



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)

PROXY FORM

Form of proxy for use by the shareholders of CNC Holdings Limited (the “Company”) at the extraordinary general meeting (the “Meeting”) to be convened at Suites 2708-2710, 27/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Tuesday, 12 February 2019 at 11:00 a.m. (or any adjournment thereof).

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares (each a “Share”) of HK\$0.001 each of
the Company hereby appoint the chairman (the “Chairman”) of the Meeting or _____
of _____ to act as my/our proxy ^(note c) at the Meeting to be held
at Suites 2708-2710, 27/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Tuesday, 12 February 2019 at 11:00 a.m. and at any
adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(note d).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	“THAT: (a) the supplemental deed dated 9 December 2018 (“Third 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 HK\$257,030,210 (the “Convertible Bonds”) (a copy of the Third 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 amendment of terms and conditions of the Convertible Bonds, in relation to the proposed extension of maturity date of the Convertible Bonds to 9 December 2020 pursuant to the Third Supplemental Deed and all transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and (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 Third Supplemental Deed including without limitation to: (i) the execution, amendment, ratification, delivery, submission and/or implementation of any further documents or agreements in relation to the Third Supplemental Deed; and (ii) the taking of all necessary actions to implement the transactions contemplated under the Third Supplemental Deed.”		

Dated the _____ day of _____ 2019 Shareholder’s signature X _____ ^(notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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).
- A proxy need not be a shareholder of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- 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 notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.