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**中糧**  
**COFCO**  
自然之源 重塑你我



## **CPMC HOLDINGS LIMITED**

中糧包裝控股有限公司

*(incorporated in Hong Kong with limited liability)*  
**(Stock code: 906)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 19 DECEMBER 2014**

The Company is pleased to announce that the Resolution as set out in the Notice dated 3 December 2014 was duly passed by the Independent Shareholders by way of poll at the EGM.

Reference is made to the circular (the “Circular”) and the notice of the EGM (the “Notice”) both dated 3 December 2014 issued by the Company in respect of the Framework Agreement in relation to the renewal of the transactions for the supply of the Products and Related Services by the Group to COFCO Group. Terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

The board of directors of CPMC Holdings Limited (the “Company”) is pleased to announce the poll results in respect of the extraordinary general meeting of the Company held at 10:00 a.m. on 19 December 2014 at Gloucester Rooms I~II, 3/F, The Excelsior Hotel Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong (“the EGM”). The proposed ordinary resolution (the “Resolution”) as set out in the Notice was duly passed by the Independent Shareholders by way of poll at the EGM.

As at the date of the EGM, the issued share capital of the Company was 997,560,000 Shares. As explained in the Circular, COFCO Corporation, a controlling Shareholder, and its associates, who together held 600,000,000 Shares, representing 60.15% of the issued share capital of the Company as at the date of the EGM, were required to, and did, abstain from voting in relation to the Resolution. Accordingly, there were in aggregate 397,560,000 Shares entitling the holders of which to attend and vote for or against the Resolution at the EGM.

The Company's share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for vote-taking at the EGM. The number of shares represented by votes for and against the Resolution at the EGM was as follows:-

<b>Ordinary Resolution</b>	<b>No. of Votes (approximate %)</b>	
	<b>For</b>	<b>Against</b>
To confirm, ratify and approve the supply framework agreement entered into between the Company and COFCO Corporation (中糧集團有限公司) ("COFCO") on 14 November 2014 and the transactions contemplated thereunder in relation to the supply of various types and sizes 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 RMB250,000,000, RMB380,000,000 and RMB510,000,000 for the three years ending 31 December 2015, 31 December 2016 and 31 December 2017 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.	278,895,500 (99.99%)	14,500 (0.01%)
As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution.		

*Note: Please refer to the Notice for the full version of the Resolution.*

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

Hong Kong, 19 December 2014

*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, Wan Zaojian, Zhou Zheng and Hu Yonglei, and the independent non-executive Directors are Messrs. Cheng Yuk Wo, Fu Tingmei, Andrew Y. Yan.*