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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **CNT Group Limited** (the “Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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CNT GROUP LIMITED

北海集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 701)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GRANTING OF GENERAL MANDATE TO BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Wednesday, 26 May 2021 at 11:30 a.m. is set out in Appendix III to this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cntgroup.com.hk). Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment thereof if they so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please take special note of note (5) to the Notice of Annual General Meeting for the measures to be taken at the annual general meeting of the Company to reduce the risk of COVID-19 spreading. You are strongly encouraged to appoint the Chairman of the annual general meeting as your proxy to vote according to your indicated voting instructions as an alternative to attending the annual general meeting in person.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Wednesday, 26 May 2021 at 11:30 a.m. to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM, which is appended to this circular, or any adjournment thereof;
“Board”	the board of directors of the Company;
“Buy-back Mandate”	the general mandate to buy back Shares;
“Bye-laws”	the bye-laws of the Company and as amended from time to time;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	CNT Group Limited (北海集團有限公司), a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	16 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Share(s)”	ordinary share(s) in the capital of the Company with a par value of HK\$0.10 each (or such other prevailing par value from time to time);

DEFINITIONS

“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Codes”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or modified from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



CNT GROUP LIMITED

北海集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 701)

Executive Directors

Lam Ting Ball, Paul (Chairman)

Chong Chi Kwan (Managing Director)

Non-executive Directors

Tsui Ho Chuen, Philip

Chan Wa Shek

Zhang Yulin

Independent Non-executive Directors

Wu Hong Cho

Huang De Rui

Zhang Xiaojing

Lin Yingru

Cheng Wai Po, Samuel

Ko Kwok Fai, Dennis

Registered Office

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Office

Unit E, 28th Floor

CNT Tower

338 Hennessy Road

Wanchai

Hong Kong

22 April 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GRANTING OF GENERAL MANDATE TO BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and information in respect of the ordinary resolutions to be proposed at the AGM for the approval of (a) the re-election of retiring Directors at the AGM; and (b) the granting of the general mandate to buy back Shares.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Bye-laws, Mr. Lam Ting Ball, Paul, Mr. Chan Wa Shek, Mr. Huang De Rui and Mr. Zhang Xiaojing shall retire by rotation at the AGM and, being eligible, have offered themselves for re-election at the AGM. Details of the retiring Directors proposed for re-election are set out in Appendix I to this circular.

Mr. Huang De Rui, being an independent non-executive Director, has served the Board for more than 9 years. Mr. Huang has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During his years of appointment, Mr. Huang demonstrated his ability to provide independent views to the Company's matters. The Board is of the view that Mr. Huang meets the independence guideline set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guideline. Considering that Mr. Huang possesses extensive knowledge and skill in his area, on the recommendation of the nomination committee of the Board, the Board believes that his re-election of independent non-executive Director can continue to bring contribution to the Board and its diversity and thus recommends him for re-election at the AGM.

Mr. Zhang Xiaojing, being an independent non-executive Director, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that Mr. Zhang meets the independence guideline set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guideline. Considering that Mr. Zhang possesses extensive knowledge and skill in his area, on the recommendation of the nomination committee of the Board, the Board believes that his re-election of independent non-executive Director can continue to bring contribution to the Board and its diversity and thus recommends him for re-election at the AGM.

3. GENERAL MANDATE TO BUY BACK SHARES

The existing general mandates granted to the Directors to issue and buy back Shares will expire at the conclusion of the AGM. To renew the general mandate to buy back shares, an ordinary resolution will be proposed at the AGM that the Board be granted a general mandate to exercise all the powers of the Company to buy back Shares up to a maximum of 10% of the total number of the Shares in issue as at the date of passing of such resolution.

The Board wishes to state that, as at the Latest Practicable Date, it has no immediate plans to buy back any existing Shares.

The Directors propose to seek the approval of the Shareholders for the granting to the Directors of the general mandate to buy back Shares.

An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Buy-back Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. AGM

A notice convening the AGM to be held on Wednesday, 26 May 2021 at 11:30 a.m. at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong is set out in Appendix III to this circular.

A form of proxy for use at the AGM is enclosed with this circular. The form of proxy, in order to be valid, must be completed and deposited in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the AGM or any adjournment thereof in person if you so wish.

5. LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the proposed resolutions of the Company put to the vote at the AGM will be taken by way of poll.

