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## **CHAMPION HOLDING (BVI) CO., LTD**

*(incorporated in the British Virgin Islands with limited liability)*

### **DESPATCH OF THE OFFER DOCUMENT RELATING TO CONDITIONAL VOLUNTARY GENERAL CASH OFFER BY SHENWAN HONGYUAN CAPITAL (H.K.) LIMITED ON BEHALF OF CHAMPION HOLDING (BVI) CO., LTD TO ACQUIRE ALL THE ISSUED SHARES OF CPMC HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR OR PARTIES ACTING IN CONCERT WITH IT)**

**Financial adviser to the Offeror**



**Shenwan Hongyuan Capital (H.K.) Limited**

Reference is made to (i) the joint announcement issued by Champion HOLDING (BVI) CO., LTD (the “**Offeror**”) and CPMC Holdings Limited (“**CPMC**”) dated 6 December 2023 pursuant to Rule 3.5 of the Takeovers Code; (ii) the announcement issued by the Offeror on 27 December 2023 in relation to delay in despatch of the offer document; (iii) the announcement issued by the Offeror on 15 July 2024 in relation to fulfilment of all Pre-Conditions; (iv) the announcement issued by the Offeror on 22 July 2024 in relation to further delay in despatch of the offer document; and (v) the offer document dated 30 July 2024 (the “**Offer Document**”) issued by the Offeror in relation to the Offer. Unless otherwise defined, capitalised terms herein shall have the same meanings as those defined in the Offer Document.

#### **DESPATCH OF THE OFFER DOCUMENT**

The Offer Document containing, among other things, (i) the terms and conditions of the Offer; (ii) the expected timetable; and (iii) the letter from Shenwan Hongyuan, together with the accompanying Form of Acceptance, has been despatched to the Shareholders on 30 July 2024 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE

The timetable set out below is indicative and may be subject to change. Any changes to the timetable will be announced by the Offeror. Unless otherwise expressly stated, all references to dates and times contained in this announcement refer to Hong Kong dates and times.

Event	Time and date
Despatch date of the Offer Document and the accompanying Form of Acceptance ( <i>Note 1</i> ) . . . . .	Tuesday, 30 July 2024
Commencement of the Offer ( <i>Note 1</i> ) . . . . .	Tuesday, 30 July 2024
Latest date for the posting of the Response Document ( <i>Note 2</i> ) . . . . .	Tuesday, 13 August 2024
First Closing Date ( <i>Note 1</i> ) . . . . .	Tuesday, 3 September 2024
Latest time and date for acceptance of the Offer on the First Closing Date (Notes 1 and 5) . . . . .	By 4:00 p.m. on Tuesday, 3 September 2024
Announcement of the results of the Offer (or its extension or revision, if any) to be posted on the website of the Stock Exchange ( <i>Note 3</i> ) . . . . .	By 7:00 p.m. on Tuesday, 3 September 2024
Latest date for posting of remittances for the amounts in respect of valid acceptances received under the Offer at or before 4:00 p.m. on the First Closing Date (assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date) ( <i>Note 4</i> ) . . . . .	Thursday, 12 September 2024
Latest time and date by which the Offer can become or be declared unconditional as to acceptances ( <i>Note 6</i> ) . . . . .	By 7:00 p.m. on Monday, 30 September 2024
Latest time and date for the acceptance of the Offer on the Final Closing Date (assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date) ( <i>Note 1</i> ) . . . . .	By 4:00 p.m. on Friday, 29 November 2024

Announcement of the results of the Offer as at the Final Closing Date to be posted on the website of the Stock Exchange (assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date) . . . . . By 7:00 p.m. on Friday, 29 November 2024

Latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer at or before 4:00 p.m. on 29 November 2024, being the latest time and date which the Offer remains open for acceptance (assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date) (*Note 4*) . . . . . Tuesday, 10 December 2024

Date of withdrawal of listing of the Shares (assuming the Offeror is entitled to exercise its right of compulsory acquisition rights as particularised in the section headed “POSSIBLE COMPULSORY ACQUISITION AND WITHDRAWAL FROM LISTING” in the “Letter from Shenwan Hongyuan” of the Offer Document at the close of the Offer) (*Note 6*) . . . . . February 2025 (tentative)

*Notes:*

1. Pursuant to the Takeovers Code, the Offer must initially open for at least 28 days following the date on which the Offer Document is posted. The Offer is conditional upon valid acceptances of the Offer having been received at or before 4:00 p.m. on the First Closing Date in respect of the Shares which, together with the Shares acquired or agreed to be acquired before or during the Offer, will result in the Offeror and parties acting in concert with it holding not less than 50% of all the Shares then in issue. Unless the Offer has previously become or been declared unconditional or extended, the latest time for acceptance of the Offer is 4:00 p.m. on Tuesday, 3 September 2024 (which is the 35th day after the commencement of the Offer). Upon the Offer becoming unconditional following the fulfilment of the above acceptance condition, the Offer will remain open for acceptance until the expiry of a period of four months after the posting of the Offer Document for the purpose of allowing the Offeror to acquire further the Shares to entitle it to exercise its compulsory acquisition rights as particularised in the section headed “POSSIBLE COMPULSORY ACQUISITION AND WITHDRAWAL FROM LISTING” in the “Letter from Shenwan Hongyuan” of the Offer Document. The Offeror will make an announcement as and when the Offer becomes unconditional. Beneficial owners of the Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Offer Document) for placing instructions with CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Acceptance of the Offer shall be irrevocable and is not capable of being withdrawn, except in the circumstances as set out under “4. RIGHT OF WITHDRAWAL” in Appendix I to the Offer Document.

