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## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**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, 9 May 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the conditional share exchange agreement dated 8 September 2018 (the “**Share Exchange Agreement**”) and entered into between Tatpo Corporation Limited (“**Tatpo**”), Jetco (H.K.) Limited (“**Jetco**”) and Mr. Tang Shing Bor (a copy of which has been produced to the Special General Meeting and marked “A” and initialled by the chairman of the Special General Meeting for the purpose of identification) (as amended and supplemented by the supplemental deed dated 20 March 2019 (the “**Supplemental Deed**”), a copy of which has been produced to the Special General Meeting and marked “B” and initialled by the chairman of the Special General Meeting for the purpose of identification) in relation to, among other things, the disposal by Tatpo of the entire issued share capital of Ocean Wide Assets Limited (“**Ocean Wide**”) and the entire amount of shareholder’s loan owed by Ocean Wide to Tatpo as at the date of completion at an aggregate consideration of HK\$900 million which will be satisfied (i) as to HK\$370 million (subject to adjustment in accordance with the terms and conditions of the Share Exchange Agreement (as amended and supplemented by the Supplemental Deed) by cash to be paid to Tatpo; and (ii) as to HK\$530 million by the entire issued share capital of Nigon Hong Kong Limited (“**Nigon**”) and the entire amount of shareholder’s loan owed by Nigon to Jetco as at the date of completion to be transferred by Jetco to Tatpo (or its nominee) under the Share Exchange Agreement (as amended and supplemented by the Supplemental Deed) be and are hereby approved, ratified and confirmed; and

- (b) any one or more director(s) of the Company (the “**Director(s)**”) be and is/are hereby authorised for and on behalf of the Company to execute all such documents (including under seal, where applicable), to do all other acts and things deemed by him/them to be incidental to, ancillary to or in connection with the matter contemplated in and completion of the Share Exchange Agreement (as amended and supplemented by the Supplemental Deed), and take such action as may in the opinion of the Director(s) be necessary, desirable or expedient to implement and give effect to or in connection with the Share Exchange Agreement (as amended and supplemented by the Supplemental Deed) and any other transactions contemplated under the Share Exchange Agreement (as amended and supplemented by the Supplemental Deed), and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof) as is/are, in the opinion of such Director(s) or the duly authorised committee of the board of Directors, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 26 March 2019

Notes:

1. Any member entitled to attend and vote at the Special General 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 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 at which the person named in the instrument proposes to vote or any adjourned thereof (as the case may be).
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Special General Meeting or any adjournment thereof, should he/she so wish, and in such event, the form of proxy shall be deemed to be revoked.

4. The register of members of the Company will be closed from Monday, 6 May 2019 to Thursday, 9 May 2019, 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, 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 3 May 2019.
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 of the Company 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. Hung Ting Ho, Richard as non-executive Directors; and Mr. Wu Hong Cho, Mr. Danny T Wong and Mr. Zhang Xiaojing as independent non-executive Directors.*