6. RECOMMENDATION

The Directors consider that the re-election of retiring Directors and the granting of the general mandate to buy back Shares are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of each of the relevant resolutions as set out in the notice of the AGM.

7. FURTHER INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

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

APPENDIX I DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Stated below are the details of the retiring Directors proposed to be re-elected at the AGM:

1. Mr. Lam Ting Ball, Paul (林定波), aged 79, Chairman and Executive Director

Mr. Lam joined the Group in May 1973. He received a Bachelor of arts degree in chemistry from the University of California, Berkeley in September 1966. He has more than 48 years of experience in management and the paint and coating industry. He is the chairman and a non-executive director of CPM Group Limited, a non-wholly owned subsidiary of the Company and a company listed on the Stock Exchange. Mr. Lam has no service agreement with the Company and he is not appointed for a specific term but is subject to re-election at least once every three years pursuant to the Bye-laws. Mr. Lam has an employment contract with the Company which can be terminated by either party giving to the other party one month's written notice. Under the employment contract, Mr. Lam is entitled to receive a monthly salary of HK\$100,000 and other fringe benefits. He presently receives an accommodation allowance of not more than HK\$100,000 per month. For the year ended 31 December 2020, the total remuneration paid to Mr. Lam by the Group, including the director's fees of HK\$1,100,000 paid by the Company and its subsidiaries, was HK\$3,509,600.

2. Mr. Chan Wa Shek (陳樺碩), aged 90, Non-executive Director

Mr. Chan was appointed an independent non-executive Director in February 2007 and was re-designated as a non-executive Director in September 2011. Mr. Chan is the former Commissioner of Correctional Services of Hong Kong. He holds a master degree in public service from the University of San Francisco. Mr. Chan has no service agreement with the Company and he is not appointed for a specific term but is subject to re-election at least once every three years pursuant to the Bye-laws. For the year ended 31 December 2020, the remuneration, being the director's fee, paid to Mr. Chan was HK\$100,000.

3. Mr. Huang De Rui (黃德銳), aged 75, Independent Non-executive Director

Mr. Huang has been an independent non-executive Director since September 2004. He has a master degree in business administration major in corporate strategy and is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Chartered Professional Accountants of Canada. He has more than 46 years of experience in finance, accounting and management. Mr. Huang has no service agreement with the Company and he is not appointed for a specific term but is subject to re-election at least once every three years pursuant to the Bye-laws. For the year ended 31 December 2020, the remuneration, being the director's fee, paid to Mr. Huang was HK\$200,000.

4. Mr. Zhang Xiaojing (張曉京), aged 66, Independent Non-executive Director

Mr. Zhang was appointed an independent non-executive Director in December 2012. He has over 38 years of experience in engineering and management. He holds a bachelor degree in engineering from the University of Science and Technology Beijing. Mr. Zhang was an independent non-executive director of Jian ePayment Systems Limited from 26 October 2001 to 20 June 2016, a company listed on GEM of the Stock Exchange. Mr. Zhang has no service agreement with the Company and he is not appointed for a specific term but is subject to re-election at least once every three years pursuant to the Bye-laws. For the year ended 31 December 2020, the remuneration, being the director's fee, paid to Mr. Zhang was HK\$100,000.

The remuneration of the executive Directors is determined by the remuneration committee of the Board and the remuneration of the non-executive Directors is determined by the Board on the recommendation of the remuneration committee of the Board, by reference to their duties and responsibilities, performance, experiences, time commitment, market conditions and the corporate goals and objectives as set by the Board.

Mr. Lam Ting Ball, Paul is one of the defendants in a derivative action brought by Chinaculture.com Limited, a Shareholder.

Mr. Huang De Rui, as a guarantor of a limited company in Toronto, Ontario, Canada, had been adjudged bankrupt. Under the Bankruptcy Act of Ontario, Canada in the municipality of Metropolitan Toronto, the bankruptcy was fully and unconditionally discharged in 1996.

Save as disclosed above, there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

This Appendix serves as an explanatory statement required by the Listing Rules to provide the Shareholders with the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the Company had 1,903,685,690 Shares in issue.

Subject to the passing of the relevant resolution and on the basis that no further Share is issued or bought back prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 190,368,569 Shares representing 10% of the total number of the Shares in issue as at the date of the AGM. The Shares proposed to be bought back by the Company must be fully-paid up.

