

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document, or as to what action you should take, you are recommended to immediately consult your stockbroker, solicitor, fund manager or other independent financial advisor, being, if you are resident in the United Kingdom, a firm authorised under the Financial Services and Markets Act 2000 (as amended), of the United Kingdom or another appropriately authorised professional adviser if you are in a territory outside the United Kingdom.

This document, which comprises a supplementary prospectus relating to Chagala Group Limited (the “Company”) prepared in accordance with the Prospectus Rules (the “Supplementary Prospectus”), has been approved by the Financial Conduct Authority (the “FCA”) in accordance with Part VI of the Financial Services and Markets Act 2000 (the “FSMA”) and has been filed with the FCA and made available to the public in accordance with Rule 3.2 of the Prospectus Rules.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus published by the Company on 6 September 2016 relating to the Placing and Open Offer of in aggregate 5,750,000 New Ordinary Shares at US\$1.00 per New Ordinary Share to raise approximately US\$5.75 million and Potential Additional Placing of up to 380,407 Additional Placing Shares at US\$1.00 per Additional Placing Share. Any statement contained in the Prospectus shall be deemed to be modified or superseded to the extent that a statement contained in this document modifies or supersedes such statement. Except as expressly stated herein, or unless the context requires otherwise, the definitions used or referred to in the Prospectus also apply in this Supplementary Prospectus.

The Company and each of the Directors, whose names appear on page 4 of this document, accept responsibility for the information contained in this document. To the best of the knowledge of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Without prejudice to any obligation of the Company to publish a further supplementary prospectus pursuant to section 87G of the FSMA or Rule 3.4 of the Prospectus Rules, the publication of this Supplementary Prospectus does not create any implication that there has been no change in the affairs of the Group since, or that the information contained herein is correct at any time subsequent to, the date of this Supplementary Prospectus. Notwithstanding any reference herein to the Company’s website, the information on the Company’s website does not form part of this Supplementary Prospectus.

Chagala Group Limited



(Incorporated and registered in the British Virgin Islands with registered number 1011692)

SUPPLEMENTARY PROSPECTUS

Proposed Placing and Open Offer of in aggregate 5,750,000 New Ordinary Shares at US\$1.00 per New Ordinary Share to raise approximately US\$5.75 million and Potential Additional Placing of up to 380,407 Additional Placing Shares at US\$1.00 per Additional Placing Share

The distribution of this document and any documents issued by the Company in connection with this document, the Capital Raise or Admission, and/or the transfer of the Open Offer Entitlements through CREST, into any jurisdictions outside the United Kingdom may be restricted by law, and therefore, persons into whose possession this document and/or any accompanying documents come should inform themselves about, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. In particular, subject to certain exceptions, this document and any documents issued in connection with this document, the Capital Raise or Admission should not be distributed or forwarded to, or transmitted in or into, the United States or any other Excluded Territory.

Notice to Overseas Investors

This document, the Application Form, the Open Offer Entitlements and any other documents issued by the Company in connection with this document, the Capital Raise and/or Admission do not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, New Ordinary Shares (or Additional Placing Shares, if any) by any person in any jurisdiction in which such an offer or solicitation is unlawful. Subject to certain exceptions, this document and the Application Form and any other documents issued by the Company in connection with this document, the Capital Raise and/or Admission do not constitute an offer of the New Ordinary Shares (or the Additional Placing Shares, if any) to any person with a registered address, or who is resident or located, in the United States, Australia, Canada, Japan, Switzerland, South Africa or any of the other Excluded Territories. The New Ordinary Shares (and the Additional Placing Shares, if any) have not been, and will not be, registered or qualified under the relevant laws of any state, province or territory of the United States, Australia, Canada, Japan, Switzerland, South Africa or any of the other Excluded Territories. Accordingly, subject to certain exceptions, the Ordinary Shares may not be offered or sold in the United States, Australia, Canada, Japan, Switzerland, South Africa or any other Excluded Territory or to, or for the account or benefit of, any resident of the United States, Australia, Canada, Japan, Switzerland, South Africa or any other Excluded Territory. All Overseas Shareholders and any other person (including, without limitation, a nominee, custodian or trustee) who has a contractual or other legal obligation to forward this document or any Application Form, if and when received, and any other documents issued by the Company in connection with this document, the Capital Raise and/or Admission to a jurisdiction outside the United Kingdom, should read paragraph 7 of Part 17: “Terms and Conditions of the Open Offer” of the Prospectus.

The Ordinary Shares are subject to selling and transfer restrictions in certain jurisdictions. Prospective subscribers and purchasers should read the restrictions described in paragraph 7 of Part 17: *“Terms and Conditions of the Open Offer”* of this document. Each subscriber and purchaser of the Ordinary Shares will be deemed to have made the relevant representations, warranties, confirmations and acknowledgements described therein.

Investors must rely only on the information contained in this Supplementary Prospectus and the Prospectus. The Company is not making any representation to any offeree or purchaser of the New Ordinary Shares (of the Additional Placing Shares, if any) regarding the legality of an investment in the New Ordinary Shares (or the Additional Placing Shares, if any) by such offeree or purchaser in relation to the Capital Raise or Admission other than those contained in this Supplementary Prospectus and the Prospectus and, if given or made, such information or representation must not be relied upon as having been authorised by the Company or the Directors. No person has been authorised to give any information or make any representation concerning the Company or the Ordinary Shares (other than those contained in this Supplementary Prospectus and the Prospectus) and, if given or made, any such information or representation should not be relied upon as having been authorised by the Company. The contents of this document should not be construed as legal, financial or tax advice. Each prospective investor should consult his, her or its own legal, business, financial or tax adviser for advice. In making an investment decision, each investor must rely on their own examination, analysis and enquiry of the Company and the terms of the Capital Raise, including the merits and risks involved.

