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**CNT GROUP LIMITED**

**北海集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 701)**

**PROPOSED SPIN-OFF AND LISTING OF  
CPM GROUP LIMITED  
ON THE MAIN BOARD OF THE STOCK EXCHANGE**

**POST HEARING INFORMATION PACK  
AND  
BASIS OF THE CNT QUALIFYING SHAREHOLDER’S  
PREFERENTIAL ENTITLEMENT**

The Board is pleased to announce that, on 16 June 2017, CPM submitted to the Stock Exchange for publication on the Stock Exchange’s website the PHIP which contains certain business and financial information in respect of the CPM Group. The Directors expect that the PHIP will be available for download from the websites of CPM at <http://www.cpmgroup.com.hk> and the Stock Exchange at <http://www.hkexnews.hk> in the evening of 16 June 2017.

The basis of the CNT Qualifying Shareholder’s Preferential Entitlement (as defined in the CPM Prospectus) is one CNT Reserved Share for every integral multiple of 57 Shares held by the CNT Qualifying Shareholders at 4:30 p.m. on the CNT Preferential Offer Record Date.

**There is no assurance that the Spin-Off and the Listing will take place or the relevant approvals be granted, or as to when it may take place or be granted. The Company will issue further announcement on the Spin-Off as and when appropriate.**

**The Spin-Off and the Listing are subject to, amongst other things, the approval of the Stock Exchange and the final decision of the board of CPM. Accordingly, Shareholders and prospective investors should be aware that we cannot assure that the Spin-Off and the Listing will take place or the relevant approvals be granted, or as to when they will take place or be granted. Shareholders and prospective investors should exercise caution when dealing in or investing in the securities of the Company.**

The board (the “**Board**”) of directors (the “**Directors**”) of CNT Group Limited (the “**Company**”) refers to the announcements (the “**Announcements**”) of the Company dated 23 November 2016, 1 June 2017 and 12 June 2017 on the proposed spin-off (the “**Spin-Off**”) and listing (the “**Listing**”) of CPM Group Limited (“**CPM**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as used in the Announcements.

#### **POST HEARING INFORMATION PACK (PHIP)**

The Board is pleased to announce that, on 16 June 2017, CPM submitted to the Stock Exchange for publication on the Stock Exchange’s website the PHIP which contains certain business and financial information in respect of the CPM Group. The Directors expect that the PHIP will be available for download from the websites of CPM at <http://www.cpmgroup.com.hk> and the Stock Exchange at <http://www.hkexnews.hk> in the evening of 16 June 2017.

Shareholders should note that the information contained in the PHIP may be material and subject to change.

#### **BASIS OF THE CNT QUALIFYING SHAREHOLDER’S PREFERENTIAL ENTITLEMENT**

In order to enable the CNT Qualifying Shareholders to participate in the Global Offering (as defined in the CPM Prospectus) on a preferential basis as to allocation only, subject to the Stock Exchange granting approval for the listing of, and permission to deal in, the CPM Shares on the Stock Exchange and the Spin-Off and the Listing becoming unconditional, it is expected that CNT Qualifying Shareholders will be invited to apply for 11.11% of the International Offer Shares (as defined in the CPM Prospectus) (equivalent to 2.5% of the enlarged number of CPM Shares in issue immediately following completion of the Global Offering) assuming that the Over-allotment Option (as defined in the CPM Prospectus) is not exercised. The CNT Reserved Shares (as defined in the CPM Prospectus) will be offered out of the International Offer Shares under the International Offering (as defined in the CPM Prospectus) and will not be subject to re-allocation.

