



**CNT GROUP LIMITED**

**北海集團有限公司**

(Incorporated in Bermuda with limited liability)

(Stock Code: 701)

**Form of proxy for the annual general meeting (the “Meeting”) of CNT Group Limited (the “Company”) to be held at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Thursday, 4 June 2020 at 11:00 a.m.**

I/We (Note 1) \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being the registered  
holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.10 each of the Company  
HEREBY APPOINT (Note 3) the Chairman of the Meeting or \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ to act as my/our proxy at the Meeting to be held  
at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Thursday, 4 June 2020 at 11:00 a.m., and at any  
adjournment thereof, and to vote on my/our behalf on the undermentioned resolutions as directed below.

Please indicate with a “✓” in the spaces provided how you wish your vote(s) to be cast. Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.

ORDINARY RESOLUTIONS		FOR	AGAINST
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 2019.		
2.	To declare a final dividend of HK2.0 cents per share for the year ended 31 December 2019.		
3.	(a) To re-elect Mr. Zhang Yulin as a non-executive director.		
	(b) To re-elect Mr. Wu Hong Cho as an independent non-executive director.		
	(c) To re-elect Ms. Lin Yingru as an independent non-executive director.		
	(d) To re-elect Mr. Cheng Wai Po, Samuel as an independent non-executive director.		
	(e) To re-elect Mr. Ko Kwok Fai, Dennis as an independent non-executive director.		
	(f) To authorise the board of directors to fix the directors’ remuneration.		
4.	To re-appoint auditors and to authorise the board of directors to fix their remuneration.		
5.	To grant a general mandate to the board of directors to allot and issue additional shares in the Company not exceeding 20% of the total number of shares of the Company in issue. (Note 4)		
6.	To grant a general mandate to the board of directors to buy back shares in the Company not exceeding 10% of the total number of shares of the Company in issue. (Note 4)		
7.	To extend the general mandate granted under resolution 5 by adding the number of shares bought back under resolution 6 to the number of shares to be allotted and issued. (Note 4)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

Signature \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in Block Capitals. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please insert in Block Capitals the full name and address of the proxy desired and strike out “the Chairman of the Meeting or”.
- The full text of the proposed resolution appears in the notice of the Meeting.
- A member entitled to attend and vote at the Meeting may appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
- This form of proxy must be signed by the appointor, or his/her attorney duly authorised in writing, or if such appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be delivered to the Company’s share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of all other joint holders and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting and any adjournment thereof if you so wish.