



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 11/F, Golden Star Building, 20-24 Lockhart Road, Wan Chai, Hong Kong on Monday, 8 April 2024 at 10:30 a.m. (or any adjournment thereof).

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares (each a “Share”) 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 11/F, Golden Star Building, 20-24 Lockhart Road, Wan Chai, Hong Kong on Monday, 8 April 2024 at 10:30 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the “Notice”) convening the Meeting and at such Meeting (or at any adjournment thereof) to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Notice.

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.	To approve, confirm and ratify the Share Subscription Agreement and the transactions contemplated thereunder (including the grant of the Share Specific Mandate to the Directors to allot and issue the Subscription Shares).		
2.	To approve, confirm and ratify the utilisation of approximately HK\$10.4 million out of the proceeds from the Share Subscription for the Proposed Settlement.		
3.	To approve, confirm and ratify the Fifth Supplemental Deed and the transactions contemplated thereunder (including the grant of the Existing CB Specific Mandate to the Directors to allot and issue the Existing CB Conversion Shares and the New Existing CB Interest Shares).		
4.	To approve, confirm and ratify the CB Subscription Agreement A and the transactions contemplated thereunder (including the grant of the CB Specific Mandate A to the Directors to allot and issue the CB Conversion Shares A and the CB Interest Shares A).		
5.	To approve, confirm and ratify the CB Subscription Agreement B and the transactions contemplated thereunder (including the grant of the CB Specific Mandate B to the Directors to allot and issue the CB Conversion Shares B and the CB Interest Shares B).		

* Please refer to the Notice for full text of the resolutions.

Dated the day _____ of _____ 2024

Shareholder's signature X _____ 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 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.
- 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 and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time of the Meeting (i.e. not later than Saturday, 6 April 2024 at 10:30 a.m.) or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Delivery of this form of proxy shall not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.

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 (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 (Cap. 486 of the laws of Hong Kong) and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.