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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of CPMC Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 15 July 2016 at President Suite, World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company. Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 27 June 2016 (the “**Circular**”), unless the context otherwise requires:

ORDINARY RESOLUTIONS

“BE IT RESOLVED THAT:

1. **conditional upon the ordinary resolution set out in paragraph 2 of the notice convening this meeting being passed, in relation to the Subscription Agreement**
 - (a) the subscription agreement dated 22 May 2016 (the “**Subscription Agreement**”) entered into between the Company and each of the Connected Subscribers (as defined in the Circular), the material terms of which are set out in the Circular, be and are hereby approved and confirmed;
 - (b) the Subscriptions (as defined in the Circular) in relation to 92,000,000 new Shares (the “**Subscription Shares**”) of the Company at a price of HK\$2.6 per Subscription Share by the Connected Subscribers (as defined in the Circular) under the Subscription Agreement (as defined in the Circular), be and are hereby approved;
 - (c) the execution of the Subscription Agreement and any other agreements, documents and actions taken or to be taken in connection with the Subscriptions (including the allotment and issue by the Company of the Subscription Shares) by any director of the Company (“**Director**”), notwithstanding any interest he may have in any matters in connection with the Subscriptions, be and are hereby approved, confirmed and ratified;

- (d) any Director be and is hereby authorised to do all acts and things and execute any agreements, deeds, instruments and any other documents, under hand or under seal, or make such arrangement as he/she may determine to be appropriate, necessary or desirable to give effect to or in connection with the Subscriptions and the allotment and issue of the Subscription Shares and, subject to and in accordance with the applicable law and regulations, to approve and make such immaterial variation, amendment, supplement or waiver of immaterial matters relating to the Subscriptions in the interests of the Company and its shareholders as a whole; and
- (e) subject to and conditional upon (i) The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares; and (ii) the fulfillment of other conditions precedent as set out in the Subscription Agreement, the unconditional Specific Mandate in relation to Subscriptions granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Subscription Shares pursuant to the Subscription Agreement be and is hereby confirmed and approved,

2. conditional upon the ordinary resolution set out in paragraph 1 of the notice convening this meeting being passed, in relation to the Employee Subscription Agreements

- (a) the employee subscription agreements dated 24 May 2016 (the “**Employee Subscription Agreements**”) entered into between the Company and each of the Employee Subscribers (as defined in the Circular), the material terms of which are set out in the Circular, be and are hereby approved and confirmed;
- (b) the Employee Subscriptions (as defined in the Circular) in relation to 85,000,000 new ordinary Shares (the “**Employee Subscription Shares**”) of the Company at a price of HK\$2.6 per Employee Subscription Share by the Employee Subscribers (as defined in the Circular) under the Employee Subscription Agreements, be and are hereby approved;
- (c) the execution of the Employee Subscription Agreements and any other agreements, documents and actions taken or to be taken in connection with the Employee Subscriptions (including the allotment and issue by the Company of the Employee Subscription Shares) by any Director, notwithstanding any interest he may have in any matters in connection with the Employee Subscriptions, be and are hereby approved, confirmed and ratified;
- (d) any Director be and is hereby authorised to do all acts and things and execute any agreements, deeds, instruments and any other documents, under hand or under seal, or make such arrangement as he/she may determine to be appropriate, necessary or desirable to give effect to or in connection with the Employee Subscriptions and the allotment and issue of the Employee Subscription Shares and, subject to and in accordance with the applicable law

and regulations, to approve and make such immaterial variation, amendment, supplement or waiver of immaterial matters relating to the Employee Subscriptions in the interests of the Company and its shareholders as a whole; and

- (e) subject to and conditional upon (i) The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Employee Subscription Shares; and (ii) the fulfillment of other conditions precedent as set out in the Employee Subscription Agreement, the unconditional Specific Mandate in relation to Employee Subscriptions granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Employee Subscription Shares pursuant to the Employee Subscription Agreements be and is hereby confirmed and approved.”

By order of the Board
CPMC Holdings Limited
ZHANG Xin
Chairman and Executive Director

Hong Kong, 27 June 2016

Notes:

1. The register of members of the Company will be closed from Thursday, 14 July 2016 to Friday, 15 July 2016, 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, 13 July 2016.
2. The ordinary resolutions 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, 17M Floor, 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.
7. The Connected Subscribers and their respective associates (as defined in the Listing Rules) (to the extent they have an existing interest in the Shares) and China Foods (Holdings) Limited are required to abstain from voting on the above ordinary resolution no. 1, in relation to the Subscription Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate in relation to Subscriptions for the allotment and issue of the Subscription Shares.

8. The Employee Subscribers and their respective associates (as defined in the Listing Rules) (to the extent they have an existing interest in the Shares) are required to abstain from voting on the above ordinary resolution no. 2, in relation to the Employee Subscription Agreements and the transactions contemplated thereunder, including the grant of the Specific Mandate in relation to Employee Subscriptions for the allotment and issue of the Employee Subscription Shares.
9. The ordinary resolutions as set out above will be determined by way of a poll.

As at the date of this announcement, the chairman of the board of Directors and executive Director is Mr. Zhang Xin, the non-executive Directors are Messrs. Wan Zaotian, Hu Yonglei, Zhou Yuan and Shen Tao, and the independent non-executive Directors are Messrs. Cheng Yuk Wo, Fu Tingmei and Andrew Y. Yan.