



# 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 special general meeting (the “Special General Meeting”) of CNT Group Limited (the “Company”) to be held at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Thursday, 2 June 2022 at 11:30 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 Special General Meeting or \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ to act as my/our proxy at the Special General

Meeting to 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), 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 resolutions properly put to the Special General Meeting other than those referred to in the notice convening the Special General Meeting.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	<b>THAT</b> (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 “ <b>New Share Option Scheme</b> ”, 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 “ <b>Directors</b> ”) 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.	<b>THAT</b> the existing share option scheme of the Company which was adopted by the Company on 28 June 2012 (the “ <b>Existing Share Option Scheme</b> ”) 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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in Block Capitals. The names of all joint holders should be stated.
2. 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 registered in your name(s).
3. If any proxy other than the Chairman of the Special General Meeting is preferred, please insert in Block Capitals the full name and address of the proxy desired and strike out “the Chairman of the Special General Meeting or”.
4. A member entitled to attend and vote at the Special General Meeting may appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
5. 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.
6. 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 Special General Meeting or any adjournment thereof (as the case may be).
7. Any alteration made to this form of proxy must be initialled by the person who signs it.
8. 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.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting and any adjournment thereof if you so wish.