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If you have sold or transferred all your shares in CNT Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or 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 DIRECTORS
AND
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong on Tuesday, 28 June 2011 at 11:00 a.m. at which the above proposals will be considered, is appended to this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy to the Company's registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

28 April 2011

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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 on Tuesday, 28 June 2011 at 11:00 a.m., the notice of which is appended to this circular, or any adjournment thereof
“Board”	the board of directors of the Company
“Company”	CNT Group Limited, a company incorporated in Bermuda with limited liability, the securities of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	18 April 2011, 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)”	the 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)
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE CHAIRMAN



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)
Tsui Ho Chuen, Philip (Executive Deputy Chairman)
Tsui Yam Tong, Terry (Managing Director)
Chong Chi Kwan (Finance Director)

Registered Office

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Non-executive Directors

Hung Ting Ho, Richard
Zhang Yulin
Ko Sheung Chi

Principal Office

31st Floor and Units E & F on 28th Floor
CNT Tower
338 Hennessy Road
Wanchai
Hong Kong

Independent Non-executive Directors

Sir David Akers-Jones (Deputy Chairman)
Danny T Wong
Chan Wa Shek
Steven Chow

28 April 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATES TO ISSUE AND REPURCHASE 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 on certain matters to be dealt with at the AGM which will be held on Tuesday, 28 June 2011 at 11:00 a.m.. They are: (i) the re-election of Directors at the AGM and (ii) the granting of general mandates to issue and repurchase Shares.

LETTER FROM THE CHAIRMAN

2. RE-ELECTION OF DIRECTORS

In accordance with the Company's bye-laws, Mr. Tsui Ho Chuen, Philip, Mr. Ko Sheung Chi and Sir David Akers-Jones are subject to re-election at the AGM. Details of the Directors proposed for re-election are set out in the Appendix I to this circular.

3. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The existing general mandates granted to the Directors to issue and repurchase Shares will expire at the conclusion of the AGM. To renew these general mandates, ordinary resolutions are proposed at the AGM that: (i) the Board be granted a general mandate to allot and issue new Shares up to an amount of not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue and fully paid-up at the date of passing of such resolution; (ii) the Board be granted a general mandate to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue and fully paid-up at the date of passing of such resolution; and (iii) the allotment mandate be extended by adding the nominal amount of all the Shares repurchased by the Company pursuant to the repurchase mandate to the aggregate nominal amount of the share capital of the Company to be allotted and issued pursuant to the allotment mandate.

The Board wishes to state that, as at the Latest Practicable Date, it has no immediate plans to issue any new Share or to repurchase any existing Share.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,888,405,690 Shares. On the basis that no further Share is issued or repurchased prior to the AGM, the maximum number of Shares under the general mandate to allot and issue new Shares of not exceeding 20% of the Shares in issue as at the date of the AGM, if approved, shall be 377,681,138 Shares.

An explanatory statement as required under the Listing Rules to provide the requisite information concerning the repurchase mandate is set out in the Appendix II to this circular.

4. AGM

A notice convening the AGM to be held on Tuesday, 28 June 2011 at 11:00 a.m. at 31st Floor, CNT Tower, 338 Hennessy Road, Wanchai, Hong Kong is appended to this circular.

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

LETTER FROM THE CHAIRMAN

5. RECOMMENDATION

The Directors consider that the re-election of Directors and the granting of general mandates to issue and repurchase Shares are in the interests of the Company and the Shareholders as a whole, and accordingly recommend the Shareholders to vote in favour of each of the resolutions in respect of the above proposals on terms set out in the notice of the AGM.

Yours faithfully,
Lam Ting Ball, Paul
Chairman

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

1. Mr. Tsui Ho Chuen, Philip, aged 47, Executive Deputy Chairman

Mr. Tsui joined the Group in September 1985. He is a qualified lawyer of Hong Kong. Mr. Tsui is the nephew of Mr. Tsui Yam Tong, Terry. He is also a discretionary beneficiary of a discretionary trust of which Rapid Growth Ltd. (“RGL”), a substantial shareholder of the Company, is the trustee. As at the Latest Practicable Date, Mr. Tsui held interests in 365,912,935 Shares of the Company and derivative interests in 98,000,000 Shares of the Company, in aggregate representing approximately 24.56% of the existing issued share capital of the Company, within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”). Mr. Tsui has a service agreement (not having a fixed term of service) with the Company which entitles him to the payment of a monthly salary of HK\$365,000 and an accommodation allowance of not more than HK\$70,000 per month and other fringe benefits. For the year ended 31 December 2010, the total remuneration paid to Mr. Tsui, including the director’s fee of HK\$760,000, was HK\$5,827,000.

2. Mr. Ko Sheung Chi, aged 54, Non-executive Director

Mr. Ko was appointed a non-executive Director in February 2007. He has over 30 years of experience in general management. He has a bachelor degree in science and a master degree in business administration and is an associated member of the Hong Kong Institute of Certified Public Accountants. Mr. Ko is the managing director of Chuang’s Consortium International Limited and a director of Profit Stability Investments Limited, being the shareholders of the Company discloseable under Part XV of the SFO. Formerly, he was the chairman of Chuang’s China Investments Limited. Save as disclosed above, he has not held any other directorship in other listed public companies in the last three years. The Company’s another non-executive Director Mr. Hung Ting Ho, Richard is the chairman of Midas International Holdings Limited, which is an associated company of Chuang’s Consortium International Limited. Mr. Ko 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 Company’s bye-laws. For the year ended 31 December 2010, the remuneration being the director’s fee paid to Mr. Ko was HK\$100,000.

