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If you have sold or transferred all your shares in **CPM Group Limited** (the “Company”), you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GRANTING OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Wednesday, 5 June 2019 at 11:00 a.m. is set out in Appendix III to this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cpmgroup.com.hk). Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment thereof if they so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Wednesday, 5 June 2019 at 11:00 a.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM, which is appended to this circular, or any adjournment thereof;
“Articles”	the amended and restated articles of association of the Company and as amended from time to time;
“Board”	the board of Directors;
“Buy-back Mandate”	the general mandate to buy back Shares;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“CNT”	CNT Group Limited (北海集團有限公司), a company incorporated in Bermuda with limited liability, with its shares listed on the Main Board of the Stock Exchange (stock code: 701), and one of the substantial shareholders of the Company;
“CNT Enterprises”	CNT Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of CNT, and one of the substantial shareholders of the Company;
“Company”	CPM Group Limited (中漆集團有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Latest Practicable Date”	18 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended, supplemented or modified from time to time;
“Share(s)”	ordinary share(s) in the capital of the Company with a par value of HK\$0.10 each (or such other prevailing par value from time to time);
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning as defined in the Listing Rules;
“Takeovers Codes”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong as amended, supplemented or modified from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1932)

Executive Directors

Tsui Ho Chuen, Philip (Managing Director)

Li Guangzhong (Sales Director)

Wong Anders (Finance Director)

Non-executive Directors

Lam Ting Ball, Paul (Chairman)

Chong Chi Kwan

Independent Non-executive Directors

Chiu Kam Hing, Kathy

Chua Joo Bin

Xia Jun

Registered Office

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of Business in

Hong Kong

31st Floor

CNT Tower

338 Hennessy Road

Wanchai

Hong Kong

29 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GRANTING OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and information in respect of the ordinary resolutions to be proposed at the AGM for the approval of (a) the re-election of retiring Directors at the AGM; and (b) the granting of the general mandates to issue and buy back Shares.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles, Mr. Li Guangzhong, Mr. Wong Anders and Ms. Chiu Kam Hing, Kathy shall retire by rotation at the AGM and, being eligible, have offered themselves for re-election at the AGM. Details of the retiring Directors proposed for re-election are set out in Appendix I to this circular.

Ms. Chiu Kam Hing, Kathy, being an independent non-executive Director, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that Ms. Chiu Kam Hing, Kathy meets the independence guideline set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guideline. Considering that Ms. Chiu possesses extensive knowledge and skills in her respective areas, on the recommendation of the nomination committee of the Board, the Board believes that her re-election of independent non-executive Director can continue to bring contribution to the Board and its diversity and thus recommends her for re-election at the AGM

3. GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

The existing general mandates granted to the Directors to issue and buy back Shares will expire at the conclusion of the AGM. To renew these general mandates, ordinary resolutions will be proposed at the AGM that: (i) the Board be granted a general mandate to allot and issue new Shares up to a maximum of 20% of the total number of the Shares in issue as at the date of passing of such resolution; (ii) the Board be granted a general mandate to exercise all the powers of the Company to buy back Shares up to a maximum of 10% of the total number of the Shares in issue as at the date of passing of such resolution; and (iii) the allotment mandate be extended by adding the number of the Shares bought back by the Company pursuant to the Buy-back Mandate to the total number of the Shares in issue to be allotted and issued pursuant to the allotment mandate.

The Board wishes to state that, as at the Latest Practicable Date, it has no immediate plans to issue any new Share or to buy back any existing Shares.

As at the Latest Practicable Date, the number of the Shares in issue was 1,000,000,000. On the basis that no further Share will be issued or bought back prior to the AGM, the maximum number of Shares under the general mandate to allot and issue new Shares of not exceeding 20% of the total number of the Shares in issue as at the date of the AGM, if approved, shall be 200,000,000.

The Directors propose to seek the approval of the Shareholders for the granting to the Directors of the general mandates to issue and buy back Shares.

An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. AGM

A notice convening the AGM to be held on Wednesday, 5 June 2019 at 11:00 a.m. at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong is set out in Appendix III to this circular.

A form of proxy for use at the AGM is enclosed with this circular. The form of proxy, in order to be valid, must be completed and deposited in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the AGM or any adjournment thereof in person if you so wish.

5. LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the proposed resolutions of the Company put to the vote at the AGM will be taken by way of poll.

6. RECOMMENDATION

The Directors consider that the re-election of retiring Directors and the granting of the general mandates to issue and buy back Shares are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of each of the relevant resolutions on terms as set out in the notice of the AGM.

7. FURTHER INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
On behalf of the Board
CPM Group Limited
Tsui Ho Chuen, Philip
Managing Director

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Stated below are the details of the retiring Directors proposed to be re-elected at the AGM:

1. Mr. Li Guangzhong (李廣中), aged 49, Sales Director and Executive Director

Mr. Li joined the Group in January 1993. He is also a deputy sale director of The China Paint Manufacturing (Shenzhen) Co., Limited, a wholly-owned subsidiary of the Company. He has more than 25 years of experience in the paint and coating industry in the PRC. He obtained a master degree in software engineering from Beijing University of Posts and Telecommunications (北京郵電大學) in July 2005. Mr. Li has a service agreement with the Company for a term of 3 years commenced from 9 June 2017. Under the service agreement, he is entitled to HK\$871,000 per annum and other fringe benefits. For the year ended 31 December 2018, the total remuneration paid to Mr. Li, including the director's fee of HK\$200,000, was HK\$2,235,875.

2. Mr. Wong Anders (王詩遠), aged 46, Finance Director and Executive Director

Mr. Wong joined the Group in November 2016. He is also the financial controller of Utmost Peer Limited, a wholly-owned subsidiary of the Company. He has more than 23 years of experience in finance and accounting. He obtained a honours diploma in accounting from Hong Kong Shue Yan University in July 1995 and a master of business administration degree from Hong Kong Baptist University in November 2004. He is a fellow member of the Association of International Accountants in the United Kingdom and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Wong has a service agreement with the Company for a term of 3 years commenced from 9 June 2017. Under the service agreement, he is entitled to HK\$982,000 per annum and other fringe benefits. For the year ended 31 December 2018, the total remuneration, paid to Mr. Wong, including the director's fee of HK\$200,000, was HK\$1,648,645.

3. Ms. Chiu Kam Hing, Kathy (趙金卿), aged 69, Independent Non-executive Director

Ms. Chiu was appointed an independent non-executive Director in June 2017. She has more than 29 years of banking experience in Canada and the Asia Pacific Region. Ms. Chiu was a senior vice president at the Republic National Bank of New York and was responsible for the management and investment of third party client's funds. She has been an associate and a fellow of the Institute of Canadian Bankers since July 1975 and August 1976 respectively. She was appointed as a Justice of the Peace by the Hong Kong government in July 1992 and as a Cavaliere by the Italian Government in December 1998. She is the chairlady of Prime Investments Group Limited and is currently an independent non-executive director of National Agricultural Holdings Limited (stock code: 1236), Sau San Tong Holdings Limited (stock code: 8200) and China Resources Phoenix Healthcare Holdings Company Limited (stock code: 1515), whose shares are all listed on the Stock Exchange. Ms. Chiu is licenced to carry out asset management business under Type 9 regulated activity under the SFO. Ms. Chiu has a service agreement with the Company for a term of 3 years commenced from 9 June 2017. For the year ended 31 December 2018, the remuneration, being the director's fee, paid to Ms. Chiu was HK\$200,000.

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

The remuneration of the executive Directors is determined by the remuneration committee of the Board and the remuneration of the non-executive Directors is determined by the Board on the recommendation of the remuneration committee of the Board, by reference to their duties and responsibilities, performance, experiences, time commitment, market conditions and the corporate goals and objectives as set by the Board.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

This Appendix serves as an explanatory statement required by the Listing Rules to provide the Shareholders with the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 1,000,000,000 Shares in issue.

Subject to the passing of the relevant resolution and on the basis that no further Share is issued or bought back prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 100,000,000 Shares representing 10% of the total number of the Shares in issue as at the date of the AGM. The Shares proposed to be bought back by the Company must be fully-paid up.

