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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 ANNUAL GENERAL MEETING HELD ON 21 MAY 2024

References are made to the circular (the “AGM Circular”) and the notice (the “AGM Notice”) of the annual general meeting (the “AGM”) dated 29 April 2024 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 AGM Circular.

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

Ordinary Resolutions		Number of Votes (Approximate percentage of the number of votes (%))	
		For	Against
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.	396,193,759 (99.899141%)	400,000 (0.100859%)
2.	(a) To re-elect Mr. LIU Chunhe as an executive director of the Company.	384,365,618 (96.916709%)	12,228,141 (3.083291%)
	(b) To re-elect Mr. LI Ping as an executive director of the Company.	396,557,265 (99.990798%)	36,494 (0.009202%)
	(c) To re-elect Mr. YE Chunjian as an executive director of the Company.	396,126,315 (99.882135%)	467,444 (0.117865%)
	(d) To re-elect Mr. SU Jian as an executive director of the Company.	362,626,933 (91.435360%)	33,966,826 (8.564640%)

Ordinary Resolutions		Number of Votes (Approximate percentage of the number of votes (%))	
		For	Against
	(e) To re-elect Mr. GAO Ming as an independent non-executive director of the Company.	396,593,759 (100.000000%)	0 (0.000000%)
	(f) To re-elect Mr. CHI Shujin as an independent non-executive director of the Company.	393,891,665 (99.318675%)	2,702,094 (0.681325%)
	(g) To re-elect Mr. HUANG Sichen as an independent non-executive director of the Company.	394,563,265 (99.488017%)	2,030,494 (0.511983%)
	(h) To authorise the board of directors of the Company to fix the directors' remuneration.	396,349,265 (99.938352%)	244,494 (0.061648%)
3.	To re-appoint KPMG as auditor of the Company and authorise the Board of the Company to fix its remuneration.	396,593,759 (100.000000%)	0 (0.000000%)
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.	359,234,858 (90.580058%)	37,358,901 (9.419942%)
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.	396,557,265 (99.990798%)	36,494 (0.009202%)
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).	359,234,858 (90.580058%)	37,358,901 (9.419942%)
Special Resolution		Number of Votes (Approximate percentage of the number of votes (%))	
		For	Against
5.	To consider and, if thought fit, approve the proposed amendments and 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.	396,593,759 (100.000000%)	0 (0.000000%)

Notes:

- (1) The full details of the aforementioned resolutions are set out in the AGM Notice and the AGM 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(C), the resolutions no.1 to 4(C) were duly passed as ordinary resolutions of the Company. As a majority of not less than three-fourths of the votes were cast in favour of aforementioned resolution no. 5, the resolution no. 5 was duly passed as a special resolution of the Company.

As at the date of the AGM, the total number of Shares in issue was 1,191,216,000 Shares, which was the total number of Shares entitling the shareholders to attend and vote for or against the resolutions proposed at the AGM. There were no Shares entitling any shareholders to attend and abstain from voting in favour of the resolutions at the AGM 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 AGM and none of the shareholders had stated their intention in the AGM Circular to vote against or to abstain from voting on the resolutions at the AGM.

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 AGM.

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 AGM.

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

Beijing, 21 May 2024

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.