The date of this document is 20 September 2016.

PART 1

EVENTS ARISING SINCE PUBLICATION OF THE PROSPECTUS

This Supplementary Prospectus is being published in relation to the Capital Raise. This Supplementary Prospectus is a regulatory requirement under section 87G of FSMA, paragraph 3.4 of the Prospectus Rules following the arising of a significant new factor. This Supplementary Prospectus has been approved for publication by the FCA. Save as otherwise amended in this Supplementary Prospectus, the Capital Raise is being made on the terms and subject to the conditions set out in full in the Prospectus.

1. Amendments to Prospectus – Part 4: “*Expected Timetable of Principal Events*”

Part 4: “*Expected Timetable of Principal Events*” shall be deemed to be amended and supplemented by the following disclosure, to appear at the end of such Part 4.

7. On 16 September 2016, TIPP filed an application (the “Application”) in the Eastern Caribbean Supreme Court in the Commercial Division of the High Court of Justice of the British Virgin Islands (the “Court”) for a court order requiring the suspension of the Placing and Open Offer until 27 October 2016, which is the scheduled date of a hearing in relation to a claim filed by TIPP on 27 July 2016 against the Company and its individual board members. The Application was made on various grounds including, among others, that the Placing and Open Offer transaction would prejudice TIPP’s rights as a shareholder in the Company. The Company believes that there is no reasonable basis for such an order to be granted and intends to vigorously contest the Application. A hearing on the Application is expected to take place on or about 22 September 2016. If the Court denies the Application at the hearing expected to take place on or about 22 September 2016 and does not otherwise issue an order precluding the Capital Raise from proceeding, the Company intends that the Capital Raise will proceed in accordance with the existing expected timetable.

2. Amendments to Prospectus – Paragraph 18 of Part 19: “*Additional Information – Litigation*”

Paragraph 18 of Part 19: “*Additional Information – Litigation*” shall be deemed to be amended and supplemented by the following disclosure, to appear at the end of, and as part of, the first sub-paragraph in such paragraph 18:

On 16 September 2016, TIPP filed an application (the “Application”) in the Eastern Caribbean Supreme Court in the Commercial Division of the High Court of Justice of the British Virgin Islands (the “Court”) for a court order requiring the suspension of the Placing and Open Offer until 27 October 2016, which is the scheduled date of a hearing in relation to the temporary injunction. The Application was made on various grounds including, among others, that the Placing and Open Offer transaction would prejudice TIPP’s rights as a shareholder in the Company. The Company believes that there is no reasonable basis for such an order to be granted and intends to vigorously contest the Application. A hearing on the Application is expected to take place on or about 22 September 2016.

PART II

ADDITIONAL INFORMATION

1. Withdrawal Rights

In accordance with Section 87Q(4) of FSMA, investors who have agreed before this Supplementary Prospectus was published to purchase or subscribe for Open Offer Shares have the right to withdraw their acceptances before the end of 22 September 2016. Investors should seek their own legal advice in regard to such withdrawal rights. Investors who wish to exercise such right of withdrawal must deposit a written notice of withdrawal, which must include the full name and address of the person wishing to exercise such statutory withdrawal rights and, if such person is a CREST member, the participant ID and the member account ID of such CREST member, by post to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or by hand (during normal office hours only) to Computershare Investor Services PLC at The Pavilions, Bridgwater Road, Bristol BS13 8AE or by facsimile to the Receiving Agent on +44 370 703 6112 so as to be received no later than two Business Days after the date on which this Supplementary Prospectus was published.

If you have any queries regarding the procedure for withdrawal, you should contact Computershare Investor Services PLC on telephone number 0370 707 4040 or +44 370 707 4040 outside the UK. This shareholder helpline is available from 8.30 a.m. to 5.30 p.m. on any Business Day. For legal reasons, the Shareholder helpline will not be able to provide advice on the merits of the Capital Raise or provide personal, legal, business, financial, tax or investment advice. Calls may be recorded and monitored for security and training purposes.

2. Responsibility

The Company, whose registered office address appears below, and the Directors, whose names appear below, accept responsibility for the information contained in this Supplementary Prospectus. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Supplementary Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

As at the date of this Supplementary Prospectus, the Directors of the Company are:

Michael C. Carter Jr., Non-Executive Chairman
Francisco Parrilla, Chief Executive Officer
Javier del Ser Perez, Non-Executive Director

As at the date of this Supplementary Prospectus, the registered office of the Company is:

P.O. Box 957
Offshore Incorporations Centre
Road Town, Tortola
British Virgin Islands

3. Documents Available for Inspection

A copy of this Supplementary Prospectus will be submitted to the National Storage Mechanism and will shortly be available for inspection at <http://www.morningstar.co.uk/uk/NSM>. Copies of the Prospectus will also be available, subject to applicable securities laws, on the Company's website, www.chagalagroup.com.

4. General

To the extent that there is any inconsistency between any statement in this Supplementary Prospectus and any other statement in the Prospectus, the statements in this Supplementary Prospectus shall prevail.