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CNC HOLDINGS LIMITED
中國新華電視控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8356)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of CNC Holdings Limited (the “**Company**”) will be held at Rooms 2601-2605, 26/F., China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Wednesday, 21 January 2015 at 10:00 a.m., for the purpose of considering and, if though fit, passing the following resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the supplemental deed dated 9 December 2014 (“**Supplemental Deed**”) entered into between the Company and a holder of the redeemable convertible bonds issued by the Company on 9 December 2011 in an outstanding principal amount of 277,030,210 (the “**Convertible Bonds**”) (a copy of the Supplemental Deed having been produced to the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification) in relation to the proposed amendments of certain terms and conditions of the Convertible Bonds, including the proposed extension of maturity date of the Convertible Bonds for 3 years to 9 December 2017 and the proposed amendment of interest rate from 5% per annum to 3% per annum pursuant to the Supplemental Deed and all transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

- (b) Subject to The Stock Exchange of Hong Kong Limited consenting to the alternation to the terms and conditions of the Convertible Bonds, the directors (each a “**Director**” and collectively the “**Directors**”) of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Supplemental Deed including without limitation to:
- (a) the execution, amendment, ratification, delivery, submission and/or implementation of any further documents or agreements in relation to the Supplemental Deed; and
- (b) the taking of all necessary actions to implement the transactions contemplated under the Supplemental Deed.”

Yours faithfully
For and on behalf of the Board of
CNC Holdings Limited
Li Yuet Tai
Company Secretary

Hong Kong, 6 January 2015

Registered office:
Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Rooms 2601-2605
26/F., China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) A form of proxy for use at the EGM is enclosed with the circular of the Company dated 6 January 2015. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.
- (3) In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (4) In the case of joint holders of shares, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (5) Any voting at the EGM shall be taken by poll.

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Wu Jin Cai
Dr. Lee Yuk Lun
Mr. Zou Chen Dong
Mr. Kan Kwok Cheung
Mr. Chia Kar Hin, Eric John

Non-executive Directors:

Mr. Li Yong Sheng
Ms. Liang Hui

Independent non-executive Directors:

Mr. Jin Hai Tao
Mr. Wong Chung Yip, Kenneth
Mr. Hau Chi Kit
Mr. Chu Siu Lun, Ivan

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of the Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least seven days from the day of its posting and the Company’s website at <http://www.cnctv.hk>.