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## IMPORTANT

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***If there is any doubt about any of the contents of this supplemental prospectus, you should obtain independent professional advice.***

This is a supplemental prospectus (the “**Supplemental Prospectus**”) issued by CPM Group Limited (the “**Company**”) which amends and supplements the prospectus (the “**Prospectus**”) dated 19 June 2017 issued by the Company in connection with the global offering (the “**Global Offering**”) and the listing (the “**Listing**”) of its shares (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). A copy of this Supplemental Prospectus in its English and Chinese versions, together with (a) a printed copy of each of the **WHITE** Confirmation Form (as defined below) and the **BLUE** Confirmation Form (as defined below); (b) the original certificate as to the accuracy of the Chinese translation of this Supplemental Prospectus and each of the **WHITE** Confirmation Form (as defined below) and the **BLUE** Confirmation Form; (c) the original certificate as to the competency of the Chinese translator given by the Sponsor (as defined below); (d) the original consent letters given by the Sponsor and Counsel (as defined below) who have given and have not withdrawn their written consents to the issue of this Supplemental Prospectus with the inclusion of their names and references to their opinions in the form and context in which they respectively appear in this Supplemental Prospectus; and (e) the material contracts referred to in the paragraphs under “10. Summary of additional material contracts” in this Supplemental Prospectus, has been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this Supplemental Prospectus or any of the other documents referred to above.

This Supplemental Prospectus is a prospectus for the purpose of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. If you are in doubt about this Supplemental Prospectus, you should consult your broker, bank manager, solicitor, professional accountant or other professional adviser.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Supplemental Prospectus, 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 Supplemental Prospectus.

Potential investors should read this Supplemental Prospectus in conjunction with the Prospectus in order to understand the offer to which the documents relate, in particular before confirming applications in respect of the Hong Kong Offer Shares and/or the CNT Reserved Shares which have already been submitted. To the extent that anything in this Supplemental Prospectus qualifies or contradicts anything in the Prospectus, this Supplemental Prospectus amends the Prospectus.

This Supplemental Prospectus, for which our Directors (including our independent non-executive Directors) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. Our Directors (including our independent non-executive Directors), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Supplemental Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Supplemental Prospectus misleading.

Unless the context requires otherwise, capitalised terms used in this Supplemental Prospectus shall have the same meanings as those defined in the Prospectus.

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## SUPPLEMENTAL PROSPECTUS

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Our Company is issuing this Supplemental Prospectus pursuant to section 1(a)(i) of Part 2 of the Twentieth Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance and Rule 11.13 of the Listing Rules. This Supplemental Prospectus amends and supplements the Prospectus and should be read in conjunction with the Prospectus. It should also be read together with the Application Forms and the Confirmation Forms (as defined below).

Copies of this Supplemental Prospectus and the Confirmation Forms may be obtained from 9:00 a.m. to 5:00 p.m. on Monday, 3 July 2017, Tuesday, 4 July 2017 and Wednesday, 5 July 2017 at any of the places stated in the section headed “5. How to Obtain this Supplemental Prospectus and the Confirmation Forms and How to Deposit the Confirmation Forms” in this Supplemental Prospectus and also at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong. This Supplemental Prospectus will also be available at the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.cpmgroup.com.hk](http://www.cpmgroup.com.hk). The contents of our Company’s website do not form part of this Supplemental Prospectus. No reliance shall be placed on the other contents of our Company’s website.

**You must confirm your application for the Hong Kong Offer Shares and/or the CNT Reserved Shares before 5:00 p.m., Hong Kong time, on Wednesday, 5 July 2017, as stipulated in the revised expected timetable in the section headed “3. Revised Expected Timetable of the Global Offering” in this Supplemental Prospectus.** If you have made a valid application for the Hong Kong Offer Shares and/or the CNT Reserved Shares but do not confirm the application(s) in accordance with the procedures for confirmation set forth in the section headed “4. Confirmation of Applications” in this Supplemental Prospectus, you will be taken as not proceeding with that your original application(s) and that your original application(s) will be rejected and your application monies will be refunded as stipulated in the revised expected timetable in the section headed “3. Revised Expected Timetable of the Global Offering” in this Supplemental Prospectus. Our Company has sent copies of (1) this Supplemental Prospectus and (2) the **BLUE** Confirmation Form to all CNT Qualifying Shareholders who have successfully applied for the CNT Reserved Shares to inform them of the arrangements under which they may confirm their applications.

