

## DEFINITIONS

In this document, unless the context otherwise requires, the following expressions shall have the following meanings. Certain other terms are explained in the section headed "Glossary" in this document.

<b>"Affiliate"</b>	in relation to a body corporate, any subsidiary undertaking or parent undertaking of such body corporate, and any subsidiary undertaking of any such parent undertaking for the time being
<b>"AQSIQ"</b>	General Administration of Quality Supervision, Inspection and Quarantine of the PRC (中華人民共和國國家質量監督檢驗檢疫總局)
<b>"Articles" or "Articles of Association"</b>	the articles of association of our Company adopted on October 23, 2009, and as amended from time to time
<b>"Baosteel"</b>	Baoshan Iron & Steel Co., Ltd. (寶山鋼鐵股份有限公司), a company incorporated in the PRC with limited liability, and an independent third party, and/or its subsidiaries
<b>"Bapton"</b>	Bapton Company Limited, a company incorporated in Hong Kong with limited liability on August 22, 1986, and an indirect wholly-owned subsidiary of COFCO
<b>"Beijing Gloria"</b>	Beijing Gloria Properties Management Ltd. (北京凱萊物業管理有限公司), a company incorporated in the PRC with limited liability on February 24, 2000, and an indirect non-wholly-owned subsidiary of COFCO
<b>"Beijing Property Leasing Contract"</b>	a property leasing contract entered into between Hangzhou CPMC and COFCO on August 13, 2009
<b>"Beijing Property Management Contract"</b>	a property management contract entered into between Hangzhou CPMC and Beijing Gloria on August 10, 2009
<b>"Board"</b>	the Board of Directors of our Company
<b>"Business Day"</b>	a day which is not a Saturday, a Sunday or a public holiday in Hong Kong and on which banks in Hong Kong are generally open for business
<b>"BVI"</b>	the British Virgin Islands
<b>"CAGR"</b>	compound annual growth rate
<b>"Caoxian COFCO"</b>	Caoxian COFCO Dabao Food Industry Co. Ltd. (曹縣中糧大寶食品工業有限公司), a company incorporated in the PRC with limited liability on May 25, 2001, and a 45.45% held associate of COFCO
<b>"Caoxian Supply Agreement"</b>	a supply agreement entered into between our Company and Caoxian COFCO on October 23, 2009

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<b>"Capitalization Issue"</b>	the issue of 599,999,940 shares upon capitalization of an amount of HK\$59,999,994 standing to the credit of the share premium account of our Company referred to in the section headed "Further Information about Our Company — The Reorganization" in Appendix VI to this document
<b>"China" or "PRC"</b>	the People's Republic of China excluding, for the purpose of this document, Hong Kong, Macau and Taiwan
<b>"China Agri"</b>	China Agri-Industries Holdings Limited (中國糧油控股有限公司), a company incorporated in Hong Kong with limited liability on November 18, 2006, the shares of which are listed on the Main Board of the Stock Exchange, and an indirect subsidiary of COFCO
<b>"China Agri Supply Agreement"</b>	a supply agreement entered into between CPMC (HK) and China Agri on June 27, 2008
<b>"China Foods"</b>	China Foods Limited (中國食品有限公司), a company incorporated in Bermuda with limited liability on May 14, 1990, the shares of which are listed on the Main Board of the Stock Exchange, and an indirect subsidiary of COFCO
<b>"China Foods Supply Agreement"</b>	a supply agreement entered into between our Company and China Foods on November 28, 2008
<b>"COFCO"</b>	COFCO Corporation (中糧集團有限公司), a wholly state-owned company incorporated in the PRC in September 1952 currently under the purview of the SASAC and the ultimate controlling shareholder of our Company
<b>"COFCO Development"</b>	COFCO Development Company Limited (中糧發展有限公司), a company incorporated in the PRC with limited liability on May 31, 2001, and an indirect wholly-owned subsidiary of COFCO
<b>"COFCO Finance"</b>	COFCO Finance Corporation Limited (中糧財務有限責任公司), a non-bank financial institution incorporated with limited liability in the PRC on September 24, 2002, and a wholly-owned subsidiary of COFCO
<b>"COFCO Group"</b>	COFCO and its subsidiaries other than our Group
<b>"COFCO (HK)"</b>	COFCO (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability on August 14, 1981, and a direct wholly-owned subsidiary of COFCO and our controlling shareholder
<b>"COFCO Le Conte"</b>	COFCO Le Conte Food (Shenzhen) Co., Ltd. (中糧金帝食品(深圳)有限公司), a company incorporated in the PRC with limited liability on June 6, 1990, and a wholly-owned subsidiary of China Foods

