



24 June 2026

*To the Independent CPM Shareholders  
and Independent CPM Optionholders,*

Dear Sir or Madam,

**MANDATORY UNCONDITIONAL CASH OFFERS BY YU MING INVESTMENT  
MANAGEMENT LIMITED ON BEHALF OF PRIME SURPLUS LIMITED  
AND SHK HONG KONG INDUSTRIES LIMITED TO ACQUIRE ALL THE  
ISSUED SHARES OF CPM GROUP LIMITED (OTHER THAN  
THOSE SHARES ALREADY OWNED AND/OR AGREED TO BE ACQUIRED  
BY THE OFFERORS, CNT AND PARTIES ACTING IN CONCERT WITH  
ANY OF THEM) AND TO CANCEL ALL THE  
OUTSTANDING SHARE OPTIONS OF CPM GROUP LIMITED**

**INTRODUCTION**

Reference is made to (i) the Joint Announcement in relation to the CNT Offer and the CPM Offers; (ii) the CNT Composite Document in relation to the CNT Offer; and (iii) the announcement dated 17 June 2026 jointly issued by the Offerors, CNT and CPM in respect of, among other things, the CNT Offer having become unconditional in all respects and the satisfaction of the pre-condition to the CPM Offers.

The CNT Offer became unconditional in all respects on 17 June 2026. The Offerors and parties acting in concert with any of them together hold more than 50% of the voting rights in CNT as a result of the CNT Offer. Therefore, pursuant to the chain principle in Note 8 to Rule 26.1 of the Takeovers Code, Yu Ming, on behalf of the Offerors, makes the CPM Offers.

This letter forms part of this Composite Document and sets out, among other things, the principal terms of the CPM Offers, the information on the Offerors and their intentions in relation to CPM. Further details of the CPM Offers are also set out in Appendix I to this Composite Document and the accompanying Forms of Acceptance. Your attention is also drawn to the letter from the CPM Board on pages 18 to 24, the letter from the Independent CPM Board Committee on pages 25 to 27 and the letter from the Independent CPM Financial Adviser on pages 28 to 54 of this Composite Document before reaching a decision as to acceptance of the CPM Offers.



## THE CPM OFFERS

Yu Ming, on behalf of the Offerors, is making the CPM Offers to acquire all the CPM Offer Shares and to cancel all CPM Share Options in compliance with the Takeovers Code on the basis set out below:

### The CPM Share Offer

**For every CPM Offer Share . . . . . HK\$0.0562 in cash**

The CPM Share Offer Price at HK\$0.0562 for each CPM Offer Share has been determined based on the Pacpo Formula set out in Practice Note 19 to the Takeovers Code, taking into consideration (i) the CNT Offer Price of HK\$0.1 per CNT Offer Share; (ii) the audited consolidated total net asset values of CNT and CPM attributable to owners as at 31 December 2025, being approximately HK\$1,196.1 million and HK\$353.1 million, respectively; (iii) the total number of CNT Shares and CPM Shares as at the date of the Joint Announcement, being 1,903,685,690 and 1,000,000,000, respectively; and (iv) the fact that CNT through its wholly-owned subsidiary, CNT Enterprises Limited, holds 750,000,000 CPM Shares (representing 75.00% of the voting rights of CPM) as at the date of the Joint Announcement.

The CPM Offer Shares to be acquired under the CPM Share Offer shall be fully paid and free from all Encumbrances and together with all rights and interests attaching thereto, including all rights to any dividend or other distribution declared, made or paid on or after the date on which the CPM Offers are made, being the date of the despatch of this Composite Document.