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## **IMPORTANT**

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Confirmation of an application can only be given by validly completing and returning a Confirmation Form. Confirmation of an application can only be validly given in respect of an original application which is validly completed and submitted in accordance with the procedures set forth in the section headed “How to Apply for Hong Kong Offer Shares and CNT Reserved Shares” in the Prospectus. Confirmation of an application cannot be validly given in respect of an original application which was not validly completed and submitted in accordance with those procedures. Further information and the situations in which our Hong Kong Offer Shares and/or the CNT Reserved Shares will not be allotted to you or in which your original application is liable to be rejected and therefore not considered validly completed and submitted (e.g. if your original application is revoked, the allotment of our Hong Kong Offer Shares and/or the CNT Reserved Shares is void or if multiple applications have been made) is set forth in the paragraphs under “Circumstances in which you will not be allocated Offer Shares” in the section headed “How to Apply for Hong Kong Offer Shares and CNT Reserved Shares” in the Prospectus.

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## 1. ADDITIONAL INFORMATION

This Supplemental Prospectus is issued for the purpose of allowing additional time for the Eligible Applicants (as defined below) and other potential investors to consider the potential impact of the petition (the “**Petition**”) received by CNT on 22 June 2017. Our Company has issued this Supplemental Prospectus which resulted in a delay in the timetable of the Global Offering.

### Information on the Petitioner and Prime Surplus Limited

According to public information, our Directors understand that Chinaculture.com Limited (“**Chinaculture.com**”) is the registered owner of 19.16% of the shares in issue of CNT as of 22 June 2017. Chinaculture.com is a wholly-owned subsidiary of Chuang’s China Investments Limited, a company listed on the Stock Exchange (Stock code: 298). Prime Surplus Limited (“**Prime Surplus**”) is the registered owner of 26.16% of the shares in issue of CNT as of the same date. Prime Surplus is wholly-owned by Mr. TSUI Ho Chuen, Philip, a common director of CNT and our Company.

As of the date of this Supplemental Prospectus, our Company is a wholly-owned subsidiary of CNT. Following completion of the Spin-Off and the Listing and assuming that the Over-allotment Option is not exercised, our Company will become a non-wholly owned subsidiary of CNT. Our Company and CNT have boards of directors that function independently of each other. Save for Mr. LAM Ting Ball, Paul, who is our Chairman and a non-executive Director, Mr. TSUI Ho Chuen, Philip, who is our Executive Director and Managing Director, and Mr. CHONG Chi Kwan, who is our non-executive Director, there is no other Director holding concurrent positions in both of our Group and the Remaining Group.

### Information on the Petition

Chinaculture.com is the petitioner (the “**Petitioner**”) of the Petition. CNT and Prime Surplus are named as the respondents. No member of our Group is named as respondent in the Petition. According to the information provided by CNT, the Petitioner alleges that the affairs of CNT, including the Spin-Off and the Listing, are being conducted in a manner oppressive and unfairly prejudicial to the interests of shareholders of CNT, including the Petitioner, for the following reasons:

- (1) First, it is alleged that there has not been any proper valuation of the businesses and assets to be transferred by CNT to our Company.
- (2) Second, it is alleged that there has been no proper approval by the shareholders of CNT on the Spin-Off and the Listing.
- (3) Third, it is alleged that the decision of the board of directors of CNT to include the land on which the Shajing Production Plant (the “**Shajing Land**”) is situated is unreasonable in light of the redevelopment potential of the Shajing Land.
- (4) Fourth, it is complained that Mr TSUI Ho Chuen, Philip, our Executive Director and Managing Director, will not be involved in the business of CNT and as such, it will be detrimental to the management and operations of the Remaining Group.

