

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)

(the “Company”)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF THE COMPANY

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

- 1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 16.4 of the Company’s Articles of Association (the “Articles”) which takes effect on the date of the listing of the Company.
- 1.2 Extract of Article 16.4 is set out below:

No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

- 2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:
 - (a) publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of the general meeting;
 - (b) include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
 - (c) publish such announcement or issue such supplementary circular not less than 10 business days before the date of the relevant general meeting; and

- (d) assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

- 3.1 After the publication of the notice of the general meeting by the Company, if a shareholder wishes to propose a person (the “Candidate”) for election as a director of the Company at the general meeting, he/she shall deposit a written notice (the “Notice”) with the Company’s Secretary.
- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent to the publication of his/her personal information.
- 3.3 The period for lodgment of the Notice shall commence on the day after the despatch of the notice of the meeting appointed for such election and end no later than 7 days prior to the date of such meeting.
- 3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting.

4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

- 4.1 Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a director of the Company pursuant to Article 12.3 of the Company’s Articles.

Extract of Article 12.3 is set out below:

The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members holding together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the paid up capital of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, specifying the objects of the meeting and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.