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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 19 JULY 2023

References are made to the circular (the “**EGM Circular**”) and the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) dated 30 June 2023 of Newborn Town Inc. (the “**Company**”). Unless the context otherwise requires, the terms used in this announcement shall have the same meanings as those defined in the EGM Circular.

The Board is pleased to announce that all the proposed resolutions as set out in the EGM Notice were duly passed by the Shareholders at the EGM by way of poll. The poll results of the EGM resolutions are as follows:

Ordinary Resolutions		Number of Votes (Approximate percentage of the number of votes (%))	
		For	Against
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.	167,587,930 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (Approximate percentage of the number of votes (%))	
		For	Against
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.	167,587,930 (100%)	0 (0%)
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).	167,587,930 (100%)	0 (0%)
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.	167,587,930 (100%)	0 (0%)

Notes:

- (1) The full details of the aforementioned resolutions are set out in the EGM Notice and the EGM Circular.
- (2) There was no Share actually voted but excluded from calculating the poll results of the aforementioned resolutions.

As more than 50% of the votes were cast in favour of each of the aforementioned resolutions no.1 to 4, the resolutions no.1 to 4 were duly passed as ordinary resolutions of the Company.

As at the date of the EGM, the total number of Shares in issue of the Company was 1,191,216,000 Shares. Spriver Tech Limited, Mr. LIU Chunhe, Parallel World Limited and Mr. LI Ping, holding and entitled to exercise control over a total of 341,828,420 Shares (representing approximately 28.70% of the Shares in issue as at the date of the EGM) and having material interest in the Sale and Purchase Agreement, the Deeds of Amendment, the VIE Agreements, and the transactions contemplated thereunder, were required to abstain and had abstained from voting on each of the aforementioned resolutions no.1 to no.4 at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the EGM was 849,387,580, representing approximately 71.30% of the total issued Shares of the Company as at the date of the EGM. Save as disclosed above, there were no Shares entitling any Shareholders to attend and abstain from voting in favour of the resolutions at the EGM pursuant to Rule 13.40 of the Listing Rules, no Shareholders were required under the Listing Rules to abstain from voting on the resolutions at the EGM and none of the Shareholders had stated their intention in the EGM Circular to vote against or to abstain from voting on the resolutions at the EGM.

The executive Directors of the Company, Mr. LIU Chunhe, Mr. LI Ping, Mr. YE Chunjian and Mr. SU Jian and the independent non-executive Directors of the Company, Mr. GAO Ming, Mr. CHI Shujin and Mr. HUANG Sichen attended the EGM.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

By order of the Board
Newborn Town Inc.
LIU Chunhe
Chairman of the Board

Beijing, 19 July 2023

As at the date of this announcement, the executive Directors of the Company are Mr. LIU Chunhe, Mr. LI Ping, Mr. YE Chunjian and Mr. SU Jian; and the independent non-executive Directors of the Company are Mr. GAO Ming, Mr. CHI Shujin and Mr. HUANG Sichen.