The Petition stated that the Petitioner would seek relief, including an injunction, restraining the CNT Board from proceeding with the Spin-Off unless proper valuations are conducted in respect of the subject assets proposed to be spun-off to our Company or as an alternative, the Shajing Land cannot be included as part of our assets following the Spin-Off without first obtaining the approval of the shareholders of CNT.

Amongst our four production plants, Shajing Production Plant has the largest designed annual production capacity, and the actual production volume of the Shajing Production Plant for each of the financial years comprised during the Track Record Period exceeded the aggregate of the actual production volume of the other three production plants operated by our Group.

The Petition is scheduled to be heard on 19 September 2017. We understand from the executive directors of CNT that CNT has sought legal advice to rebut the allegations in the Petition and will oppose any request for interim injunctive relief that may be sought for by the Petitioner. We further understand that the executive directors of CNT are of view that the allegations in the Petition are unfounded and CNT will have strong defence and should be able to defeat the claims from the Petitioner. The view of the executive directors of CNT are based on the legal advice received following the review of the current position of law, the documents supporting the Petition and all other related information.

#### **View from our Directors and the Sponsor**

Our Directors consider that the Petition constitutes material new information to investors' decision on their informed assessment of our Company in deciding whether to apply (or maintain an application) for our Offer Shares. It is nevertheless the current intention of our Directors and the Joint Global Coordinators to complete the Listing and the Global Offering.

Our Directors have been advised by Counsel (Mr. Laurence Li, Barrister-at-law, Hong Kong) that:

- (1) The Petition is unsubstantiated and unmeritorious both as a matter of fact and as a matter of law, i.e. the Petitioner is unable to demonstrate any unfair prejudice;
- (2) The Petition should not affect our Company as we are not a party to the Petition. No allegation is advanced against our Company and there is no legal basis for any request to add our Company as one of the respondents to the Petition;
- (3) The court would unlikely grant any relief to the Petitioner, in particular any relief which would affect the Spin-Off and Listing; and
- (4) It is improbable that the court would entertain any request of the Petitioner to unwind or reverse the Spin-Off or Listing.

The Counsel has reached the above views following the review of the current position of law and more importantly, our Company is not one of the respondents to the Petition.

Having considered the above advice from Counsel, our Directors are of the view and assessed that, with which the Sponsor concurs, the Petition should not affect our Company.

## 2. RISK FACTORS

Our Directors and Counsel may not be able to predict definitely the consequence of possible legal proceedings that may be brought against CNT or the Company.

If the court were in favour of Petitioner and granted relief as sought to the Petitioner, the Spin-Off and the Listing would have been subject to the following:

- (i) a re-valuation of the businesses and assets to be transferred by CNT to the Company;
- (ii) approval by the CNT Shareholders at general meeting;
- (iii) exclude the land on which the Shajing Production Plant is situated; and/or
- (iv) Mr. TSUI Ho Chuen, Philip be required to continue his executive duties in CNT.

Our Company would be required to comply with additional valuation procedures which would affect our assets and liabilities. We will not be able to assure you that the CNT Shareholders would approve the Spin-Off and the Listing. If the CNT Shareholders disapprove the Spin-Off and the Listing, there will be a high level of uncertainty as our Company would have been listed on the Stock Exchange by then. In addition, if the land is to be excluded from the Spin-Off and the Listing, it may impose a major disruption on our production capacity. Mr. TSUI Ho Chuen, Philip will continue to take up the management role of CNT and will not be able to devote his full attention for the affairs of our Company. These arrangements could disrupt the business operations of our Group. It could also significantly divert the efforts and resources of our management and other personnel. Defence against the Petition would be both costly and time-consuming and to a certain extent, disrupt our business development. In any of these events, our business and financial conditions, operating results and business prospects could be adversely affected.

If there were an interim injunctive relief sought for by the Petitioner or other parties against the Spin-Off prior to the Listing Date, the court might restrain our Group from proceeding with the Spin-Off and Listing pending the resolution of the Petition and our Group would not have been listed on the Stock Exchange. This follows that we would continue to be a wholly-owned subsidiary of CNT. For those Eligible Applicants confirming their subscription for our Hong Kong Offer Shares and/or the CNT Reserved Shares, the Listing will not become unconditional and our Company would arrange for refund of their application monies.

