



# 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, 28 June 2012 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, 28 June 2012 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 "x" 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 votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.

	RESOLUTIONS	FOR	AGAINST
1.	To receive and consider the audited financial statements and the report of the directors and the independent auditors' report for the year ended 31 December 2011.		
2.	To declare a final dividend of HK0.5 cent per share for the year ended 31 December 2011.		
3.	To re-elect Mr. Lam Ting Ball, Paul as director.		
	To re-elect Mr. Tsui Yam Tong, Terry as director.		
	To re-elect Mr. Chong Chi Kwan as director.		
	To re-elect Mr. Chan Wa Shek as director.		
	To re-elect Dr. Steven Chow as director.		
	To authorise the directors to fix the directors' remuneration.		
4.	To re-appoint auditors and to authorise the directors to fix their remuneration.		
5.	To grant a general mandate to the directors to allot and issue additional shares in the Company not exceeding 20% of the issued share capital.		
6.	To grant a general mandate to the directors to repurchase shares in the Company not exceeding 10% of the issued share capital.		
7.	To extend the general mandate granted under resolution 5 by adding the number of shares repurchased under resolution 6 to the number of shares to be allotted and issued.		
8.	To approve the adoption of the new share option scheme and the grant to the directors authority to grant share options and to issue, allot and deal in the shares following the exercise of such share options.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012

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 in the capital of the Company registered in your name(s).
3. 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".
4. A member entitled to attend and vote at the Meeting may appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
5. This form of proxy must be signed by the appointor, or his 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 registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
7. Any alteration made to this form 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 in respect of the joint holding.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting and any adjournment thereof if you so wish.