



NEW CONCEPTS HOLDINGS LIMITED

創業集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2221)

PROXY FORM

Form of proxy for use at the extraordinary general meeting to be held at 10:00 a.m. on Tuesday, 30 May 2023 and (any at adjournment thereof) of New Concepts Holdings Limited

I/We ^(Note 1), _____
of, _____
being the registered holder(s) of ^(Note 2), _____ ordinary shares of HK\$0.10 each in the share capital of
New Concepts Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(Note 3) _____
of _____
as my/our proxy to attend for me/us on my/our behalf at the extraordinary general meeting of the Company to be held at theDesk, 22/F., One Pacific
Centre, 414 Kwun Tong Road, Kwun Tong, Kowloon, Hong Kong on 30 May 2023 (Tuesday) at 10:00 a.m. (the "Meeting") (and at any adjournment
thereof) for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting and at such Meeting (and at
any adjournment thereof) to vote for or against for me/us and in my/our name(s) in respect of the resolution as indicated below, and if no such indication is
given, my/our proxy will vote or abstain from voting as my/our proxy thinks fit.

Special Resolution		For ^(Note 4)	Against ^(Note 4)
To approve:			
1.	the proposed amendments to the existing memorandum of association and articles of association of the Company (the "Memorandum and Articles of Association") set out in the circular of the Company dated 8 May 2023 of which this notice forms part be and are hereby approved and the amended and restated Memorandum and Articles of Association (copies of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and are adopted as the new Memorandum and Articles of Association of the Company in substitution for and to the exclusion of the existing Memorandum and Articles of Association respectively with immediate effect after the close of this meeting and that any one Director or officer of the Company be and is hereby authorized to do all things necessary to implement the adoption of the new Memorandum and Articles of Association.		
Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
To approve:			
2.	<p>THAT conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") having granted the approval of the listing of and permission to deal in any shares of the Company (the "Shares") which may fall to be issued pursuant to the exercise of options to be granted under the share option scheme of the Company, a copy of which has been produced to this meeting marked "A" and signed by the chairman of this meeting for the purpose of identification (the "New Share Option Scheme"), the New Share Option scheme be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the directors of the Company may consider necessary, desirable or expedient to effect and implement the New Share Option Scheme, including without limitation:</p> <p>(a) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares;</p> <p>(b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;</p> <p>(c) to grant options to subscribe for Shares under the New Share Option Scheme and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;</p> <p>(d) to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may, for the time being, be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme; and</p> <p>(e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme.</p>		

Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
To approve:			
3.	THAT conditional upon the New Share Option Scheme of the Company being approved and adopted by way of ordinary resolution of the Company numbered 2 above, the sublimit on the total number of Shares that may be issued in respect of all options and awards to be granted to service providers under all the share schemes of the Company of 1% of the total number of Shares in issue on the date of approval of the New Share Option Scheme be and is hereby approved and adopted.		
4.	THAT subject to and conditional upon the New Share Option Scheme becoming unconditional, the existing share option scheme of the Company adopted by the written resolutions of the then sole shareholder of the Company passed on 24 August 2014, be terminated with effect from the adoption of the New Share Option Scheme (such that no further options could thereafter be offered under the existing share option scheme of the Company but in all other respects the provisions of the existing share option scheme of the Company shall remain in full force and effect).		

Dated this _____ day of _____ 2023

Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares registered in your name(s) and to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the Company registered in your name(s) (whether alone or jointly with others). If a number is inserted, this proxy form will be deemed to relate only to those shares.
- If any proxy other than the chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either of the boxes in respect of a resolution will entitle your proxy to cast his vote in respect of that resolution at his/her/its discretion or abstain. Your proxy will also be entitled to vote at his/her/its discretion or abstain on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy thereof must be deposited at **Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong** not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.
- Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions put to the vote at the Meeting will be taken by way of poll.
- The full text of this resolution appear in the notice of the Meeting dated 8 May 2023.

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 and any such request should be in writing by mail to the Company/Privacy Compliance Officer of Tricor Investor Services Limited at the above address.