### 3. REVISED EXPECTED TIMETABLE<sup>(1)</sup> OF THE GLOBAL OFFERING

In order to allow additional time for Eligible Applicants and other potential investors to consider the potential impact of the Petition on their investment decision, the Company's listing timetable has been delayed. Please also refer to the announcement of our Company dated 29 June 2017 in respect of the determination of the Offer Price and the preliminary allotment results for details of the number of our Hong Kong Offer Shares preliminarily allocated to the relevant Eligible Hong Kong Applicants (as defined below) under the Hong Kong Public Offering and the number of CNT Reserved Shares preliminarily allocated to the relevant Eligible CNT Applicants (as defined below) under the CNT Preferential Offer. Applicants who have made valid applications for our Hong Kong Offer Shares (the "Eligible Hong Kong Applicants") and/or the CNT Reserved Shares (the "Eligible CNT Applicants", together with the Eligible Hong Kong Applicants, the "Eligible Applicants") should consider the potential impact of the revised expected timetable of the Global Offering, together with the additional information disclosed in this Supplemental Prospectus, before they confirm their application for the Hong Kong Offer Shares and/or the CNT Reserved Shares by way of completing and returning the relevant Confirmation Forms.

The revised timetable of the Global Offering from the date of this Supplemental Prospectus to the Listing Date is as follows:

Announcement of the publication of this Supplemental Prospectus and publication of this Supplemental Prospectus and the <b>WHITE</b> Confirmation Form and the <b>BLUE</b> Confirmation Form on the websites of the Stock Exchange at <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> and our Company at <a href="http://www.cpmgroup.com.hk">www.cpmgroup.com.hk</a> . . . . .	Friday, 30 June 2017
The period during which Eligible Applicants may confirm their preliminary allotted Shares in full by completing and returning the <b>WHITE</b> Confirmation Form and/or the <b>BLUE</b> Confirmation Form <sup>(2)</sup>	
(a) For Eligible Applicants who applied by using <b>WHITE</b> or <b>YELLOW</b> or <b>BLUE</b> Application Forms or using <b>HK eIPO White Form</b> applications . . . . .	Monday, 3 July 2017 – 9:00 a.m. to 5:00 p.m. Tuesday, 4 July 2017 – 9:00 a.m. to 5:00 p.m. Wednesday, 5 July 2017 – 9:00 a.m. to 5:00 p.m.
(b) For Eligible Applicants who applied by giving electronic application instructions to HKSCC via CCASS . . . . .	Monday, 3 July 2017 – 9:00 a.m. to 5:00 p.m. Tuesday, 4 July 2017 – 9:00 a.m. to 5:00 p.m. Wednesday, 5 July 2017 – 9:00 a.m. to 5:00 p.m.

Announcement of indication of level of interest in the Global Offering, the results of the Hong Kong Public Offering and the basis of allotment of our Hong Kong Offer Shares and CNT Reserved Shares after our Company has received the Confirmation Forms on the websites of the Stock Exchange at <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> and our Company at <a href="http://www.cpmgroup.com.hk">www.cpmgroup.com.hk</a> . . . . .	Friday, 7 July 2017
Results of allocations in the Hong Kong Public Offering and the CNT Preferential Offer (with successful applicants' identification document numbers, where appropriate) to be made available through a variety of channels, including the websites of the Stock Exchange at <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> and our Company at <a href="http://www.cpmgroup.com.hk">www.cpmgroup.com.hk</a> as described in the section headed "How to Apply for Hong Kong Offer Shares and CNT Reserved Shares – 11. Publication of results" in the Prospectus from . . . . .	Friday, 7 July 2017
Results of allocations in the Hong Kong Public Offering and the CNT Preferential Offer will be available at <a href="http://www.tricor.com.hk/ipo/result">www.tricor.com.hk/ipo/result</a> with a "search by identification number or business registration number" function from . . . . .	Friday, 7 July 2017
Despatch of Share certificates or deposit of the Share certificates into CCASS on or before <sup>(3)</sup> . . . . .	Friday, 7 July 2017
Despatch of <b>HK eIPO White Form</b> e-Auto Refund payment instruction/ refund cheques (if applicable) on or before . . . . .	Monday, 10 July 2017
Dealings in Shares on the Main Board to commence on . . . . .	Monday, 10 July 2017

