

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 Annual General Meeting to be held on 21 May 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 annual 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 21 May 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 29 April 2024.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditor for the year ended 31 December 2023.		
2.	(a) To re-elect Mr. LIU Chunhe as an executive Director of the Company.		
	(b) To re-elect Mr. LI Ping as an executive Director of the Company.		
	(c) To re-elect Mr. YE Chunjian as an executive Director of the Company.		
	(d) To re-elect Mr. SU Jian as an executive Director of the Company.		
	(e) To re-elect Mr. GAO Ming as an independent non-executive Director of the Company.		
	(f) To re-elect Mr. CHI Shujin as an independent non-executive Director of the Company.		
	(g) To re-elect Mr. HUANG Sichen as an independent non-executive Director of the Company.		
	(h) To authorise the Board of the Company to fix the Directors' remuneration.		
3.	To re-appoint KPMG as auditor of the Company and to authorise the Board of the Company to fix its remuneration.		
4(A).	To grant a general mandate to the Directors to allot, issue and deal with the securities in the capital of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of the Meeting.		
4(B).	To grant a general mandate to the Directors to repurchase the securities of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of the Meeting.		
4(C).	To extend, conditional upon the passing of resolutions 4(A) and 4(B), the total number of shares of the Company repurchased under resolution 4(B) to the mandate granted to the Directors under resolution 4(A).		
	SPECIAL RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
5.	To consider and approve the Proposed Amendments and the adoption of the Amended Memorandum and Articles of Association, and to authorise any Director or company secretary of the Company to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended Memorandum and Articles of Association of the Company, including without limitation, attending to necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.		

Dated this _____ day of _____ 2024 Signature(s)^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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).
- 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.
- 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.
- 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.**
- 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.
- 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- 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.