Based on the Pacpo Formula, the CPM Share Offer Price of HK\$0.0562 per CPM Offer Share is calculated as follows:

$$\frac{\text{Net assets values of CPM} \times \text{CNT's \% equity interests in CPM}}{\text{Net asset values of CNT}} \times \frac{\text{CNT Offer Price of HK\$0.1 per CNT Offer Share} \times \text{Total CNT Shares in issue}}{\text{Number of CPM Shares held by CNT}}$$

*Note: The net asset value of the CNT and CPM represents the audited consolidated total net asset values of CNT and CPM attributable to owners as at 31 December 2025.*

### The CPM Option Offer

As the exercise price of the outstanding CPM Share Options is above the CPM Share Offer Price, the outstanding CPM Share Options are out of the money and the offer price for cancellation of each CPM Share Option is set at a nominal value of HK\$0.0001, in cash.

As at the Latest Practicable Date, there are a total of 60,000,000 outstanding CPM Share Options, carrying rights to subscribe for 60,000,000 new CPM Shares with an exercise price of HK\$0.335 per CPM Share Option, out of which 10,000,000 CPM Share Options are held by Mr. Tsui.



If any CPM Share Option is exercised by the Independent CPM Optionholders in accordance with the terms of the CPM Share Option Scheme prior to the close of the CPM Share Offer, any CPM Shares issued as a result of such exercise will be subject to the CPM Share Offer.

Pursuant to the terms of the CPM Share Option Scheme, in the event that a general offer is made to all CPM Shareholders (or all such CPM Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror (as defined in the Takeovers Codes)) and such offer becomes or is declared unconditional during the option period of the relevant CPM Share Option, the grantee shall be entitled to exercise the CPM Share Option in full (to the extent not already exercised) at any time up to the close of the offer or the record date for entitlements under the scheme of arrangement, as the case may be.

The CPM Offers are extended to all CPM Shareholders and CPM Optionholders other than the Offerors, CNT and parties acting in concert with any of them in accordance with the Takeovers Code. As at the Latest Practicable Date, CPM has 1,000,000,000 CPM Shares in issue. Save for the 1,000,000,000 CPM Shares and 60,000,000 outstanding CPM Share Options in issue, there are no outstanding CPM Shares, options, warrants, derivatives or securities convertible or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

The CPM Offers are unconditional in all respects and are not conditional upon acceptances being received in respect of a minimum number of CPM Offer Shares and in respect of a minimum number of CPM Share Options to be cancelled.

### **Comparison of value**

The CPM Share Offer Price of HK\$0.0562 per CPM Share represents:

- (a) a discount of approximately 77.43% to the closing price of HK\$0.249 per CPM Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 76.39% to the average closing price of HK\$0.238 per CPM Share as quoted on the Stock Exchange for the last five (5) consecutive trading days up to and including the Last Trading Day;
- (c) a discount of approximately 76.49% to the average closing price of approximately HK\$0.239 per CPM Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days up to and including the Last Trading Day;
- (d) a discount of approximately 77.79% to the average closing price of approximately HK\$0.253 per CPM Share as quoted on the Stock Exchange for the last thirty (30) consecutive trading days up to and including the Last Trading Day;
- (e) a discount of approximately 76.58% to the closing price of HK\$0.240 per CPM Share as quoted on the Stock Exchange on the Latest Practicable Date;



- (f) a discount of approximately 84.08% to the audited consolidated net asset value attributable to owners of CPM of approximately HK\$0.353 per CPM Share as at 31 December 2025 calculated based on the information as set out in CPM's annual report for the year ended 31 December 2025 and 1,000,000,000 CPM Shares in issue as at the Latest Practicable Date; and
- (g) a discount of approximately 86.56% to the adjusted unaudited consolidated net asset value attributable to CPM Shareholders per CPM Share of approximately HK\$0.418 per CPM Share as of 31 December 2025, the calculation of which is set out in the paragraph headed "5. ADJUSTED UNAUDITED NET ASSET VALUE" in Appendix II to this Composite Document.