The Buy-back Mandate may continue in force until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and (iii) the revocation or variation of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR BUY-BACKS

Although the Directors have no present intention to buy back any Shares, they believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Directors to buy back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles and the laws of the Cayman Islands. The Company may not buy back its Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 December 2018 in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share price	
	Highest HK\$	Lowest HK\$
2018		
April	0.540	0.480
May	0.570	0.460
June	0.465	0.410
July	0.520	0.430
August	0.510	0.445
September	0.490	0.445
October	0.490	0.455
November	0.500	0.455
December	0.490	0.465
2019		
January	0.520	0.475
February	0.530	0.460
March	0.520	0.470
April (up to the Latest Practicable Date)	0.530	0.490

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-backs in accordance with the Listing Rules and the applicable laws of the Cayman Islands so far as the same may be applicable and in accordance with the regulations set out in the memorandum of association of the Company and the Articles.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates have any present intention to sell any of the Shares to the Company under the Buy-back Mandate if such is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell any of the Shares to the Company, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

6. TAKEOVERS CODES

If on exercise of the powers to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, each of CNT and CNT Enterprises is taken to have an interest under the SFO in the same block of 750,000,000 Shares, representing 75% of the total number of Shares in issue of the Company. In the event that the Buy-back Mandate is exercised in full and no further Share is issued during the proposed buy-back period, the attributable shareholding in the Company in which CNT and CNT Enterprises are taken to have an interest under the SFO will increase to approximately 83.33% of the total number of Shares in issue. The Directors consider that such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Codes. The Directors are also not aware of any other Shareholder, or a group of Shareholders acting in concert, who may become obliged to do so in such an event.

However, such increase from 75% to 83.33% will mean that less than 25% of the Shares are in public hands and thus will contravene the minimum public float requirement pursuant to Rule 8.08(1) of the Listing Rules. The Directors will not exercise the Buy-back Mandate to such extent that may jeopardise the public float requirement.

7. SHARE BUY-BACKS MADE BY THE COMPANY

The Company did not buy back any of the Shares (whether on the Stock Exchange or otherwise) in the past six months preceding the Latest Practicable Date.



NOTICE IS HEREBY GIVEN that the annual general meeting of CPM Group Limited (the “Company”) will be held at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Wednesday, 5 June 2019 at 11:00 a.m. for the following purposes:

Ordinary business

1. To receive and consider the audited financial statements and the report of the directors and the independent auditor’s report for the year ended 31 December 2018.
2.
 - (a) To re-elect Mr. Li Guangzhong as an executive director.
 - (b) To re-elect Mr. Wong Anders as an executive director.
 - (c) To re-elect Ms. Chiu Kam Hing, Kathy as an independent non-executive director.
 - (d) To authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration.
3. To re-appoint auditors and to authorise the Board to fix their remuneration.

Special business

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make, issue or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Board during the Relevant Period to make, issue or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of the rights of subscription or conversion under the terms of any warrant or other securities issued by the Company carrying a right to subscribe for shares of the Company; or (iii) the exercise of subscription rights under any share option scheme of the Company; or (iv) an issue of shares as scrip dividends pursuant to the articles of association of the Company from time to time, shall not exceed the aggregate of (i) 20% of the total number of shares of the Company in issue as at the date of this resolution; and (ii) subject to the passing of resolution 6 below, all those number of shares which may from time to time be bought back by the Company pursuant to the general mandate granted under resolution 5 below, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of shares of the Company pursuant to an offer open for a period fixed by the Board to holders of shares or any class thereof on the register of members of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body of any stock exchange in any territory outside Hong Kong).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to buy back its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue at the date of this resolution, and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT the Board be and is hereby given a general mandate to add all those shares in the capital of the Company which may from time to time be bought back by the Company pursuant to the approval granted under resolution 5 above to the general mandate granted under resolution 4 above.”

By order of the Board
CPM Group Limited
Fok Pik Yi, Carol
Company Secretary

Hong Kong, 29 April 2019

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority shall be delivered to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote or any adjournment thereof (as the case may be).
3. The register of members of the Company will be closed from Friday, 31 May 2019 to Wednesday, 5 June 2019, both days inclusive, during the period no transfer of shares will be effected. In order to be entitled to attend and vote at the annual general meeting of the Company, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 30 May 2019.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.