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<b>"COFCO-MC (HK)"</b>	COFCO-MC (Hong Kong) Limited (中糧包裝美特(香港)有限公司), formerly known as Teamer Hong Kong Limited, a company incorporated in Hong Kong with limited liability on October 25, 2007, and an indirect wholly-owned subsidiary of our Company
<b>"COFCO No. 33"</b>	COFCO (BVI) No. 33 Limited, a company incorporated in the BVI with limited liability on August 30, 2000, and a direct wholly-owned subsidiary of our Company
<b>"COFCO No. 34"</b>	COFCO (BVI) No. 34 Limited, a company incorporated in the BVI with limited liability on August 30, 2000, and a direct wholly-owned subsidiary of our Company
<b>"COFCO No. 39"</b>	COFCO (BVI) No. 39 Limited, a company incorporated in the BVI with limited liability on August 30, 2000, and a direct wholly-owned subsidiary of our Company
<b>"COFCO No. 86"</b>	COFCO (BVI) No. 86 Limited, a company incorporated in the BVI with limited liability on August 30, 2000, and a direct wholly-owned subsidiary of our Company
<b>"COFCO Plaza Co."</b>	Beijing COFCO Plaza Development Co., Ltd. (北京中糧廣場發展有限公司), a company incorporated in the PRC with limited liability on September 14, 1987, and an indirect wholly-owned subsidiary of COFCO
<b>"COFCO Tunhe"</b>	COFCO Tunhe Co., Ltd. (中糧屯河股份有限公司), a company incorporated in the PRC with limited liability on September 18, 1993 in which COFCO has a 59.60% equity interest, and the shares of which are listed on the Shanghai Stock Exchange
<b>"COFCO Tunhe Group"</b>	COFCO Tunhe and its subsidiaries
<b>"COFCO Tunhe Kuitun"</b>	COFCO Tunhe Kuitun Tomato Products Co., Ltd. (中糧屯河奎屯番茄製品有限公司), a company incorporated in the PRC with limited liability on August 8, 2000 in which COFCO Tunhe has a 98.85% equity interest
<b>"Companies Ordinance"</b>	the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as amended and supplemented from time to time
<b>"Company" or "our Company"</b>	CPMC Holdings Limited (中糧包裝控股有限公司), formerly known as Witty Link Limited (樺凌有限公司), a company incorporated in Hong Kong with limited liability on October 25, 2007, which became a wholly-owned subsidiary of COFCO and COFCO (HK) on February 15, 2008
<b>"controlling shareholder(s)"</b>	has the meaning ascribed thereto under the Listing Rules and, unless the context requires otherwise, refers to COFCO, COFCO (HK) and Wide Smart

