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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of CPMC Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 16 December 2011 at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution:

AS ORDINARY RESOLUTION

“**THAT** the supply framework agreement entered into between the Company and COFCO Corporation (中糧集團有限公司) (“**COFCO**”) on 8 November 2011 and the transactions contemplated thereunder in relation to supply of packaging materials, products and related services by the Company and its subsidiaries (the “**Group**”) to COFCO and its subsidiaries and associates other than the Group (the “**Framework Agreement**”) and the relevant caps on an annual basis in the amount of RMB460,000,000, RMB720,000,000 and RMB1,100,000,000 for the three years ending 31 December 2012, 31 December 2013 and 31 December 2014 respectively be and are hereby confirmed, ratified and approved, and any one or more of the directors of the Company be and is hereby authorised to do all such acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Framework Agreement and the transactions contemplated thereunder.”

By order of the Board
CPMC Holdings Limited
Wang Jinchang
Chairman and Executive Director

Hong Kong, 1 December 2011

Notes:

1. The register of members of the Company will be closed from Thursday, 15 December 2011 to Friday, 16 December 2011, both days inclusive, during which no transfers of shares will be registered. In order to qualify for attendance and voting at the EGM, all transfer documents should be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 4:30 p.m. on Wednesday, 14 December 2011.
2. The resolution set out in this Notice of EGM will be voted on by poll.
3. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote for him. A proxy need not be a member of the Company.
4. A form of proxy for use at the EGM is enclosed. To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited, Floor 17M, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time scheduled for holding the EGM or any adjournment of it.
5. Where there are joint holders of any share, any one of such holders may vote at the EGM, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the EGM in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it.
6. Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person at the EGM or any adjourned meeting if he so desires. If a member attends the EGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.

As at the date of this announcement, the chairman of the Board and executive Director is Mr. Wang Jinchang, the other executive Director is Mr. Zhang Xin, the non-executive Directors are Messrs. Ning Gaoning, Zhou Zheng and Hu Yonglei, and the independent non-executive Directors are Messrs. Shi Wanpeng, Cheng Yuk Wo and Fu Tingmei.