3. Sir David Akers-Jones, aged 84, Deputy Chairman and Independent Non-executive Director

Sir David has been the Deputy Chairman of the Company since April 1991. He was formerly the Chief Secretary of Hong Kong specializing in land planning and housing development. Sir David is an independent non-executive chairman of Hysan Development Company Limited. Formerly, he was an independent non-executive director of K. Wah International Holdings Limited and China Everbright International Limited. Save as disclosed above, he has not held any other directorship in other listed public companies in the last three years. There is no service agreement between Sir David and 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 Company’s bye-laws. For the year ended 31 December 2010, the remuneration being the director’s fee paid to Sir David was HK\$200,000.

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

As a result of dealings in the Shares by the trustee of a discretionary trust in which Mr. Tsui Ho Chuen, Philip is a discretionary beneficiary during the dealing prohibition period, the Stock Exchange publicly censured Mr. Tsui in December 1999 for breaches of the Listing Rules. The Stock Exchange considered that he had an obligation to inform the trustee not to deal when necessary.

The following companies incorporated in Hong Kong, in which Mr. Tsui Ho Chuen, Philip is/was a director, had been put into receiverships or creditors' or compulsory winding up: Champion Rich Investment Limited (property holding and investment, appointment of receivers over charged properties of HK\$64,803,777.28 plus costs of interests on 25 May 1999 and settlement and cessation of receiverships on 29 December 1999), Chrysanthemum Chinese Restaurant Limited (restaurant operation, commencement of creditors' voluntary winding up on 5 February 1999 and dissolution on 15 May 2001) and Happy Trade Limited (investment holding, appointment of receivers over charged property and commencement of compulsory winding up on 10 September 1999 and 17 November 1999 respectively and dissolution on 7 June 2003).

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 FOR REPURCHASE 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 repurchase mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,888,405,690 Shares.

Subject to the passing of the relevant resolution and on the basis that no further Share is issued or repurchased prior to the AGM, the Company would be allowed under the repurchase mandate to repurchase a maximum of 188,840,569 Shares representing 10% of the Shares in issue as at the date of the AGM. The Shares proposed to be repurchased by the Company must be fully-paid up.

The repurchase mandate may continue in force until the earliest of: (i) the conclusion of the next annual general meeting of the Company for the year of 2012; (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 repurchase mandate by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that the repurchase mandate is in the interests of the Company and the Shareholders as a whole. Such repurchases 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 repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association and bye-laws of the Company and the laws of Bermuda. It is presently proposed that any repurchase under the repurchase mandate would be repurchased out of the capital paid up on the repurchased 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 consolidated accounts contained in the Company's annual report for the year ended 31 December 2010 in the event that the repurchase mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase 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 printing of this circular were as follows:

	Share price	
	Highest HK\$	Lowest HK\$
2010		
April	0.455	0.305
May	0.510	0.305
June	0.455	0.345
July	0.400	0.340
August	0.385	0.330
September	0.360	0.325
October	0.410	0.335
November	0.360	0.335
December	0.350	0.335
2011		
January	0.375	0.335
February	0.360	0.335
March	0.365	0.320
April (up to the Latest Practicable Date)	0.360	0.345

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases 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 and bye-laws of the Company.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules) have any present intention to sell Shares to the Company under the repurchase mandate if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the repurchase mandate is approved by the Shareholders.

6. TAKEOVER CODE

If on exercise of the powers to repurchase Shares pursuant to the repurchase 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 Takeover Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeover Code), 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 Takeover Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Rapid Growth Ltd. ("RGL") is the largest shareholder of the Company beneficially interested in 346,231,521 Shares, representing approximately 18.33% of the issued share capital of the Company. In the event that the repurchase mandate is exercised in full and no further share is issued during the proposed repurchase period, the beneficial interest of RGL in the issued share capital of the Company will increase to approximately 20.37%. Accordingly, the Directors are not aware of any consequences which would arise under the Takeover Code as a result of any repurchase of Shares pursuant to the repurchase mandate.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months prior to the printing of this circular.

NOTICE OF ANNUAL GENERAL MEETING



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 Tuesday, 28 June 2011 at 11:00 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 auditors’ report for the year ended 31 December 2010.
2. To declare a final dividend of HK1 cent per share for the year ended 31 December 2010.
3. To re-elect directors and to authorise the directors to fix the directors’ remuneration.
4. To re-appoint auditors and to authorise the directors 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 (c) below, the exercise by the board of directors of the Company (the “Board”) during the Relevant Period of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of rights of subscription or conversion under the terms of any warrant or other securities issued by the Company carrying a right to subscribe for shares of the Company; or (iii) the exercise of subscription rights under any share option scheme

NOTICE OF ANNUAL GENERAL MEETING

of the Company; or (iv) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time, shall not exceed the aggregate of (i) 20% of the nominal amount of the share capital of the Company in issue as at the date of this resolution; and (ii) subject to the passing of resolution 7 below, all those number of shares which may from time to time be repurchased by the Company pursuant to the general mandate granted under resolution 6 below, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution 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 this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of shares of the Company pursuant to an offer open for a period fixed by the Board to holders of shares or any class thereof on the register of members of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body of any stock exchange in any territory outside Hong Kong).”

6. 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 of directors of the Company during the Relevant Period of all the powers of the Company to purchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the shares of the Company in issue at the date of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution 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 this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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

“**THAT** the board of directors of the Company be and is hereby given a general mandate to add all those shares in the capital of the Company which may from time to time be repurchased by the Company pursuant to the approval granted under resolution 6 above to the general mandate granted under resolution 5 above.”

By order of the board
Ma Lai King
Company Secretary

Hong Kong, 28 April 2011

Notes:

1. Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. 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 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 at which the person named in the instrument proposes to vote or any adjournment thereof.
3. The register of members of the Company will be closed from Friday, 24 June 2011 to Tuesday, 28 June 2011, 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 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 23 June 2011.
4. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.