### Highest and Lowest CPM Share Prices

During the Relevant Period:

- a) the highest closing price of the CPM Shares quoted on the Stock Exchange was HK\$0.440 per CPM Share on 5 May 2026; and
- b) the lowest closing price of the CPM Shares quoted on the Stock Exchange was HK\$0.121 per CPM Share on 25 and 26 November 2025.

### Offer consideration

As at the Latest Practicable Date, there are 1,000,000,000 CPM Shares and 60,000,000 outstanding CPM Share Options with an exercise price of HK\$0.335 per CPM Share Option (out of which 10,000,000 CPM Share Options are held by Mr. Tsui) in issue.

Assuming (i) none of the CPM Share Options are exercised and (ii) there is no change in the issued share capital of CPM from the Latest Practicable Date up to the close of the CPM Offers, 250,000,000 CPM Shares will be subject to the CPM Share Offer and 50,000,000 CPM Share Options will be subject to the CPM Option Offer. Based on the CPM Share Offer Price of HK\$0.0562 per CPM Offer Share and the CPM Option Offer Price of HK\$0.0001 per CPM Share Option and on the basis of full acceptance of the CPM Offers, the maximum payment obligations payable by the Offerors under the CPM Offers would be HK\$14,055,000.

Assuming (i) all of the CPM Share Options held by the Independent CPM Share Optionholders are exercised before close of the CPM Offers and (ii) there is no other change in the issued share capital of CPM from the Latest Practicable Date up to the close of the CPM Offers, a total of 300,000,000 CPM Shares will be subject to the CPM Share Offer. Based on the CPM Share Offer Price of HK\$0.0562 per CPM Offer Share and on the basis of full acceptance of the CPM Offers, the maximum payment obligations payable by the Offerors under the CPM Offers would be HK\$16,860,000.

### Confirmation of financial resources

SHK intends to finance the CPM Offers by its internal resources and Prime Surplus intends to finance the CPM Offers by the personal financial resources of Mr. Tsui. Yu Ming has been appointed as the financial adviser to the Offerors in respect of the CPM Offers and is satisfied that sufficient financial resources are available to the Offerors to satisfy full acceptance of the CPM Offers.



### **Effect of accepting the CPM Offers**

By validly accepting the CPM Share Offer, the accepting Independent CPM Shareholders will sell their tendered CPM Offer Shares to the Offerors which are fully paid-up and free from all Encumbrances, together with all rights attached thereto on or after the date on which the CPM Offers are made, being the date of despatch of this Composite Document, including the right to receive in full all dividends and other distributions, if any, declared, made or paid, the record date of which falls on or after the date of despatch of this Composite Document.

The CPM Directors confirm that as at the Latest Practicable Date, (i) CPM has not declared any dividend which remains unpaid, (ii) CPM does not intend to declare any dividend the record date of which will fall on or after the date of this Composite Document, and (iii) CPM does not intend to make, declare or pay any future dividend or make other distributions until after the closing of the CPM Offers.

By accepting the CPM Option Offer, the Independent CPM Optionholders will agree to the cancellation of those outstanding CPM Share Options, together with all rights attaching thereto with effect from the date on which the CPM Option Offer is made, being the despatch date of this Composite Document.

Acceptance of the CPM Offers would be irrevocable and would not be capable of being withdrawn, except as permitted under the Takeovers Code.

### **Overseas CPM Shareholders and Overseas CPM Optionholders**

The CPM Offers are made to all Independent CPM Shareholders and Independent CPM Optionholders, including Overseas CPM Shareholders and Overseas CPM Optionholders and a copy of this Composite Document will be sent to all Independent CPM Shareholders and Independent CPM Optionholders with registered addresses in Hong Kong as well as jurisdictions outside Hong Kong. However, the CPM Offers are in respect of securities of an exempted company incorporated in the Cayman Islands and is subject to the procedural and disclosure requirements of Hong Kong which may be different from other jurisdictions.

