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## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of CNT Group Limited (the “**Company**”) will be held at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Thursday, 2 June 2022 at 11:30 a.m. (or at such time immediately following the conclusion (or adjournment) of the annual general meeting of the Company to be held on the same day and at the same place, whichever is later) for the purpose of considering and, if thought fit, passing with or without amendment(s) the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. “**THAT** (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the ordinary share of HK\$0.10 each of the Company (the “**Shares**”) which may fall to be issued pursuant to the exercise of any options which may be granted under the new share option scheme (the “**New Share Option Scheme**”, a copy of which is produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), the New Share Option Scheme be and is hereby approved and adopted as the share option scheme of the Company with immediate effect and the board of directors (the “**Directors**”) of the Company be and is hereby authorised to take all such steps and do such acts and to enter into such transactions, arrangements or agreements as may be necessary or expedient in order to implement and give full effect to the New Share Option Scheme; and (b) the Directors be and are hereby authorised to grant options to subscribe for Shares in accordance with the rules of the New Share Option Scheme up to a maximum of 10% of the Shares in issue as at the date of passing of this resolution, to allot, issue and deal with the Shares pursuant to the exercise of the options so granted, to administer the New Share Option Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Directors deem fit.”

2. “**THAT** the existing share option scheme of the Company which was adopted by the Company on 28 June 2012 (the “**Existing Share Option Scheme**”) be terminated upon the New Share Option Scheme becoming unconditional such that no further options will be granted under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in full force to the extent necessary to give effect to the exercise of any outstanding options granted prior thereto or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme and outstanding options granted prior to such termination shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme, if any.”

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

Hong Kong, 28 April 2022

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 Monday, 30 May 2022 to Thursday, 2 June 2022, both days inclusive, during the period no transfer of shares will be effected. In order to be entitled to attend and vote at the special 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 Friday, 27 May 2022.

4. 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 special 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 special general meeting of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the special general meeting of the Company in person.**

**Subject to the development of COVID-19, the Company may be required to change the meeting arrangements for the special general meeting of the Company at short notice, and to issue further announcement(s) on such changes as and when appropriate. Shareholders are advised to check the websites of the Company ([www.cntgroup.com.hk](http://www.cntgroup.com.hk)) and Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.**

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

*As at the date of this notice, the board of Directors 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. Wu Hong Cho as non-executive Directors; and Mr. Ko Kwok Fai, Dennis, Mr. Huang De Rui, Mr. Zhang Xiaojing, Ms. Lin Yingru and Mr. Cheng Wai Po, Samuel as independent non-executive Directors.*