



**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 2018 ANNUAL GENERAL MEETING**  
**(or at any adjournment thereof)**

I/We<sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_ being the registered holder(s) of<sup>(Note 2)</sup>  
\_\_\_\_\_ shares of HK\$0.001 each in the capital of  
Nanfang Communication Holdings Limited (the "Company"), **HEREBY APPOINT** the chairman of the meeting, or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and my/our behalf at the Annual General Meeting (or any adjournment thereof) of the Company to be held at Plaza 3, Lower Lobby, Novotel Century Hong Kong, No. 238 Jaffe Road, Wan Chai, Hong Kong at 3:00 p.m. on 19 June 2019 (Wednesday) 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.

RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2018.		
2.	(a) To re-elect Ms. Yu Rumin as an executive director of the Company. (b) To re-elect Ms. Yu Ruping as an executive director of the Company. (c) To re-elect Mr. Lam Chi Keung as an independent non-executive director of the Company.		
3.	To authorise the board of directors of the Company to fix their remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorise the board of directors of the Company to fix their remuneration.		
5.	(a) A final dividend of RMB0.0625 per ordinary share of the Company for the year ended 31 December 2018 (the "Final Dividends") be and is hereby declared to the shareholders of the Company whose names appear on the register of members of the Company at the close of business on 28 June 2019 (Friday), being the record date for determination of entitlement to the Final Dividends; and (b) Any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividends.		
6.	To grant a general mandate to the directors of the Company to allot, issue and deal in additional shares not exceeding 20% of the total number of the issued shares of the Company as at the date of passing this resolution.		
7.	To grant a repurchase mandate to the directors of the Company to buy back shares not exceeding 10% of the total number of the issued shares of the Company as at the date of passing this resolution.		
8.	To extend the general mandate granted to the directors of the Company to allot, issue and deal in additional shares of the Company by the total number of the shares bought back by the Company.		

Date: \_\_\_\_\_ Signature<sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) in English to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of HK\$0.001 each 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).
- 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, 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 those resolutions referred to above.
- 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.
- Any vote in respect of the resolutions to be put forward for consideration at the meeting will be taken by poll.
- 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.
- 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, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours (i.e. 3:00 p.m. on 17 June 2019 (Monday)) 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.
- 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.