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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 Suites 2708-2710, 27/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 4 June 2021 at 11:00 a.m., for the purpose of considering and, if though fit, passing the following resolution:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the supplemental deed dated 25 January 2021 (“**Fourth 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 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 2021 pursuant to the Fourth 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 Fourth 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 Fourth Supplemental Deed; and
- (b) the taking of all necessary actions to implement the transactions contemplated under the Fourth Supplemental Deed.”

Yours faithfully
For and on behalf of the Board of
CNC Holdings Limited
Li Yong Sheng
Vice Chairman & CEO

Hong Kong, 18 May 2021

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:

Suites 2708-2710
27/F., Everbright Centre
108 Gloucester Road
Wanchai
Hong Kong

Notes:

- (1) The register of members of the Company will be closed from Monday, 31 May 2021 to Friday, 4 June 2021, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at level 54, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 28 May 2021.
- (2) 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.

- (3) A form of proxy for use at the EGM is enclosed with the circular of the Company dated 18 May 2021. 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.
- (4) 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 54, 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.
- (5) 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.
- (6) Any voting at the EGM shall be taken by poll.
- (7) In line with the latest recommendations issued by the Government of Hong Kong in relation to the COVID-19 pandemic, and for the health and safety of the Shareholders and other attendees, the precautionary measures to be taken by the Company at the EGM are as follows:
- (i) compulsory body temperature checks and health declarations;
 - (ii) compulsory wearing of surgical face mask by the attendees (please bring your own mask); and
 - (iii) no provision of corporate gift or refreshment.

Attendees are requested to observe and practise good personal hygiene at the EGM venue during the EGM. To the extent permitted by law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue so as to safeguard the health and safety of the attendees at the EGM.

Shareholders are strongly encouraged to appoint the Chairman of the EGM of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM of the Company in person.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures at a short notice. Shareholders are advised to check the website of the Stock Exchange and the Company's website for future announcements and updates on the EGM arrangements.

As at the date of this announcement, the Directors are Dr. Jiang Yan¹ (Chairman), Dr. Li Yong Sheng¹ (Vice Chairman and Chief Executive Officer), Mr. Liu Da Yong¹, Mr. Kan Kwok Cheung¹, Ms. Tang Li², Mr. Law Cheuk Hung², Mr. Wu Guo Ming³, Mr. Wan Chi Keung, Aaron, BBS, JP³ and Mr. Wong Chung Yip, Kenneth³.

¹ *Executive Director*

² *Non-executive Director*

³ *Independent non-executive Director*

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 date of its posting and the Company’s website at <http://www.cnctv.hk>.