*Notes:*

- (1) All times and dates refer to Hong Kong local time and date. Further information on the structure of the Global Offering, including its conditions, is set forth in the section headed "Structure and Conditions of the Global Offering" in the Prospectus as amended by the Supplemental Prospectus.
- (2) If there is a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning in force in Hong Kong at any time from 9:00 a.m. to 5:00 p.m. on Monday, 3 July 2017, from 9:00 a.m. to 5:00 p.m. on Tuesday, 4 July 2017 and from 9:00 a.m. to 5:00 p.m. on Wednesday, 5 July 2017, the time period for completing and returning the Confirmation Forms will be extended to the next Business Day which does not have either of those warning signals in force in Hong Kong at any time between 9:00 a.m. and 5:00 p.m. on such day. A further announcement will be made by our Company if there is any extension to this dates mentioned in this Supplemental Prospectus.
- (3) Share certificates are expected to be issued on Friday, 7 July 2017, but will only become valid certificates of title provided that (i) the Global Offering has become unconditional in all respect and (ii) the right of termination as described in the section headed "Underwriting" in the Prospectus has not been exercised prior to 8:00 a.m. on the day on which dealings in our Shares on the Stock Exchange first commence (which is currently expected to be on Monday, 10 July 2017).



#### 4. CONFIRMATION OF APPLICATIONS

In order for the Eligible Applicant's application not to be rejected, positive confirmation of the application, through due completion and return of the **WHITE** Confirmation Form (the "**WHITE Confirmation Form**") (for Eligible Applicants who have submitted the **WHITE** Application Forms or **YELLOW** Application Forms or the **HK eIPO White Form**) and/or the **BLUE** Confirmation Form (the "**BLUE Confirmation Form**") (for Eligible Applicants who have submitted the **BLUE** Application forms) (collectively, the "**Confirmation Forms**" or "**Confirmation Form**") to confirm its or his or her application(s), will have to be received from the Eligible Applicant.

Any confirmation submitted by Eligible Applicants under the **WHITE** Confirmation Forms and/or the **BLUE** Confirmation Forms will apply to all (but not some only) of the relevant Offer Share preliminarily allocated and **will be irrevocable once made**.

Eligible Applicants who wish to confirm their applications will be required to take action, on the basis described below, no later than 5:00 p.m. on Wednesday, 5 July 2017. Eligible Applicants who do not confirm their applications in the prescribed manner will have their applications rejected.

**No interest shall be payable on or with respect to application monies (including any refunded application monies) on account of or following the extension to the timetable of the Global Offering or otherwise.**

This Supplemental Prospectus and **WHITE** Confirmation Forms may be obtained from 9:00 a.m. to 5:00 p.m. from Monday, 3 July 2017 to Wednesday, 5 July 2017 at the offices of the Underwriters and the branches of the receiving bank listed in the paragraphs under "5. How to Obtain this Supplemental Prospectus and the Confirmation Forms and How to Deposit the Confirmation Forms" in this Supplemental Prospectus. Our Company has sent (1) this Supplemental Prospectus and (2) the **BLUE** Confirmation Form to the Eligible CNT Applicants to inform them of the arrangements under which they may confirm their applications. This Supplemental Prospectus and **BLUE** Confirmation Forms may also be obtained from 9:00 a.m. to 5:00 p.m. from Monday, 3 July 2017 to Wednesday, 5 July 2017 from Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Applicants who applied by using the **HK eIPO White Form** will receive a copy of the **WHITE** Confirmation Form, together with a link to this Supplemental Prospectus, and a notification regarding the publication of the Supplemental Prospectus and the change in the expected timetable of the Global Offering posted on the website of the Stock Exchange, **by email** from the designated **HK eIPO White Form** Service Provider.