**The basis of the CNT Qualifying Shareholder's Preferential Entitlement (as defined in the CPM Prospectus) is one CNT Reserved Share for every integral multiple of 57 Shares held by the CNT Qualifying Shareholders at 4:30 p.m. on the CNT Preferential Offer Record Date.**

**It is important to note that CNT Qualifying Shareholders do not include CNT Non-Qualifying Shareholders which is defined as the Shareholders whose name(s) appeared in the register of members of the Company at 4:30 p.m. on the CNT Preferential Offer Record Date and: (a) whose address(es) as shown in such register is/are in any of the Excluded Territories; or (b) who is/are otherwise known by the Company to be resident in any of the Excluded Territories on the CNT Preferential Offer Record Date; or (c) who is/are the directors of CPM and/or their respective close associates (as such term is defined under the Listing Rules).**

CNT Qualifying Shareholders should note that if the CNT Preferential Offer proceeds, their CNT Qualifying Shareholder's Preferential Entitlement may not represent a number of a full board lot of 4,000 CPM Shares. Further, the CNT Reserved Shares allocated to the CNT Qualifying Shareholders will be rounded down to the closest whole number, if required, and dealings in odd lots of the CPM Shares may be at a price below the prevailing market price for full board lots.

CNT Qualifying Shareholders may apply for a number of CNT Reserved Shares which is greater than, less than or equal to their CNT Qualifying Shareholder's Preferential Entitlement. A valid application for a number of CNT Reserved Shares which is less than or equal to a CNT Qualifying Shareholder's Preferential Entitlement will be accepted in full, subject to the terms and conditions set forth in the CPM Prospectus and the **BLUE** Application Forms (as defined in the CPM Prospectus) to be despatched by CPM and assuming that the conditions of the CNT Preferential Offer are satisfied.

Where a CNT Qualifying Shareholder applies for a number of CNT Reserved Shares which is greater than his or her or its CNT Qualifying Shareholder's Preferential Entitlement, the relevant CNT Qualifying Shareholder's Preferential Entitlement will be satisfied in full (subject to the terms and conditions mentioned above) but the excess portion of such application will only be satisfied to the extent that there are sufficient Available CNT Reserved Shares (as defined in the CPM Prospectus) resulting from other CNT Qualifying Shareholders declining to take up some or all of their CNT Qualifying Shareholder's Preferential Entitlement. Further information on how such excess portions will be satisfied will be further described in the CPM Prospectus.

If the CNT Preferential Offer proceeds, details of the CNT Preferential Offer, including the terms and conditions for applications (including excess applications) for the CNT Reserved Shares under the CNT Preferential Offer, will be set forth in the CPM Prospectus and the **BLUE** Application Forms to be despatched to CNT Qualifying Shareholders for the subscription of CNT Reserved Shares pursuant to the CNT Preferential Offer.

As stated in the announcement of the Company dated 1 June 2017, the CNT Preferential Offer Record Date is Friday, 16 June 2017. The register of members of the Company is closed on Friday, 16 June 2017 and no transfer of Shares is registered on such date.

## **GENERAL INFORMATION**

Further information on the Spin-Off and the Listing, including their structure and expected timetable, have not yet been finalised.

**There is no assurance that the Spin-Off and the Listing will take place or the relevant approvals be granted, or as to when it may take place or be granted. The Company will issue further announcement on the Spin-Off as and when appropriate.**

**The Spin-Off and the Listing are subject to, amongst other things, the approval of the Stock Exchange and the final decision of the board of CPM. Accordingly, Shareholders and prospective investors should be aware that we cannot assure that the Spin-Off and the Listing will take place or the relevant approvals be granted, or as to when they will take place or be granted. Shareholders and prospective investors should exercise caution when dealing in or investing in the securities of the Company.**

By order of the Board  
**Lam Ting Ball, Paul**  
*Chairman*

Hong Kong, 16 June 2017

*As of the date of this announcement, the Board comprises Mr. Lam Ting Ball, Paul, Mr. Tsui Ho Chuen, Philip and Mr. Chong Chi Kwan as executive Directors; Mr. Chan Wa Shek, Mr. Zhang Yulin and Mr. Hung Ting Ho, Richard as non-executive Directors; and Sir David Akers-Jones, Mr. Danny T Wong and Mr. Zhang Xiaojing as independent non-executive Directors.*