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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the first extraordinary general meeting of 2024 (the **“Meeting”**) of Newborn Town Inc. (the **“Company”**) will be held at 6/F, Tower B, Xiaoyun Road 33rd Building, Chaoyang District, Beijing, PRC on 12 December 2024 at 10:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the Share Purchase Agreement entered into by the Company, the Target Company and BGFG, JJQJ and JZZT (collectively, the **“Sellers”**) on 27 June 2024 (the **“Share Purchase Agreement”**) (as supplemented by the supplemental agreement entered into among the parties to the Share Purchase Agreement on 22 November 2024 to amend and modify certain terms of the Share Purchase Agreement (the **“Supplemental Agreement”**)) and the transactions contemplated thereunder be and are hereby confirmed, approved, authorised and ratified;
- (b) the board of directors (the **“Directors”**) of the Company (the **“Board”**) or a committee thereof be and is hereby specifically authorised to allot and issue the Consideration Shares (as defined in the Share Purchase Agreement) to the Sellers pursuant to the Share Purchase Agreement (as supplemented by the Supplemental Agreement); and
- (c) any Director be and is hereby 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, expedient or desirable to implement or give effect to the Share Purchase Agreement (as supplemented by the Supplemental Agreement) and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares).”

2. **“THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, the shares of the Company (“**Shares**”) which may be fall to be issued and allotted pursuant to any awards in the form of restricted share units (“**Awards**”) which may be granted under the new restricted share unit scheme proposed to be adopted by the Company (the rules of which are contained in the document marked “A” produced to this meeting and signed by the chairman of this meeting for the purpose of identification) (the “**NBT RSU Scheme**”), the NBT RSU Scheme be and is hereby adopted and that the Directors be and are hereby authorised to do 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 Directors in their sole opinion and absolute direction may consider necessary, appropriate, expedient or desirable to implement or give full effect to the NBT RSU Scheme, including without limitation:
- (i) to administer the NBT RSU Scheme under which Awards will be granted to eligible persons subject to the terms and conditions of the NBT RSU Scheme and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (ii) to modify, alter and/or amend the NBT RSU Scheme from time to time provided that such modification, alteration and/or amendment is effected in accordance with the provisions of the NBT RSU Scheme relating to such modification, alteration and/or amendment and subject to Chapter 17 of the Listing Rules;
- (iii) to grant Awards under the NBT RSU Scheme and to allot and issue from time to time such number of Shares or effect the transfer of Shares as may be required to be allotted and issued in respect of the Awards to be granted under the NBT RSU Scheme and subject the Listing Rules and the Companies Act of the Cayman Islands (the “**Companies Act**”);
- (iv) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in any Shares which may thereafter from time to time be issued and allotted pursuant to the Awards to be granted under the NBT RSU Scheme and subject to the Listing Rules and the Companies Act; and
- (v) to consent, if they deem fit and expedient, to such conditions, modifications, alterations and/or variations as may be required or imposed by the relevant authorities in relation to the NBT RSU Scheme and subject to the Listing Rules and the Companies Act;

- (b) subject to and conditional on the adoption of the NBT RSU Scheme, the total number of Shares which may be issued in respect of all options and/or awards and/or Awards involving new Shares which may be granted under the NBT RSU Scheme or any other share schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Share in issue as at the date on which the Shareholders approve the NBT RSU Scheme or the relevant date of approval of the refreshment of the Scheme Limit (as defined in the NBT RSU Scheme); and
- (c) subject to and conditional on the passing of the ordinary resolution no. 2(b) set out in this notice and the adoption of the NBT RSU Scheme, within the Scheme Limit (as defined in the NBT RSU Scheme), the total number of Shares which may be issued in respect of all options and/or awards and/or Awards involving new Shares which may be granted to Service Providers (as defined in the NBT RSU Scheme) under the NBT RSU Scheme or any other share schemes of the Company must not in aggregate exceed 1% of the total number of Shares in issue as at the date on which the Shareholders approve the NBT RSU Scheme or the relevant date of approval of the refreshment of the Service Provider Sublimit (as defined in the NBT RSU Scheme).”

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

Hong Kong, 25 November 2024

Registered office:

The offices of Maples Corporate Services Limited
PO Box 309
Ugland House Grand
Cayman, KY1-1104
Cayman Islands

*Principal place of business
in Hong Kong:*

Office 2613, 26th Floor
The Center
No. 99 Queen’s Road Central
Hong Kong

Notes:

- (i) A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. On a poll, votes may be given either personally or by proxy.
- (ii) In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

- (iii) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 10:00 a.m. on 10 December 2024) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The transfer books and register of members of the Company will be closed from 10 December 2024 to 12 December 2024, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 9 December 2024.

As at the date of this notice, 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.