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<b>"CPF"</b>	China Packaging Federation (中國包裝聯合會), formerly known as China Packaging Technology Association (中國包裝技術協會), a national packaging organization under the direct supervision of SASAC, established in 1980 with the approval of the State Council of the PRC, which implements the PRC governmental policies relating to the packaging industry
<b>"CPF Report"</b>	the report of CPF dated June 2009 and entitled "2007-2008 Professional Research Report of the PRC Metal Packaging Industry (Professional Edition) (2007-2008年度中國金屬包裝行業專業分析研究報告), a non-government publication, which is not commissioned by our Group or any of our connected persons and/or the [●] but contains information and data contributed by the Group
<b>"CPMC (Chengdu)"</b>	CPMC (Chengdu) Co., Ltd. (中糧包裝(成都)有限公司), a company incorporated in the PRC with limited liability on January 13, 2006, and an indirect wholly-owned subsidiary of our Company
<b>"CPMC (HK)"</b>	CPMC (Hong Kong) Limited (中糧包裝(香港)有限公司), a company incorporated in Hong Kong with limited liability on December 11, 2007, and an indirect wholly-owned subsidiary of our Company
<b>"CPMC (Tianjin)"</b>	COFCO Packaging Tianjin Company Limited (中糧包裝(天津)有限公司), a company incorporated in the PRC with limited liability on March 30, 2006, and an indirect wholly-owned subsidiary of our Company
<b>"CPMC (Wuhan)"</b>	CPMC (Wuhan) Co., Ltd. (中糧包裝(武漢)有限公司), a company incorporated in the PRC with limited liability on September 8, 2008, and an indirect wholly-owned subsidiary of our Company
<b>"CPMC (Zhenjiang)"</b>	CPMC (Zhenjiang) Can End Co., Ltd. (中糧包裝(鎮江)製蓋有限公司), formerly known as Zhenjiang Huading Cibo Dni Can End Co., Ltd. (鎮江華鼎斯迪製蓋有限公司), a company incorporated in the PRC with limited liability on August 3, 2005, and an indirect wholly-owned subsidiary of our Company
<b>"CSRC"</b>	the China Securities Regulatory Commission (中國證券監督管理委員會)
<b>"Director(s)"</b>	director(s) of our Company or any of them
<b>"East Ocean"</b>	East Ocean Oils & Grains Industries (Zhangjiagang) Co., Ltd. (東海糧油工業(張家港)有限公司), a company incorporated in the PRC with limited liability on June 5, 1993, and a non-wholly-owned subsidiary of China Agri

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<b>"Eastbay"</b>	COFCO Eastbay Oils & Grains Industries (Guangzhou) Co., Ltd. (中糧東洲糧油工業(廣州)有限公司), a company incorporated in the PRC with limited liability on March 16, 1995, and a non-wholly-owned subsidiary of China Agri
<b>"GDP"</b>	gross domestic product
<b>"Group", "our Group", "we" or "us"</b>	our Company and its subsidiaries at the relevant time or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the present subsidiaries of our Company or the businesses operated by its present subsidiaries or (as the case may be) its predecessor
<b>"Guangzhou Property Leasing Agreement"</b>	a property leasing agreement entered into between Zhangjiagang CPMC and Eastbay on June 27, 2008
<b>"HACCP"</b>	Hazard Analysis and Critical Control Point, a systematic preventive approach to food safety and pharmaceutical safety that addresses physical, chemical, and biological hazards as a means of prevention rather than finished product inspection
<b>"Hangzhou COFCO-MC"</b>	Hangzhou COFCO-MC Packaging Co., Ltd. (杭州中糧美特容器有限公司), a company incorporated in the PRC with limited liability on October 21, 1992, and an indirect wholly-owned subsidiary of our Company
<b>"Hangzhou CPMC"</b>	Hangzhou CPMC Co., Ltd. (杭州中糧包裝有限公司), a company incorporated in the PRC with limited liability on November 28, 2005, and an indirect wholly-owned subsidiary of our Company
<b>"Hangzhou CPMC Canmaking"</b>	Hangzhou CPMC Canmaking Co., Ltd. (杭州中糧制罐有限公司), a company incorporated in the PRC with limited liability on December 23, 2008, and an indirect wholly-owned subsidiary of our Company
<b>"HK Tenancy Agreement"</b>	a tenancy agreement entered into between our Company and Bapton on August 29, 2008
<b>"HK Trademark License Agreement"</b>	a Hong Kong trademark license agreement entered into between our Company and COFCO on October 23, 2009
<b>"HKD", "HK\$" or "HK dollar(s)"</b>	Hong Kong dollars, the lawful currency of Hong Kong
<b>"HKFRS"</b>	Hong Kong Financial Reporting Standards
<b>"HKICPA"</b>	Hong Kong Institute of Certified Public Accountants
<b>"Hong Kong" or "HK"</b>	the Hong Kong Special Administrative Region of the PRC
<b>"Hong Kong Banking Ordinance"</b>	the Banking Ordinance, Chapter 155 of the Laws of Hong Kong