**For Eligible Applicants who applied by using WHITE or YELLOW and/or BLUE Application Forms or using HK eIPO White Form**

Eligible Applicants must confirm by:

1. completing the relevant Confirmation Form by filling in all required information (including the applicant's identification document number which must be the same as the one filled in the **WHITE** or **YELLOW** or **BLUE** Application Form or **HK eIPO White Form**) and sign the Confirmation Form. For joint applicants, the Confirmation Form validly completed by any joint applicants will be valid and binding on the other joint applicant(s); and
2. (in the case of applications made under **WHITE** or **YELLOW** Application Forms or **HK eIPO White Form**) depositing the completed **WHITE** Confirmation Form at any of the branches of the receiving bank listed in the paragraphs under "5. How to Obtain this Supplemental Prospectus and the Confirmation Forms and How to Deposit the Confirmation Forms" below, by 5:00 p.m. on Wednesday, 5 July 2017; and/or
3. (in the case of applications made under **BLUE** Application Forms) depositing the completed **BLUE** Confirmation Form at Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by 5:00 p.m. on Wednesday, 5 July 2017.

Eligible Applicants who applied using **YELLOW** Application Forms through brokers, banks or other intermediaries and/or who had not provided their names and addresses on their Application Forms should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the application confirmation as such latest time may be earlier than 5:00 p.m. on Wednesday, 5 July 2017. Eligible Applicants who do not meet the deadlines set by their brokers, banks or other intermediaries may not be able to confirm their applications. If a broker, bank or other intermediary fails to confirm confirmation of the relevant applicant in accordance with the procedures stipulated for confirmation, then the Confirmation Forms of such applicant may not be accepted and neither our Company nor anyone else connected with the Hong Kong Public Offering will be responsible for any loss incurred thereby.

**For Eligible Applicants who applied by giving electronic application instructions to HKSCC via CCASS**

Eligible Applicants who are CCASS Investor Participants may give instructions to HKSCC to confirm their applications. For details, such Eligible Applicants may refer to the internet broadcast message via the CCASS Internet System (<https://ip.ccass.com>) or call the CCASS Phone System at **2979 7888** for assistance.

Eligible Applicants who are not CCASS Investor Participants may instruct their brokers or custodians who are CCASS Clearing Participants or CCASS Custodian Participants to give instructions to HKSCC to confirm their applications. For details, CCASS Clearing Participants and CCASS Custodian Participants may refer to the broadcast message via the CCASS terminal. For enquiries, they may call the CCASS hotline at **2979 7111**.

Eligible Applicants who applied by giving **electronic application instructions** to HKSCC via CCASS should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the application confirmation as such latest time may be earlier than 5:00 p.m. on Wednesday, 5 July 2017. Eligible Applicants who do not meet the deadlines set by their brokers, banks or other intermediaries may not be able to confirm their applications. If a broker, bank or other intermediary fails to confirm the application of the Eligible Applicants in accordance with the procedures stipulated for confirmation, then the Confirmation Forms of such applicant may not be accepted and neither the Company nor anyone else connected with the Hong Kong Public Offering will be responsible for any loss incurred thereby.

**5. HOW TO OBTAIN THIS SUPPLEMENTAL PROSPECTUS AND THE CONFIRMATION FORMS AND HOW TO DEPOSIT THE CONFIRMATION FORMS**

Copies of this Supplemental Prospectus and the **WHITE** Confirmation Forms may be obtained from, and completed **WHITE** Confirmation Forms shall be deposited from 9:00 a.m. to 5:00 p.m. from Monday, 3 July 2017 to Wednesday, 5 July 2017 at any of the following branches of DBS Bank (Hong Kong) Limited:

<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 this Supplemental Prospectus and the **WHITE** Confirmation Forms may also be obtained from 9:00 a.m. to 5:00 p.m. from Monday, 3 July 2017 to Wednesday, 5 July 2017 from:

- |  |  |
|--|--|
| 1. Innovax Securities Limited<br>Unit A-C, 20/F, Neich Tower<br>128 Gloucester Road, Wanchai<br>Hong Kong              | 2. Sinolink Securities (Hong Kong) Company Limited<br>Units 2503, 2505-06, 25/F Low Block<br>Grand Millennium Plaza<br>181 Queen's Road Central<br>Hong Kong |
| 3. Gransing Securities Co., Limited<br>17/F, Hing Yip Commercial Centre<br>272-284 Des Voeux Road Central<br>Hong Kong | 4. China Finance KAB Limited<br>30/F, Chinachem Century Tower<br>178 Gloucester Road, Wanchai<br>Hong Kong   |
| 5. ZMF Asset Management Limited<br>Room 2502, World Wide House<br>19 Des Voeux Road Central<br>Hong Kong               | 6. Guotai Junan Securities (Hong Kong) Limited<br>27/F., Low Block<br>Grand Millennium Plaza<br>181 Queen's Road Central<br>Hong Kong                        |
| 7. Pacific Foundation Securities Limited<br>11/F, New World Tower II<br>16-18 Queen's Road Central<br>Hong Kong        | 8. RHB Securities Hong Kong Limited<br>12/F, World-Wide House<br>19 Des Voeux Road Central, Central<br>Hong Kong   |
| 9. Long Asia Securities Limited<br>Unit A, 23/F, The Wellington<br>198 Wellington Street<br>Sheung Wan<br>Hong Kong    |  |

Copies of Supplemental Prospectus and the **BLUE** Confirmation Form may be obtained from, and completed **BLUE** Confirmation Forms shall be deposited, from 9:00 a.m. to 5:00 p.m. from Monday, 3 July 2017 to Wednesday, 5 July 2017 at Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Eligible Applicants will therefore receive refunds in respect of the following:

- (1) full refunds in respect of invalid or partially unsuccessful applications (together with the related brokerage of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%) without interest, such refund cheques were despatched on Thursday, 29 June 2017; and/or
- (2) Eligible Applicants will also receive full refund of HK\$0.86 (together with the related brokerage of 1%, the SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005%) without interest per Offer Share in respect of the Hong Kong Offer Shares and/or the CNT Reserved Shares allocated to them on a preliminary basis if valid confirmations in respect of those Shares are not received by 5:00 p.m. on Wednesday, 5 July 2017, such refund cheques are expected to be despatched on Monday, 10 July 2017.

## **6. CERTIFICATES OF EXEMPTION GRANTED IN RESPECT OF THIS SUPPLEMENTAL PROSPECTUS**

### **Section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance**

We have applied to, and has obtained from, the SFC a certificate of exemption from strict compliance with section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to the opening of the subscription lists for the allotment of the Shares following the issue of the Prospectus as amended by this Supplemental Prospectus. The certificate of exemption is applied for on the grounds that strict compliance with the requirement under section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance would be unduly burdensome as the Listing timetable will be delayed and our Directors are satisfied that the interests of the Eligible Applicants and the investing public will not be prejudiced given that the Eligible Applicants will be granted an opportunity to confirm whether or not to proceed with their applications after considering the additional information contained in this Supplemental Prospectus.

The exemption from strict compliance with section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance are subject to the following conditions:

- (1) the particulars of the applications for the certificates of exemption from strict compliance with section 44A(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance are set out in this Supplemental Prospectus;
- (2) the issue of this Supplemental Prospectus on or before 30 June 2017; and
- (3) this Supplemental Prospectus will be made available or distributed at all locations at which copies of the Prospectus were made available or distributed to the public (further information is set forth in the paragraphs under “5. How to Obtain this Supplemental Prospectus and the Confirmation Forms and How to Deposit the Confirmation Forms” of this Supplemental Prospectus).

**Section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (except for paragraph 3 of Part 1 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance)**

We have also applied to, and has obtained from, the SFC a certificate of exemption from strict compliance with section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (except for paragraph 3 of Part 1 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance) under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in respect of the contents of this Supplemental Prospectus. The certificate of exemption is applied for on the grounds that the inclusion of the requisite information as required under section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance would be unnecessary and unduly burdensome as such information is contained in the Prospectus in conjunction with which this Supplemental Prospectus is to be read and additional works would have to be undertaken by our Company and the professional parties involved in the Global Offering which will inevitably cause further delay to the Listing timetable. The grant of the exemption thereby allowing non-inclusion of the requisite information will not prejudice the interest of the investing public.

