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**CNT GROUP LIMITED**

**北海集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 701)**

**SUPPLEMENTAL DEED TO THE SHARE EXCHANGE AGREEMENT  
IN RESPECT OF VERY SUBSTANTIAL DISPOSAL IN RELATION  
TO PROPOSED DISPOSAL OF THE OCEAN WIDE SHARE AND  
MAJOR ACQUISITION IN RELATION TO PROPOSED  
ACQUISITION OF THE NIGON SHARES**

References are made to (i) the announcement of CNT Group Limited (the “**Company**”) dated 10 September 2018 (the “**Transaction Announcement**”) in relation to, among others, the proposed disposal of entire issued share capital of Ocean Wide Assets Limited and the proposed acquisition of entire issued share capital of Nigon Hong Kong Limited; and (ii) the announcements of the Company dated 26 November 2018, 28 January 2019 and 27 February 2019, all in relation to the delay in despatch of circular. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Transaction Announcement.

**BACKGROUND**

As disclosed in the Transaction Announcement, on 8 September 2018, the Share Exchange Agreement was entered into among Tatpo, Jetco and Mr. Tang, pursuant to which, Tatpo shall (i) dispose of the entire issued share capital of Ocean Wide and the Ocean Wide Shareholder’s Loan to Jetco; and (ii) acquire the entire issued share capital of Nigon and the Nigon Shareholder’s Loan from Jetco. It was also agreed under the Share Exchange Agreement that Nigon would, on or before Completion, dispose of the entire issued share capital of Lead Creation (being the wholly-owned subsidiary of Nigon at the date of the Share Exchange Agreement) to Mr. Tang (or his nominee), who would grant the Option to Tatpo upon Completion. The Option allows Tatpo to require the Grantor to transfer to Tatpo (or its nominee) all the Option Shares during the Option Period at HK\$1. It was agreed that the Option Agreement would be entered into upon Completion to effect the grant of Option. On 30 November 2018, Nigon has disposed of the entire issued share capital of Lead Creation to Mr. Tang.

## **SUPPLEMENTAL DEED**

As the Company only intends to acquire the Wan Chai Property with steady recurrent income streams to form part of its investment portfolio and has no intention to acquire the hospitality business of Lead Creation, after undertaking an in-depth investigation and due diligence review on Lead Creation and consultation with the architect, Tatpo considers that it is no longer interested in acquiring Lead Creation and will not exercise the Option in the future. After detailed negotiations, Tatpo, Jetco and Mr. Tang entered into a supplemental deed (the “**Supplemental Deed**”) on 20 March 2019 to amend the terms and conditions of the Share Exchange Agreement such that Mr. Tang will no longer grant the Option to Tatpo and Tatpo will no longer take up the Option from Mr. Tang. As such, the Option Agreement will not be entered into upon Completion.

Save as disclosed above, all the material terms and conditions of the Share Exchange Agreement remain unchanged and in full force and effect in all respects. The Board considers that the terms of the Supplemental Deed are fair and reasonable, are on normal commercial terms and are in the interest of the Company and the Shareholders as a whole.

**As the Completion is subject to the fulfillment, or waiver, of the conditions precedent set forth in the Share Exchange Agreement (as amended and supplemented by the Supplemental Deed) which include, but without limitation to, the approval of the Shareholders at the Special General Meeting by way of ordinary resolution, the Proposed Disposal and the Proposed Acquisition may or may not proceed. Shareholders and prospective investors of the Company are advised to exercise caution when dealing in the Shares.**

On behalf of the Board  
**CNT Group Limited**  
**Lam Ting Ball, Paul**  
*Chairman*

Hong Kong, 20 March 2019

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