

赤子城

newborntown

NEWBORN TOWN INC.

赤子城科技有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9911)

Form of proxy for use by shareholders at the Extraordinary General Meeting to be held on 12 December 2024

I/We^(Note 1) _____

of _____

being the registered holder(s) of^(Note 2) _____ shares of US\$0.0001 each in the capital of Newborn Town Inc. (the "Company"),

HEREBY APPOINT^(Note 3) the chairman of the Meeting (as hereinafter defined), or failing him _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (or at any adjournment thereof) (as the case may be) to be held at 6/F, Tower B, Xiaoyun Road 33rd Building, Chaoyang District, Beijing, PRC on 12 December 2024 at 10:00 a.m. (the "Meeting") in respect of the resolutions set out in the notice convening the Meeting (the "Notice") to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, and, if no such indication is given, as my/our proxy thinks fit. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 25 November 2024.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and, if thought fit, to approve that:		
1(a)	the Share Purchase Agreement entered into by the Company, the Target Company and BGFG, JJQJ and JZZT (collectively, the "Sellers") on 27 June 2024 (the "Share Purchase Agreement") (as supplemented by the supplemental agreement entered into among the parties to the Share Purchase Agreement on 22 November 2024 to amend and modify certain terms of the Share Purchase Agreement (the "Supplemental Agreement")) and the transactions contemplated thereunder be and are hereby confirmed, approved, authorised and ratified;		
1(b)	the board of directors (the "Directors") of the Company (the "Board") or a committee thereof be and is hereby specifically authorised to allot and issue the Consideration Shares (as defined in the Share Purchase Agreement) to the Sellers pursuant to the Share Purchase Agreement (as supplemented by the Supplemental Agreement); and		
1(c)	any Director be and is hereby authorised on behalf of the Company to do all such acts and things and execute all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director in his sole opinion and absolute direction may consider necessary, appropriate, expedient or desirable to implement or give effect to the Share Purchase Agreement (as supplemented by the Supplemental Agreement) and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares).		
2.	To consider and, if thought fit, to approve that:		
2(a)	subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting approval of the listing of, and permission to deal in, the shares of the Company ("Shares") which may be fall to be issued and allotted pursuant to any awards in the form of restricted share units ("Awards") which may be granted under the new restricted share unit scheme proposed to be adopted by the Company (the rules of which are contained in the document marked "A" produced to this meeting and signed by the chairman of this meeting for the purpose of identification) (the "NBT RSU Scheme"), the NBT RSU Scheme be and is hereby adopted and that the Directors be and are hereby authorised to do such acts and things and execute all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Directors in their sole opinion and absolute direction may consider necessary, appropriate, expedient or desirable to implement or give full effect to the NBT RSU Scheme, including without limitation: (i) to administer the NBT RSU Scheme under which Awards will be granted to eligible persons subject to the terms and conditions of the NBT RSU Scheme and the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"); (ii) to modify, alter and/or amend the NBT RSU Scheme from time to time provided that such modification, alteration and/or amendment is effected in accordance with the provisions of the NBT RSU Scheme relating to such modification, alteration and/or amendment and subject to Chapter 17 of the Listing Rules; (iii) to grant Awards under the NBT RSU Scheme and to allot and issue from time to time such number of Shares or effect the transfer of Shares as may be required to be allotted and issued in respect of the Awards to be granted under the NBT RSU Scheme and subject the Listing Rules and the Companies Act of the Cayman Islands (the "Companies Act"); (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be issued and allotted pursuant to the Awards to be granted under the NBT RSU Scheme and subject to the Listing Rules and the Companies Act; and (v) to consent, if they deem fit and expedient, to such conditions, modifications, alterations and/or variations as may be required or imposed by the relevant authorities in relation to the NBT RSU Scheme and subject to the Listing Rules and the Companies Act;		

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
2(b)	subject to and conditional on the adoption of the NBT RSU Scheme, the total number of Shares which may be issued in respect of all options and/or awards and/or Awards involving new Shares which may be granted under the NBT RSU Scheme or any other share schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the date on which the Shareholders approve the NBT RSU Scheme or the relevant date of approval of the refreshment of the Scheme Limit (as defined in the NBT RSU Scheme); and		
2(c)	subject to and conditional on the passing of the ordinary resolution no. 2(b) set out in this Notice and the adoption of the NBT RSU Scheme, within the Scheme Limit (as defined in the NBT RSU Scheme), the total number of Shares which may be issued in respect of all options and/or awards and/or Awards involving new Shares which may be granted to Service Providers (as defined in the NBT RSU Scheme) under the NBT RSU Scheme or any other share schemes of the Company must not in aggregate exceed 1% of the total number of Shares in issue as at the date on which the Shareholders approve the NBT RSU Scheme or the relevant date of approval of the refreshment of the Service Provider Sublimit (as defined in the NBT RSU Scheme).		

Dated this _____ day of _____ 2024

Signature(s)^(Note 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 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).
3. If any proxy other than the chairman of the Meeting is preferred, delete words "the chairman of the Meeting, or failing him" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the Meeting will act as your proxy.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its seal or under the hand of any officer or attorney or other person duly authorised to sign the same. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. In order to be valid, a form of proxy, together with any 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 branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the time for holding the Meeting.
7. Where there are joint registered holders of any share(s) of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, the proxy form 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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.