Overseas CPM Shareholders and Overseas CPM Optionholders who wish to participate in the CPM Offers but with a registered address outside Hong Kong are subject to, and may be limited by, the laws and regulations of their respective jurisdictions in connection with their participation in the CPM Offers. Overseas CPM Shareholders and Overseas CPM Optionholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe relevant applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the responsibility of the Overseas CPM Shareholders and Overseas CPM Optionholders who wish to accept the CPM Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the CPM Offers (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such accepting Overseas CPM Shareholders and Overseas CPM Optionholders in respect of such jurisdictions).



**Acceptance of the CPM Offers by any Overseas CPM Shareholder and Overseas CPM Optionholders will be deemed to constitute a representation and warranty from such Overseas CPM Shareholder and Overseas CPM Optionholders to the Offerors that the local laws and requirements have been complied with. The Overseas CPM Shareholders and Overseas CPM Optionholders should consult their professional advisers if in doubt.**

### **Stamp duty**

The seller's Hong Kong ad valorem stamp duty arising in connection with acceptance of the CPM Share Offer will be payable by the Independent CPM Shareholders who accept the CPM Share Offer at a rate of 0.1% of (i) the consideration payable by the Offerors in respect of the relevant acceptance of the CPM Share Offer; or (ii) the market value of the CPM Offer Shares, whichever is higher, and such stamp duty will be deducted from the cash amount payable by the Offerors to such Independent CPM Shareholders on acceptance of the CPM Share Offer.

The Offerors will arrange for payment of the seller's Hong Kong ad valorem stamp duty on behalf of the Independent CPM Shareholders who accept the CPM Share Offer and will pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the CPM Share Offer and the transfer of the CPM Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

No stamp duty is payable in connection with the acceptances of the CPM Option Offer.

### **INFORMATION ON THE OFFERORS**

Prime Surplus and SHK are the Offerors of the CPM Offers.

Prime Surplus is a BVI business company incorporated in BVI with limited liability. Prime Surplus is principally engaged in investment holding. As at the Latest Practicable Date, Mr. Tsui is the sole shareholder and sole director of Prime Surplus. Mr. Tsui is also a non-executive CNT Director, an executive director, the chairman and managing director of CPM.

SHK is a company incorporated in Hong Kong with limited liability. SHK is principally engaged in investments in listed and unlisted financial instruments. SHK was formerly listed on the Main Board of the Stock Exchange. The listing of SHK was withdrawn on 23 April 2021. Mr. Mark Wong Tai Chun and Mr. Lee Wa Lun, Warren are the directors of SHK. As at the Latest Practicable Date, SHK is an indirect wholly-owned subsidiary of AGL.

AGL is a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange. The principal business activity of AGL is investment holding. The principal business activities of its major subsidiaries are development and investment of residential, office and commercial properties, hospitality related activities, investment and operation of hospital, eldercare and health related businesses, provision of property management, cleaning and security guarding services, and the provision of finance, investments in listed and unlisted securities and funds management.



As at the Latest Practicable Date, AGL is beneficially owned as to approximately 75.42% by Lee and Lee Trust (inclusive of Mr. Lee Seng Hui's personal interests of approximately 0.01%), being a discretionary trust.

When Prime Surplus contemplated the purchase of the Sale Shares, it was aware that it may be required to make the CPM Offers under the Takeovers Code. Prime Surplus invited SHK to jointly make the CPM Offers. SHK considers the CPM Offers an attractive investment opportunity as the CPM Share Offer Price represents a deep discount to the market price of the shares and net asset value per share of CPM. SHK and Prime Surplus will use SHK's internal resources and the personal financial resources of Mr. Tsui to settle the acceptance of the CPM Offers, respectively. Prime Surplus intends to take up all tendered shares in the CPM Offers. However, in the event that Prime Surplus's funding falls short to settle the consideration for the tendered shares in the CPM Offers, SHK will take up such tendered shares. For the avoidance of doubt, SHK has earmarked sufficient fund from its internal resources to finance the CPM Offers to the satisfaction of Yu Ming, and will utilize the earmarked fund to settle any tendered shares which are not taken up by Prime Surplus. This arrangement is mutually agreed between the Offerors and no agreement has been entered in this regard.

