

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 19 June 2017 (the “**Prospectus**”) issued by CPM Group Limited (the “**Company**”) for detailed information about the International Offering and the Hong Kong Public Offering (collectively, the “**Global Offering**”) described below before deciding whether or not to invest in the Offer Shares.*

*Unless otherwise defined herein, capitalised terms used in this announcement shall have the same respective meanings as defined in the Prospectus.*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement is not an offer to sell, or a solicitation of an offer to buy, any securities of the Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investments of any kind. The Offer Shares have not been, and will not be, registered under the U.S. Securities Act or any state securities law of the United States, and may not be offered or sold, pledged or transferred within the United States except that the Offer Shares may be offered, sold or delivered outside the United States in reliance on Regulation S under the U.S. Securities Act. There will be no public offer of the Offer Shares in the United States.*

*In connection with the Global Offering, Sinolink Securities (Hong Kong) Company Limited, as the stabilising manager (the “**Stabilising Manager**”), or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, and its affiliates or any person acting for it to conduct any such stabilising action, which, if commenced, will be conducted at the absolute discretion of the Stabilising Manager, and its affiliates or any person acting for it and in what the Stabilising Manager, and its affiliates reasonably regards as the best interest of the Company, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end within 30 days of the last day for lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

*Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on 23 July 2017, being the 30th day after the last day for lodging of applications under the Hong Kong Public Offering. After this date, when no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.*



## GLOBAL OFFERING

**Number of Offer Shares** : 250,000,000 Shares (subject to the Over-allotment Option)

**Number of Hong Kong Offer Shares** : 25,000,000 Shares (subject to re-allocation)

**Number of International Offer Shares** : 225,000,000 Shares (subject to re-allocation and the Over-allotment Option)

**Offer Price** : Not more than HK\$0.86 for each Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)

**Nominal Value** : HK\$0.10 per Share

**Stock code** : 1932



### Joint Global Coordinators



### Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued (including additional Shares to be issued pursuant to the Over-allotment Option) as described in the Prospectus pursuant to the Global Offering.

The Global Offering comprises the Hong Kong Public Offering of initially 25,000,000 Shares, representing 10% of the total number of the Offer Shares being offered under the Global Offering (subject to re-allocation) and the International Offering of initially 225,000,000 Shares, representing 90% of the total number of the Offer Shares being offered under the Global Offering (subject to re-allocation and the Over-allotment Option). Of the 225,000,000 Offer Shares initially being offered under the International Offering, 25,000,000 Offer Shares are available for subscription by the CNT Qualifying Shareholders under the CNT Preferential Offer as CNT Qualifying Shareholder's Preferential Entitlement. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering (other than the CNT Reserved Shares) will be subject to re-allocation as described in the section headed "Structure and Conditions of the Global Offering" in the Prospectus.

In connection with the Global Offering, the Company expects to grant the Over-allotment Option to the International Underwriters, exercisable by Sinolink Securities, at any time during the 30-day period from the last day for lodging applications under the Hong Kong Public Offering, to require the Company to issue up to an aggregate of 37,500,000 Shares, representing 15% of the total number of Offer Shares initially available under the Global Offering at the Offer Price under the International Offering to cover over-allocations, if any, in the International Offering. If the Over-allotment Option is exercised, an announcement will be made by the Company which will be posted on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.cpmgroup.com.hk](http://www.cpmgroup.com.hk).

The Offer Price will be not more than HK\$0.86 per Offer Share and is expected to be not less than HK\$0.80 per Offer Share unless otherwise announced, as further explained in the section headed "Structure and Conditions of the Global Offering" in the Prospectus. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.86 per Offer Share together with a brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund (without interest) on Thursday, 29 June 2017 if the Offer Price is lower than HK\$0.86 per Offer Share.

If the Stock Exchange grants the listing of, and permission to deal in, the Shares and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.**

Applicants who would like to be allotted the Hong Kong Offer Shares issued in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service.

Applicants who would like to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS. Applicants, who are CNT Qualifying Shareholders and would like to subscribe for the CNT Reserved Shares pursuant to the CNT Preferential Offer, should complete and sign the **BLUE** Application Forms.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 19 June 2017 until 12:00 noon on Friday, 23 June 2017 from:

(i) the following offices of the Hong Kong Underwriters:

<b>Innovax Securities Limited</b>	Unit A-C, 20/F, Neich Tower, 128 Gloucester Road, Wanchai, Hong Kong
<b>Sinolink Securities (Hong Kong) Company Limited</b>	Units 2503, 2505-06, 25/F Low Block, Grand Millennium Plaza 181 Queen's Road Central, Hong Kong
<b>Gransing Securities Co., Limited</b>	17/F, Hing Yip Commercial Centre, 272-284 Des Voeux Road Central, Hong Kong
<b>China Finance KAB Limited</b>	30/F, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong
<b>ZMF Asset Management Limited</b>	Room 2502, World Wide House, 19 Des Voeux Road Central, Hong Kong
<b>Guotai Junan Securities (Hong Kong) Limited</b>	27/F., Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong
<b>Pacific Foundation Securities Limited</b>	11/F, New World Tower II, 16-18 Queen's Road Central, Hong Kong
<b>RHB Securities Hong Kong Limited</b>	12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong
<b>Long Asia Securities Limited</b>	Unit A, 23/F, The Wellington, 198 Wellington Street, Sheung Wan, Hong Kong

(ii) any of the following branches of DBS Bank (Hong Kong) Limited:

<b>DBS Bank (Hong Kong) Limited</b>	<b>Branch</b>	<b>Address</b>
Hong Kong Island	United Centre Branch	Shops 1015-1018, 1/F & Shops 2032-2034, 2/F, United Centre, 95 Queensway, Admiralty
	North Point Branch	G/F, 391 King's Road, North Point
	Happy Valley Branch	G/F, 18A-22 King Kwong Street, Happy Valley
Kowloon	Nathan Road EB Centre	2/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok
	Kowloon Bay EB Centre	Shop 6, G/F, Chevalier Commercial Centre, 8 Wang Hoi Road, Kowloon Bay
New Territories	Kwai Chung Branch	G/F, 1001 Kwai Chung Road, Kwai Chung
	Ma On Shan Branch	Shops 205-206, Level 2, Ma On Shan Plaza, Ma On Shan

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 19 June 2017 until 12:00 noon on Friday, 23 June 2017 from:

- (i) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (ii) your stockbrokers who may also have such Application Forms and the Prospectus available.

