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

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

**(I) 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) AND**

**(II) POSSIBLE TAKE PRIVATE  
LAPSE OF THE OFFER**

**Financial adviser to the Offeror**



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

Reference is made to (i) the offer document issued by Champion HOLDING (BVI) CO., LTD (the “**Offeror**”) dated 30 July 2024 (the “**Offer Document**”) and (ii) the response document issued by CPMC Holdings Limited (“**CPMC**”) dated 13 August 2024 in relation to the Offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document. All references to time and dates contained in this announcement are to Hong Kong times and dates.

### **LEVEL OF ACCEPTANCE ON THE FIRST CLOSING DATE AND LAPSE OF THE OFFER**

China Foods has accepted the Offer in respect of the Sale Shares (being 330,658,800 Shares and representing approximately 29.7% of the total issued share capital of CPMC as at the date of this announcement) pursuant to the Irrevocable Undertaking.

As at 4:00 p.m. on the First Closing Date (i.e. 3 September 2024), taking into account the acceptance under the Irrevocable Undertaking, the Offeror had received valid acceptances in respect of a total of 344,551,333 Offer Shares under the Offer (the “**Acceptance Shares**”), representing approximately 30.9% of the total issued share capital of CPMC as at the date of this announcement. On this basis, the Offeror wishes to inform the Shareholders that the Offer did not become unconditional on the date of this announcement, which is the First Closing Date of the Offer, as the acceptance condition was not satisfied. Accordingly, the Offeror hereby declares the Offer lapsed as at 4:00 p.m. on the First Closing Date in accordance with the terms and conditions thereof.

Pursuant to Rule 31.1 of the Takeovers Code, the Offeror and parties acting in concert with it are precluded from announcing another offer for the Shares for a period of 12 months from the date of this announcement, except with the consent of the Executive.

### **INTERESTS OF THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT IN THE SHARES**

Prior to the commencement of the Offer Period, neither the Offeror nor parties acting in concert with it held, controlled or directed any Shares or any rights over Shares.

Save for the acceptance described above (including the acceptance by China Foods in accordance with the Irrevocable Undertaking), the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares or rights over Shares during the Offer Period.

Neither the Offeror nor any parties acting in concert with it have borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in CPMC during the Offer Period and up to and including the date of this announcement, save for any borrowed securities which have been either on-lent or sold.

### **RETURN OF DOCUMENTS**

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) lodged with the Form of Acceptance in respect of the Acceptance Shares received by the Receiving Agent will be returned to the relevant Shareholders who have accepted the Offer, by ordinary post at the relevant Shareholders’ own risk as soon as possible but in any event no later than seven (7) Business Days after the Offer has lapsed (i.e. by Thursday, 12 September 2024).

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

Hong Kong, 3 September 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.*