#### **Intentions of the Offerors in relation to the CPM Group**

The Offerors do not have any particular plans and strategies regarding the future development of the CPM Group and intend to continue the existing businesses of the CPM Group. The Offerors have no intention to (i) introduce any major changes to the existing business and operation of the CPM Group; (ii) discontinue the employment of any employees of the CPM Group to make significant changes to any employment; or (iii) dispose of or re-deploy the fixed assets of CPM other than those in its ordinary and usual course of business. However, the Offerors will continuously review the business of the CPM Group and the Offerors reserve the right to make such changes that it deems necessary or appropriate to the CPM Group's business and operations to optimise the value of the CPM Group.

The Offerors have no intention, understanding, obligation, negotiation or arrangement (concluded or otherwise) to downsize, cease or dispose of any of the existing businesses of the CPM Group.

#### **MAINTAINING THE LISTING STATUS OF CPM AND SUFFICIENT PUBLIC FLOAT OF CPM**

The Stock Exchange has stated that:

(a) if, at the close of the CPM Offers, the Stock Exchange believes that:

- a false market exists or may exist in the trading of the CPM Shares; or
- an orderly market does not exist or may not exist;

it will consider exercising its discretion to suspend dealings in the CPM Shares; and



- (b) if, at the close of the CPM Offers, CPM has a Significant Public Float Shortfall (as defined in Rule 13.32F of the Listing Rules), then:
- the Stock Exchange will add a designated marker to the stock name of the CPM Shares; and
  - the Stock Exchange will cancel the listing of the CPM Shares if CPM fails to re-comply with Rule 13.32B of the Listing Rules for a continuous period of 18 months from the commencement of the Significant Public Float Shortfall.

The Offerors intend CPM to remain listed on the Stock Exchange. The directors of the Offerors and the CPM Directors have jointly undertaken to the Stock Exchange that if, at the close of the CPM Offers, CPM fails to comply with the requirement of Rule 13.32B of the Listing Rules, they will take appropriate steps to ensure the CPM's compliance with Rule 13.32B of the Listing Rules at the earliest possible moment. CPM will make an application to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1) of the Listing Rules in case less than 25% of the CPM Shares will be held by the public upon the close of the CPM Offers in accordance with Rule 13.33 of the Listing Rules. The steps that the Offerors may take include but not limited to placing down or selling sufficient number of accepted CPM Shares which they will acquire under the CPM Share Offer to selected Independent Third Parties, or in the market. No arrangements have been confirmed or put in place as at the Latest Practicable Date. Further announcement(s) regarding the restoration of public float (if any) will be made by CPM as and when appropriate.

The Offerors do not intend to avail themselves of any powers of compulsory acquisition of any CPM Shares outstanding after the close of the CPM Offers.

## **INFORMATION ON THE CPM GROUP**

CPM is a company incorporated in the Cayman Islands with limited liability, the CPM Shares are listed on the Main Board. The CPM Group is principally engaged in (i) the manufacture and sale of paint and coating products; and (ii) property investment.

Your attention is drawn to the details of the information of the CPM Group as set out under the section headed "Information on the CPM Group" in the "Letter from the CPM Board" and in Appendices II, III and V to this Composite Document.

## **ACCEPTANCES OF THE CPM OFFERS**

### **Procedures for acceptance**

To accept the CPM Offers, you should complete and sign the accompanying Forms of Acceptance in accordance with the instructions printed thereon, which instructions form part of the terms and conditions of the CPM Offers.