A copy of the Prospectus, together with the **BLUE** Application Form, has been despatched to each CNT Qualifying Shareholder with a CNT Qualifying Shareholder's Preferential Entitlement at the address recorded on the register of members of CNT at 4:30 p.m. on 16 June 2017, being the record date of the CNT Qualifying Shareholder's Preferential Entitlement. An electronic copy of the Prospectus (which is identical to the printed Prospectus) can be accessed and downloaded from the websites of the Company at [www.cpmgroup.com.hk](http://www.cpmgroup.com.hk) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Ting Hong Nominees Limited – CPM Group Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above at the following times:

- 9:00 a.m. to 5:00 p.m., Monday, 19 June 2017
- 9:00 a.m. to 5:00 p.m., Tuesday, 20 June 2017
- 9:00 a.m. to 5:00 p.m., Wednesday, 21 June 2017
- 9:00 a.m. to 5:00 p.m., Thursday, 22 June 2017
- 9:00 a.m. to 12:00 noon, Friday, 23 June 2017

Your completed **BLUE** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Ting Hong Nominees Limited – CPM Group Preferential Offer" for the payment, should be deposited in the special collection boxes at Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong at the following times:

- 9:00 a.m. to 5:00 p.m., Monday, 19 June 2017
- 9:00 a.m. to 5:00 p.m., Tuesday, 20 June 2017
- 9:00 a.m. to 5:00 p.m., Wednesday, 21 June 2017
- 9:00 a.m. to 5:00 p.m., Thursday, 22 June 2017
- 9:00 a.m. to 12:00 noon, Friday, 23 June 2017

Applicants may apply online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Monday, 19 June 2017 until 11:30 a.m. on Friday, 23 June 2017 (or such later date as may apply as described in the paragraph headed "Effect of bad weather on the opening of the Application Lists" under the section headed "How to Apply for Hong Kong Offer Shares and CNT Reserved Shares" in the Prospectus).

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

- 9:00 a.m. to 8:30 p.m.<sup>(1)</sup>, Monday, 19 June 2017
- 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>, Tuesday, 20 June 2017
- 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>, Wednesday, 21 June 2017
- 8:00 a.m. to 8:30 p.m.<sup>(1)</sup>, Thursday, 22 June 2017
- 8:00 a.m.<sup>(1)</sup> to 12:00 noon, Friday, 23 June 2017

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*Note:*

- <sup>(1)</sup> These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.



CCASS Investor Participants can input electronic application instructions from 9:00 a.m. on Monday, 19 June 2017, until 12:00 noon on Friday, 23 June 2017 (24 hours daily, except on the last application day).

The Application Lists will open from 11:45 a.m. to 12:00 noon on Friday, 23 June 2017 (or such later date as may apply in case of certain bad weather conditions as described in the paragraph headed “Effect of Bad weather on the opening of the Application Lists” under the section headed “How to Apply for Hong Kong Offer Shares and CNT Reserved Shares” in the Prospectus).

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for Hong Kong Offer Shares and CNT Reserved Shares” in the Prospectus for details of the conditions and application procedures of the Global Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the International Offering, the level of applications under the Hong Kong Public Offering and the CNT Preferential Offer and the basis of allocation of the Hong Kong Offer Shares and the CNT Reserved Shares on or before Thursday, 29 June 2017 on the website of the Company at [www.cpmgroup.com.hk](http://www.cpmgroup.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

Results of allocation of the Hong Kong Public Offering and the Preferential Shares, the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where appropriate) and the number of the Hong Kong Offer Shares successfully applied for under the Hong Kong Public Offering, will be made available in the manner as described in the paragraphs under “Publication of results” under the section headed “How to Apply for Hong Kong Offer Shares and CNT Reserved Shares” in the Prospectus on Thursday, 29 June 2017.

The Company will not issue temporary documents of title in respect of the Shares. No receipt will be issued for application monies received. Share certificates will only become valid certificates of title provided that the Global Offering has become unconditional in all aspects and the right of termination described in the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus has not been exercised, which is expected to be at 8:00 a.m. on Friday, 30 June 2017.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.86 (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offer are not fulfilled in accordance with the section headed “Structure and Conditions of the Global Offering – Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage fee, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Friday, 30 June 2017. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 1932.

By Order of the Board of Directors  
**CPM Group Limited**  
**Lam Ting Ball, Paul**  
*Chairman*

Hong Kong, 19 June 2017

*As at the date of this announcement, the Board comprises Mr. Tsui Ho Chuen, Philip, Mr. Li Guangzhong and Mr. Wong Anders as the executive Directors, Mr. Lam Ting Ball, Paul and Mr. Chong Chi Kwan as the non-executive Directors, and Ms. Chiu Kam Hing Kathy, Mr. Chua Joo Bin and Mr. Xia Jun as the independent non-executive Directors.*

*Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).*