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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 EXTRAORDINARY GENERAL MEETING
HELD ON 12 DECEMBER 2024**

References are made to the circular (the “EGM Circular”) and the notice (the “EGM Notice”) of the extraordinary general meeting (the “EGM”) dated 25 November 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 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:	512,681,337 (100.000000%)	0 (0.000000%)
1(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;		
1(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		

Ordinary Resolutions		Number of Votes (Approximate percentage of the number of votes (%))	
		For	Against
1(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.	To consider and, if thought fit, to approve that:	491,252,642 (95.820270%)	21,428,695 (4.179730%)
2(a)	<p>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 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 discretion may consider necessary, appropriate, expedient or desirable to implement or give full effect to the NBT RSU Scheme, including without limitation:</p> <p>(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”);</p> <p>(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;</p>		

Ordinary Resolutions		Number of Votes (Approximate percentage of the number of votes (%))	
		For	Against
	<p>(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 to the Listing Rules and the Companies Act of the Cayman Islands (the “Companies Act”);</p> <p>(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</p> <p>(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;</p>		
2(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		
2(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).		

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 and 2, the resolutions no. 1 and 2 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. BGFG held and was entitled to exercise control over a total of 100,000,000 Shares (representing approximately 8.39% of the Shares in issue as at the date of the EGM) and having material interest in the Share Purchase Agreement and the transactions contemplated thereunder, was required to abstain and has abstained from voting on the aforementioned resolution no. 1 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 1,091,216,000, representing approximately 91.60% 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, 12 December 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.