2. In accordance with the Takeovers Code, CPMC is required to post the Response Document to the Shareholders no later than 14 days after the date of the posting of the Offer Document unless the Executive consents to a later date. Should the despatch of the Response Document be extended with the consent of the Executive, the Offeror reserves the right to extend the Closing Date by the number of days in respect of which the posting of the Response Document is delayed.
3. In accordance with Rule 15.3 of the Takeovers Code, if the acceptance condition of the Offer is fulfilled, the Offeror may also declare and announce the Offer becomes unconditional as to acceptances, provided that the Offeror fully complies with Rule 15.1 and 15.3 of the Takeovers Code for the Offer to remain open for acceptance for not less than 14 days thereafter, and in no event the period open for acceptance is less than 28 days following the date on which the Offer Document is posted. The Offeror will issue an announcement through the website of the Stock Exchange no later than 7:00 p.m. on Tuesday, 3 September 2024, being the First Closing Date, stating whether the Offer has been revised or extended, has expired or has become or been declared unconditional and (if and to the extent revised or extended) the next closing date or that the Offer will remain open until further notice. If the Offer is revised or extended, the Offeror will comply with the relevant requirements under the Takeovers Code.
4. Acceptance of the Offer shall be irrevocable and shall not be withdrawn, except in the circumstances set out in Rule 19.2 of the Takeovers Code or/and in the section headed “4. RIGHT OF WITHDRAWAL” in Appendix I to the Offer Document. Provided that the Offer has become unconditional and that the Form of Acceptance for the Shares, together with the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are valid, complete and in good order and have been received by the Receiving Agent no later than 4:00 p.m. on the Closing Date, a cheque for the amount due to each of the accepting Shareholders in respect of the Shares tendered under the Offer will be despatched to the accepting Offer Shareholders by ordinary post at his/her/its own risk as soon as possible but in any event no later than seven (7) Business Days after the later of (i) the date on which the Offer becomes or is declared unconditional in all respects; and (ii) the date on which duly completed Form of Acceptance and the relevant documents of title of Shares are received by the Receiving Agent to render each such acceptance complete and valid.
5. In accordance with Rule 15.2 of the Takeovers Code, there is no obligation to extend an offer the conditions of which are not met by the first or any subsequent closing date. In the event that the Offer does not become or is not declared unconditional as to acceptances by 7:00 p.m. on Tuesday, 3 September 2024, the Offer will lapse unless the Offer is revised or extended. In accordance with Rule 15.7 of the Takeovers Code, except with the consent of the Executive, all Conditions must be fulfilled or the Offer must lapse no later than 21 days after the First Closing Date or after the date the Offer becomes or is declared unconditional as to acceptances, whichever is the later.
6. Pursuant to Rule 15.5 of the Takeovers Code, except with the consent of the Executive, an offer (whether revised or not) may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the date of the initial offer document. In the event that the Offer (whether extended or not) does not become or is not declared unconditional as to acceptances by 7:00 p.m. on Monday, 30 September 2024, being the first Business Day after Saturday, 28 September 2024 which is the 60th day after the posting of the Offer Document as such 60th day does not fall on a Business Day, the Offer will lapse except with the Executive’s consent. Pursuant to Note 2 to Rule 15.5 of the Takeovers Code, if a competing offer has been announced, both offerors will normally be bound by the timetable established by the posting of the competing offer document; and in addition, the Executive may extend “Day 60” for the purposes of any procedure established by the Executive in accordance with Rule 16.5. In light of the Competitive Situation (as defined in section headed “POSSIBLE COMPULSORY ACQUISITION AND WITHDRAWAL OF LISTING” in the “Letter from Shenwan Hongyuan” of the Offer Document), the Offeror may consider to make further application to the Executive for its consent to extend the “Day 60” and make the relevant announcement as and when appropriate.

**Shareholders are encouraged to read the Offer Document carefully before deciding whether or not to accept the Offer. The Shareholders and potential investors are advised to exercise caution when dealing in the securities of CPMC, and if they are in any doubt about their position, they should consult their professional advisers.**

By order of the sole director of  
**CHAMPION HOLDING (BVI) CO., LTD**  
**Li Jiantao**  
*Sole Director*

Hong Kong, 30 July 2024

*As at the date of this announcement, (i) the directors of Baowu are Mr. Hu Wangming, Mr. Hou Angui, Mr. Tang Fuping, Mr. Luo Jianchuan, Mr. Cheng Daoran, Mr. Hu Zhanghong and Mr. Zhang Helei; (ii) the directors of Changping Industrial are Ms. Lu Qiaoling, Mr. Li Jiantao, Mr. Zhang Xiaojun, Mr. Xiao Linxing and Ms. Zong Yuran; and (iii) the sole director of the Offeror is Mr. Li Jiantao.*

*The directors of Baowu and Changping Industrial and the sole director of the Offeror jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, 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.*