The Buy-back Mandate may continue in force until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and (iii) the revocation or variation of the Buy-back Mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR BUY-BACKS

Although the Directors have no present intention to buy back any Shares, they believe that it is in the interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Directors to buy back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Bye-laws and the laws of Bermuda. It is presently proposed that any buy-back under the Buy-back Mandate would be bought back out of the capital paid up on the bought-back Shares, the profits of the Company which would otherwise be available for dividend, the Company's share premium account and/or contributed surplus account in each case to the extent as permitted by the laws of Bermuda.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the Company's annual report for the year ended 31 December 2020 in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share price	
	Highest HK\$	Lowest HK\$
2020		
April	0.375	0.310
May	0.390	0.330
June	0.375	0.300
July	0.385	0.330
August	0.375	0.300
September	0.350	0.300
October	0.365	0.330
November	0.345	0.295
December	0.360	0.310
2021		
January	0.400	0.315
February	0.410	0.355
March	0.380	0.355
April (up to the Latest Practicable Date)	0.385	0.330

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-backs in accordance with the Listing Rules and the applicable laws of Bermuda so far as the same may be applicable and in accordance with the regulations set out in the memorandum of association of the Company and the Bye-laws.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates have any present intention to sell any of the Shares to the Company under the Buy-back Mandate if such is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell any of the Shares to the Company, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

6. TAKEOVERS CODES

If on exercise of the powers to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Codes. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Prime Surplus Limited ("Prime Surplus") is the largest Shareholder beneficially interested in 510,389,620 Shares, representing approximately 26.81% of the total number of Shares in issue of the Company. Mr. Tsui Ho Chuen, Philip is the sole director and shareholder of Prime Surplus. In the event that the Buy-back Mandate is exercised in full and no further Share is issued during the proposed buy-back period, the beneficial interest of Prime Surplus in the total number of Shares in issue of the Company will increase to approximately 29.79%. The Directors have no present intention to exercise the Buy-back Mandate to such an extent as would result in any takeover obligation.

7. SHARE BUY-BACKS MADE BY THE COMPANY

The Company did not buy back any of the Shares (whether on the Stock Exchange or otherwise) in the past six months preceding the Latest Practicable Date.

**CNT GROUP LIMITED****北海集團有限公司***(Incorporated in Bermuda with limited liability)***(Stock Code: 701)**

NOTICE IS HEREBY GIVEN that the annual general meeting of CNT Group Limited (the “Company”) will be held at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Wednesday, 26 May 2021 at 11:30 a.m. for the following purposes:

Ordinary business

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 2020.
2. To declare a final dividend of HK2.0 cents per share for the year ended 31 December 2020.
3.
 - (a) To re-elect Mr. Lam Ting Ball, Paul as an executive director.
 - (b) To re-elect Mr. Chan Wa Shek as a non-executive director.
 - (c) To re-elect Mr. Huang De Rui as an independent non-executive director.
 - (d) To re-elect Mr. Zhang Xiaojing as an independent non-executive director.
 - (e) To authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration.
4. To re-appoint auditors and to authorise the Board to fix their remuneration.

Special business

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Board during the Relevant Period (as defined below) of all the powers of the Company to buy back its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares of the Company to be bought back by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue at the date of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

By order of the Board
CNT Group Limited
Fok Pik Yi, Carol
Company Secretary

Hong Kong, 22 April 2021

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney 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 at which the person named in the instrument proposes to vote or any adjournment thereof (as the case may be).
3. The register of members of the Company will be closed from Friday, 21 May 2021 to Wednesday, 26 May 2021, both days inclusive, during the period no transfer of shares will be effected. In order to be entitled to attend and vote at the annual general meeting of the Company, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 20 May 2021.

4. The register of members of the Company will be closed from Tuesday, 1 June 2021 to Wednesday, 2 June 2021, both days inclusive, during the period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 31 May 2021.
5. To safeguard the health and safety of attending shareholders and proxies and to reduce the risk of COVID-19 spreading, the following precautionary measures will be taken at the annual general meeting of the Company:
 - (i) Compulsory body temperature check;
 - (ii) Mandatory wearing of surgical face mask;
 - (iii) No refreshments will be served; and
 - (iv) No entry will be allowed to any person who is subject to mandatory quarantine order imposed by the HKSAR Government and any person who does not comply with the precautionary measures may be denied entry into the meeting venue.

Shareholders are strongly encouraged to appoint the Chairman of the annual general meeting of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the annual general meeting of the Company in person.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement(s) on such measures as appropriate.

6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.