

# 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 19 July 2023**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_ shares of US\$0.0001 each in the capital of Newborn Town Inc. (the "Company"),  
HEREBY APPOINT<sup>(Note 3)</sup> 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 19 July 2023 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, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 30 June 2023.

	ORDINARY RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To consider and, if thought fit, to approve that the Sale and Purchase Agreement and the transactions contemplated thereunder be and are confirmed, approved, authorised and ratified; and any one Director be and is 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 or desirable to implement or give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.		
2.	To consider and, if thought fit, to approve that the Deeds of Amendment and the transactions contemplated thereunder be and are confirmed, approved, authorised and ratified; and any one Director be and is 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 or desirable to implement or give effect to the Deeds of Amendment and the transactions contemplated thereunder."		
3.	To consider and, if thought fit, to approve that the VIE Agreements and the transactions contemplated thereunder be and are confirmed, approved, authorised and ratified; and any one Director be and is 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 or desirable to implement or give effect to the VIE Agreements and the transactions contemplated thereunder (including the contractual arrangements).		
4.	To consider and, if thought fit, to approve that the Directors (or a duly authorised committee thereof) be and are generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents or agreements and to take all such steps which, in the opinion of the Directors (or a duly authorised committee thereof), maybe necessary, appropriate, desirable or expedient to implement and/or give effect to each of the Sale and Purchase Agreement, the Deeds of Amendment, the VIE Agreements and the transactions contemplated thereunder (including the contractual arrangements) as are, in the opinion of the Directors (or a duly authorised committee thereof), in the interests of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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

**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/has 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.