

C&N Holdings Limited 春能控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8430)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

Form of proxy for use by shareholders of C&N Holdings Limited (the “**Company**”) at the Extraordinary General Meeting (the “**Meeting**”) to be convened at No. 3 Soon Lee Street, #06-03 Pioneer Junction, Singapore 627606 on Friday, 30 December 2022 at 11:00 a.m. (or any adjournment thereof).

I/We ¹ _____

of _____

being the registered holder(s) of ² _____ shares of

HK\$0.01 each in the capital of the Company hereby appoint ³ the chairman (the “**Chairman**”) of the Meeting or _____

of _____

as my/our proxy at the Meeting of the Company (and at any adjournment thereof) to be held at No. 3 Soon Lee Street, #06-03 Pioneer Junction, Singapore 627606 on Friday, 30 December 2022 at 11:00 a.m. (Hong Kong time) and to vote on my/our behalf for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting (the “**Notice**”).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast. ⁴

| Ordinary Resolutions | | For ⁴ | Against ⁴ |
|----------------------|--|------------------|----------------------|
| 1. | To approve the Share Consolidation. | | |
| 2. | To approve the proposed Rights Issue on the basis of three (3) Rights Shares for every one (1) Consolidated Share held on the Record Date, the Placing Agreement and the transactions contemplated thereunder. | | |

Date this _____ day _____ of 2022

Signature ⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. 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).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. If this space is not completed, the Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. Please indicate with a “✓” in the space provided how you wish your votes to be cast. If this form returned is duly signed but without specific direction on any proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing, or if such appointer is a corporation, either under its common seal or under the hand of an officer or attorney so authorized. In the case of joint holders, this form of proxy must be signed by the member whose name stands first.
6. Any shareholder entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a shareholder of the Company but must attend the Meeting, or any adjournment thereof, in person to represent you.
7. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s); and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holders.
8. In order to be valid, this form of proxy, duly executed and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company’s Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish. In that event, this form of proxy will be deemed to be revoked.
10. The description of the ordinary resolutions is by way of summary only. The full text of the resolutions appears in the Notice incorporated in the circular of the Company dated 9 December 2022.
11. Unless otherwise defined, capitalized terms used in this form of proxy shall have the same meanings as defined in the Notice.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Union Registrars Limited at the above address.

* For identification purposes only