



# 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, 9 May 2019 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 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, 9 May 2019 at 11:00 a.m., and at any adjournment thereof, to vote on my/our behalf on the undermentioned resolution 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 resolution properly put to the Special General Meeting other than those referred to in the notice convening the Special General Meeting.

	ORDINARY RESOLUTION	FOR	AGAINST
1.	To approve, ratify and confirm the Share Exchange Agreement (as defined and described in the circular (the “Circular”) to the shareholders of the Company dated 26 March 2019) (as amended and supplemented by the Supplemental Deed (as defined and described in the Circular)) and the transactions contemplated thereunder and to authorise any one or more director(s) of the Company to execute all such other documents, to do all such other acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in and completion of the Share Exchange Agreement (as amended and supplemented by the Supplemental Deed), and take all such actions as he/they may consider necessary or desirable for the purposes of giving effect to or in connection with the Share Exchange Agreement (as amended and supplemented by the Supplemental Deed) and the transactions contemplated thereunder. (Note 4)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in Block Capitals. The names of all joint holders should be stated.
- 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).
- 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”.
- The full text of the resolution is set out in the notice convening the Special General Meeting.
- 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 needs not be a member of the Company.
- 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.
- 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 person or authority shall be delivered to the Company’s share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, 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).
- Any alteration made to this form of proxy must be initialled by the person who signs it.
- 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 holder(s) 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.
- 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.