (i)(b) and (iii)(b) not being satisfied causing the Offer to lapse.

While Shandong NewJF has shown due respect to the expertise of the Company’s existing management, since becoming the single largest Shareholder of the Company, as a leading company in the aseptic packaging industry, it has also been taking active steps with an aim to further improve the operations, management and corporate governance of the Group and to prevent actions which may prejudice the Shareholders’ interests, so as to create further value for the Shareholders, client and stakeholders of the Group. Such steps include proposing to appoint new directors to the Company and scrutinising the issue of new Shares by the Company at a substantial discount as announced by the Company on 30 November 2023 (the “**Share Placement**”). The Offeror and Shandong NewJF believe that the Offer, which is proposed to be made at the Offer Price representing a premium of approximately 63.58% over the issue price of HK\$1.62 per Share in the Share Placement, is another demonstration of Shandong NewJF’s firm commitment to enhance Shareholders’ interests and is in the interests of the Shareholders as a whole.

EXTENSION OF THE LATEST DATE FOR THE DESPATCH OF OFFER DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror should normally despatch the Offer Document within 21 days of the date of the Announcement (being on or before 30 May 2024), unless consent is granted by the Executive.

As additional time is required to fulfil the Pre-Conditions and to prepare and finalise the information to be included in the Offer Document, an application for consent has been made to the Executive under Note 2 to Rule 8.2 of the Takeovers Code, and the Executive has indicated that it is minded to grant its consent to extend the latest date for the despatch of the Offer Document to (a) the seventh day after the fulfilment of the Pre-Conditions or (b) 14 April 2025 (being seven days after the Pre-Conditions Long Stop Date), whichever is the earlier.

The Offeror will continue to diligently work towards the satisfaction of the Pre-Conditions and the despatch of the Offer Document. Further announcement(s) will be made by the Offeror in relation to the despatch of the Offer Document and/or in relation to the satisfaction or (if capable of being waived) waiver of the Pre-Conditions as and when appropriate.

WARNING

Shareholders of and potential investors in the Company should note that the Pre-Conditions must be satisfied or (if capable of being waived) waived on or before the Pre-Condition Long Stop Date before the Offer will be made. The making of the Offer is therefore a possibility only and may or may not be made. Further, Shareholders of and potential investors in the Company should note that the Offer will be subject to the satisfaction or (if capable of being waived) waiver of the Conditions on or before the Conditions Long Stop Date. Accordingly, the Offer may or may not become unconditional. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and, if they are in any doubt about their positions, they should consult their professional advisers.

By order of the sole director of
Jingfeng Holding Limited
景豐控股有限公司
Yuan Xunjun
Sole Director

Shandong, the PRC, 30 May 2024

As at the date of this announcement, the sole director of the Offeror is Mr. Yuan Xunjun.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement, and confirms, having made all reasonable enquiries, that to the best of his 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.

As at the date of this announcement, the board of directors of Shandong NewJF comprises Mr. Yuan Xunjun, Ms. Guo Xiaohong, Mr. Liu Baozhong, Mr. Jiao Bo, Mr. Wei Gonghai and Ms. Zhang Daorong as the non-independent directors, Mr. Shao Bin, Mr. Chen Xuejun, Ms. Lan Peizhen and Mr. Shi Daojin as the independent directors.

The directors of Shandong NewJF jointly and severally accept full responsibility for the 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.