In respect of the CPM Share Offer, the duly completed and signed Form of CPM Share Offer Acceptance, should be sent, together with the relevant share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, marked “CPM Share Offer” on the envelope, in any event not later than 4:00 p.m. on the Closing Date or such later time and/or date as the Offerors may determine and announce with the consent of the Executive and in accordance with the Takeovers Code.

In respect of the CPM Option Offer, the duly completed and signed Form of CPM Option Offer Acceptance, should be sent, together with the relevant certificate(s) of CPM Share Options or other documents (if any) evidencing the grant of the CPM Share Options and any documents of title or entitlement (and/or any satisfactory indemnity or indemnities required in respect thereof) to the company secretary of CPM at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong, in any event not later than 4:00 p.m. on the Closing Date or such later time and/or date as the Offerors may determine and announce with the consent of the Executive and in accordance with the Takeovers Code.

No acknowledgment of receipt of any Forms of Acceptance, share certificate (s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) will be given.

Your attention is drawn to “Further terms and procedures of acceptance of the CPM Offers” as set out in Appendix I to this Composite Document and the accompanying Forms of Acceptance.

#### **Settlement of the CPM Offers**

Payment in cash in respect of the acceptances of CPM Offers (after deducting the accepting Independent CPM Shareholders’ share of stamp duty in the case of the CPM Share Offer), will be despatched to the accepting Independent CPM Shareholders and Independent CPM Optionholders by ordinary post at his/her/its own risk as soon as possible but in any event, no later than seven (7) Business Days following the date on which the duly completed Forms of Acceptance and the relevant documents of title of the CPM Shares and/or CPM Share Options in respect of such acceptance are received by or for the Offerors to render each such acceptance of the CPM Offers complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

No fraction of a cent will be payable and the amount of consideration payable to an Independent CPM Shareholder and Independent CPM Optionholder who accepts the CPM Offers will be rounded up to the nearest cent.

#### **Taxation advice**

Independent CPM Shareholders and Independent CPM Optionholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of their acceptance of the CPM Offers. It is emphasised that none of the Offerors and parties acting in concert with any of them, Yu Ming, the Registrar or any of their respective directors or any persons involved in the CPM Offers accepts responsibility for any taxation effects on, or liabilities of, any person or persons as a result of their acceptance of the CPM Offers.



## GENERAL

To ensure equality of treatment of all Independent CPM Shareholders, those Independent CPM Shareholders who hold the CPM Offer Shares as nominee for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for the beneficial owner of the CPM Offer Shares, whose investments are registered in nominee names, to accept the CPM Share Offer, it is essential that they provide instructions to their nominees of their intentions with regard to the CPM Share Offer.

All documents and remittances will be sent to the Independent CPM Shareholders and Independent CPM Optionholders by ordinary post at their own risk. These documents and remittances will be sent to them at their respective addresses as they appear in the register of members, in case of joint holders whose name appear first in the said register of members, unless otherwise specified in the accompanying Forms of Acceptance completed, returned and received by the Registrar (in respect of the CPM Share Offer) or CPM (in respect of the CPM Option Offer). None of the Offerors and parties acting in concert with any of them, Yu Ming, the Registrar, CPM or any of their ultimate beneficial owners, respective directors, officers, associates, agents or any other person involved in the CPM Offers will be responsible for any loss or delay in transmission of such documents and remittances or any other liabilities that may arise as a result thereof.

## ADDITIONAL INFORMATION

Your attention is drawn to the additional information regarding the CPM Offers set out in the appendices to this Composite Document and the accompanying Forms of Acceptance, which form part of this Composite Document. In addition, your attention is also drawn to the “Letter from the CPM Board”, the “Letter from the Independent CPM Board Committee” and the letter of advice by the Independent CPM Financial Adviser to the Independent CPM Board Committee as set out in the “Letter from the Independent CPM Financial Adviser” contained in this Composite Document.

Yours faithfully,

For and on behalf of

**Yu Ming Investment Management Limited**

**Warren Lee**

*Managing Director*