



Nanfang Communication Holdings Limited

南方通信控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1617)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (or at any adjournment thereof)

I/We ^(Note 1), _____
of _____ being the registered holder(s) of ^(Note 2)
_____ shares (the “Share(s)”) of HK\$0.001 each in the share
capital of Nanfang Communication Holdings Limited (the “Company”), **HEREBY APPOINT** the Chairman of the extraordinary
general meeting (the “Meeting”) of the Company, or ^(Note 3) _____
of _____
as my/our proxy to attend and act for me/us on my/our behalf at the Meeting to be held at Unit 902, 9/F, Capital Centre, 151
Gloucester Road, Wan Chai, Hong Kong at 3:00 p.m. on 9 September 2024 (Monday) and at any adjournment thereof, to vote for
me/us as hereunder indicated, or if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To (i) approve, confirm and ratify the Formal Sale and Purchase Agreement dated 23 June 2024 entered into between Pacific Smart, an indirect wholly-owned subsidiary of the Company, as vendor and Vantone Neo Development Group Co., Ltd. (北京萬通新發展集團股份有限公司) as purchaser in respect of the disposal of the Sale Shares (a copy of which has been produced at the meeting marked “A” for identification purpose) and the transactions contemplated thereunder; and (ii) approve, ratify and confirm the authorisation to any one director of the Company on behalf of the Company, among other things, to sign, seal, execute and deliver all such documents as he/she may consider necessary, desirable or expedient for the purpose of or in connection with or to give effect to the Formal Sale and Purchase Agreement and the transactions contemplated thereby, and to waive compliance from or agree and make such amendments of non-material nature to the terms of any of the Formal Sale and Purchase Agreement that he/she may in his/her discretion consider to be desirable and in the interests of the Company and its shareholders as a whole.		

Date: _____

Signature^(Note 5): _____

Notes:

1. Full name(s) and address(es) in English to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. 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 registered in your name(s).
3. Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the Meeting will act as your proxy. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than the resolution referred to above.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. Any vote in respect of the resolutions to be put forward for consideration at the Meeting will be taken by poll.
7. In the case of joint holders of any Share, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, the holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
8. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 3:00 p.m. on 7 September 2024 (Saturday)) before the time appointed for holding the Meeting or any adjourned meeting. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Any alteration made to this form of proxy must be initialled by the person who signs it.

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 authorized 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 the Company/Tricor Investor Services Limited at the above address.