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<b>"independent third part(y)(ies)"</b>	a party or parties that is or are independent and not connected with (within the meaning of the Listing Rules) any Directors, the chief executive, substantial shareholders of our Company, our subsidiaries or any of their respective associates
<b>"Independent Valuer"</b>	Jones Lang LaSalle Sallmanns Limited, an independent property valuer
<b>"ISO"</b>	International Organization for Standardization
<b>"JDB"</b>	collectively, Jiaduobao Holdings Limited, JDB Investment Limited, Beijing Jiaduobao Drink Co., Ltd. (加多寶飲料有限公司), Guangdong Jiaduobao Drink & Food Co., Ltd. (廣東加多寶飲料食品有限公司), Zhejiang Jiaduobao Drink Co., Ltd. (浙江加多寶飲料有限公司), Wuhan Jiaduobao Drink Co., Ltd. (武漢加多寶有限公司) and Fujian Jiaduobao Drink Co., Ltd. (福建加多寶飲料有限公司), all of which are independent third parties
<b>"Latest Practicable Date"</b>	October 23, 2009, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
<b>"LIBOR"</b>	London Interbank Offered Rate
<b>"Listing Committee"</b>	the listing sub-committee of the board of directors of the Stock Exchange 2009, on which our shares are listed and from which dealings therein are permitted to take place on the Stock Exchange
<b>"Listing Rules"</b>	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
<b>"Macau"</b>	the Macau Special Administrative Region of the PRC
<b>"Main Board"</b>	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
<b>"Mead Johnson"</b>	Mead Johnson Nutritionals (China) Ltd. (美贊臣營養品(中國)有限公司), a company incorporated in the PRC with limited liability, an independent third party
<b>"NDRC"</b>	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
<b>"Northsea"</b>	COFCO Northsea Oils & Grains Industries (Tianjin) Co., Ltd. (中糧北海糧油工業(天津)有限公司), a company incorporated in the PRC with limited liability on April 8, 1992, and an associate of China Agri

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<b>"Northsea Supply Agreement"</b>	a supply agreement entered into between CPMC (HK) and Northsea on October [●], 2009
<b>"OHSMS"</b>	Occupation Health Safety Management System
<b>"Panyu MCP"</b>	Guangzhou Panyu MCP Industries Ltd. (廣州番禺美特包裝有限公司), a company incorporated in the PRC with limited liability on September 22, 1994, and an indirect wholly-owned subsidiary of our Company
<b>"PBOC"</b>	the People's Bank of China (中國人民銀行), the central bank of the PRC
<b>"Powerful Chance"</b>	Powerful Chance Limited (力湛有限公司), a company incorporated in Hong Kong with limited liability on October 2, 2008, and an indirect wholly-owned subsidiary of our Company
<b>"PRC GAAP"</b>	the generally accepted accounting principles in the PRC
<b>"PRC Legal Advisor"</b>	Haiwen & Partners, our legal advisor as to PRC law
<b>"PRC Trademark License Agreement"</b>	a PRC trademark license agreement entered into between our Company and COFCO on October 23, 2009
<b>"Renminbi" or "RMB"</b>	Renminbi, the lawful currency of the PRC
<b>"Reorganization"</b>	the corporate reorganization of our Company effected in preparation for the [●], details of which are set out in the section headed "History and Reorganization" in this document
<b>"Repurchase Mandate"</b>	the general unconditional mandate to repurchase shares given to the Directors by our sole shareholder on October 23, 2009 particulars of which are set forth in the section headed "Further Information about Our Company — Written resolutions of the sole shareholder of our Company passed on October 23, 2009" in Appendix VI to this document
<b>"SAFE"</b>	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
<b>"SASAC"</b>	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會)
<b>"SFC"</b>	the Securities and Futures Commission of Hong Kong
<b>"SFO"</b>	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time