The exemption from strict compliance with section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance is subject to the following conditions:

- (1) the particulars of the applications for the certificates of exemption from strict compliance with section 342(1) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance are set out in this Supplemental Prospectus;
- (2) the issue of this Supplemental Prospectus on or before 30 June 2017; and
- (3) the Supplemental Prospectus will be made available or distributed at all locations at which copies of the Prospectus were made available or distributed to the public (further information is set forth in the paragraphs under “5. How to Obtain this Supplemental Prospectus and the Confirmation Forms and How to Deposit the Confirmation Forms” of this Supplemental Prospectus).

**7. NO SIGNIFICANT CHANGE AND NO SIGNIFICANT NEW MATTER**

We confirm that, save as disclosed in this Supplemental Prospectus, there has been no significant change, and no significant new matter has arisen, since the publication of the Prospectus on 19 June 2017 and up to the date of this Supplemental Prospectus on 30 June 2017. Other than the information as disclosed in this Supplemental Prospectus, we do not currently have any additional information relating to our financial or trading position or prospect of our Company which is not otherwise disclosed in the Prospectus or in this Supplemental Prospectus.

**8. REALLOCATION OF THE HONG KONG OFFER SHARES FOR WHICH VALID CONFIRMATIONS ARE NOT RECEIVED**

Hong Kong Offer Shares in respect of which valid Confirmations Forms are not received will be reallocated to investors under the International Offering and will not be re-offered under the Hong Kong Public Offering. CNT Reserved Shares in respect of which valid Confirmation Forms are not received will be reallocated to investors under the International Offering and will not be re-offered under the CNT Preferential Offer.

**9. EXPERTS AND CONSENTS**

**Qualifications of experts**

The following sets forth the qualification of the experts who have given opinions and/or whose names are included in this Supplemental Prospectus.

<u>Name</u>	<u>Qualifications</u>
Innovax Capital Limited (the “ <b>Sponsor</b> ”) . . . . .	A licensed corporation under the SFO permitted to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities (as defined under the SFO)
Mr. Laurence Li . . . . .	Barrister-at-Law, Hong Kong

**Consents**

Each of Innovax Capital Limited and Mr. Laurence Li, Barrister-at-law, Hong Kong, has given and has not withdrawn its or his consent to the issue of this Supplemental Prospectus with the inclusion of its/ his name and references to its/his opinions in the form and context in which they respectively appear in this Supplemental Prospectus.

**10. SUMMARY OF ADDITIONAL MATERIAL CONTRACTS**

In addition to the material contracts referred to in the Prospectus, the following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of our Group within two years preceding the date of this Supplemental Prospectus that are or may be material:

- (a) the international underwriting agreement dated 26 June 2017 relating to the International Offering entered into, between, our Company, our executive Directors, our Controlling Shareholders, the Sponsor, the Joint Global Coordinators, the Joint Bookrunners and the International Underwriters; and
- (b) the price determination agreement dated 26 June 2017 entered into between our Company and the Joint Global Coordinators (for themselves and on behalf of the other Underwriters) for the determination of the Offer Price.

## 11. DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION IN HONG KONG

Copies of the following documents will be available for public inspection at the office of Squire Patton Boggs at 29th Floor, Edinburgh Tower, the Landmark, 15 Queen's Road Central, Hong Kong during normal business hours up to and including the date which is 14 days from the date of this Supplemental Prospectus:

- (1) the written consents referred to in the paragraphs under "9. Experts and Consents" in this Supplemental Prospectus; and
- (2) the material contracts referred to in the paragraphs under "10. Summary of Additional Material Contracts" in this Supplemental Prospectus.

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

Hong Kong, 30 June 2017

*As of the date of this Supplemental Prospectus, 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.*