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<b>"Shanghai Johnson"</b>	Shanghai Johnson Co., Ltd. (上海莊臣有限公司), a company incorporated in the PRC with limited liability, an independent third party
<b>"Share Option Scheme"</b>	the share option scheme conditionally approved by the sole shareholder of our Company on October 23, 2009 principal terms of which are summarized in the section headed "Share Option Scheme" in Appendix VI to this document
<b>"share(s)"</b>	ordinary shares in our Company with a nominal value of HK\$0.10 each
<b>"Shenzhen CPMC"</b>	Shenzhen CPMC Co., Ltd. (深圳中糧包裝有限公司), a company incorporated in the PRC with limited liability on November 17, 2008, and an indirect wholly-owned subsidiary of our Company
<b>"Steel Barrel Business Acquisition(s)"</b>	the acquisitions by Zhangjiagang CPMC of production facilities and inventories relating to the steel barrel and rectangular can businesses from two subsidiaries and an associate of China Agri, namely Eastbay, East Ocean and Northsea, respectively, on June 28, 2008
<b>"Stock Exchange"</b>	The Stock Exchange of Hong Kong Limited
<b>"TG (London)"</b>	Top Glory (London) Limited, a company incorporated in the United Kingdom with limited liability on November 17, 1986, and a wholly-owned subsidiary of COFCO
<b>"Tianjin Property Leasing Agreement"</b>	a property leasing agreement entered into between Zhangjiagang CPMC and Northsea on June 27, 2008
<b>"Track Record Period"</b>	the periods comprising the three years ended December 31, 2008 and the six months ended June 30, 2009
<b>"Transhell"</b>	Foshan Nanhai Transhell Container Packaging Co., Ltd. (佛山市南海柏華容器有限公司), a company incorporated in the PRC with limited liability, and an independent third party
<b>"Tunhe Supply Agreement"</b>	a supply agreement entered into between our Company and COFCO Tunhe on October [●], 2009
<b>"U.S." or "United States"</b>	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
<b>"U.S. Securities Act"</b>	the United States Securities Act of 1933, as amended
<b>"USD", "US\$" or "U.S. dollar(s)"</b>	United States dollars, the lawful currency of the United States



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<b>"Wide Smart"</b>	Wide Smart Holdings Limited, a company incorporated in the BVI with limited liability on January 3, 2001, and a direct wholly-owned subsidiary of COFCO (HK) and our controlling shareholder
<b>"Wuxi Caps"</b>	Wuxi Caps General Factory (無錫瓶蓋總廠), a collective-owned enterprise incorporated in the PRC, and an independent third party other than being a substantial shareholder of Wuxi Huapeng
<b>"Wuxi Huapeng"</b>	Wuxi Huapeng Closures Co., Ltd. (無錫華鵬瓶蓋有限公司), formerly known as CarnaudMetalbox Huapeng (Wuxi) Closures Co., Ltd. (無錫華鵬嘉多寶瓶蓋有限公司), a company incorporated in the PRC with limited liability on October 21, 1991, and an indirect subsidiary of our Company in which we hold a 61.48% equity interest with the remaining 38.52% equity interest held by third parties
<b>"Yongji COFCO"</b>	Yongji COFCO Dabao Food Industry Co. Ltd. (永濟中糧大寶食品工業有限公司), a company incorporated in the PRC with limited liability on October 12, 2001, and a 50% held associate of COFCO
<b>"Yongji Supply Agreement"</b>	a supply agreement entered into between our Company and Yongji COFCO on October 23, 2009
<b>"Zhangjiagang CPMC"</b>	Zhangjiagang CPMC Co., Ltd. (張家港中糧包裝有限公司), a company incorporated in the PRC with limited liability on January 19, 2004, and an indirect wholly-owned subsidiary of our Company
<b>"ZUST"</b>	Zhejiang University of Science and Technology (浙江科技學院), a state university located in Hangzhou, PRC, and an independent third party

*Unless otherwise expressly stated or the context otherwise requires, all data in this document are as of the Latest Practicable Date.*

*In this document, the terms "associate", "connected person", "connected transaction", "subsidiary" and "substantial shareholder" shall have the meanings ascribed to them under the Listing Rules, unless the context otherwise requires.*

*In this document, unless otherwise stated, certain amounts denominated in RMB and U.S. dollars have been translated into HK dollars at an exchange rate of US\$1 = HK\$7.7500 and RMB1 = HK\$1.1345 for illustration purposes only. Such conversions shall not be construed as representations that amounts in RMB or U.S. dollars were or may have been converted into HK dollars at such rate or any other exchange rates.*

*Certain amounts and percentage figures included in this document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

*In this document, if there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail.*