



# NEW CONCEPTS HOLDINGS LIMITED

## 創業集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2221)

### PROXY FORM

#### Form of proxy for use at the extraordinary general meeting to be held at 10:00 a.m. on Wednesday, 8 March 2023 and (any at adjournment thereof) of New Concepts Holdings Limited

I/We <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ (address) being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.10 each in the share capital of New Concepts Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ (address) with email address at \_\_\_\_\_ as my/our proxy to attend for me/us on my/our behalf at the extraordinary general meeting of the Company to be held by way of electronic means via the Tricor e-Meeting System at <https://spot-emeeting.tricor.hk> for EGM on 8 March 2023 (Wednesday) at 10:00 a.m. (the "EGM" or the "Meeting") (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution set out in the notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for or against for me/us and in my/our name(s) in respect of the resolution as indicated below, and if no such indication is given, my/our proxy will vote or abstain from voting as my/our proxy thinks fit.

| Ordinary Resolution |  | For <sup>(Note 4)</sup> | Against <sup>(Note 4)</sup> |
|---------------------|--|-------------------------|-----------------------------|
| To approve:         |  |                         |                             |
| 1.                  | <p>(a) the subscription agreement entered into between the subscriber (as subscriber) and the Company (as issuer) on 19 January 2023 (the "Subscription Agreement") in relation to the subscription of an aggregate of 136,800,000 subscription shares (the "Subscription Shares") at the subscription price of HK\$0.380 per share, copies of which have been produced to the EGM and initialled by the chairman of the EGM for the purpose of identification, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;</p> <p>(b) the directors of the Company be and are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue the Subscription Shares, subject to and in accordance with the terms and conditions set out in the Subscription Agreement;</p> <p>(c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the Subscription Agreement and transactions contemplated thereunder (including the allotment and issue of the Subscription Shares pursuant thereto), and to agree to any non-material amendments to the Subscription Agreement and any other agreements made in relation thereto to the extent permitted by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the applicable laws and in the interests of the Company and its shareholders."</p> |                         |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares registered in your name(s) and to which this proxy form relates. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the Company registered in your name(s) (whether alone or jointly with others). If a number is inserted, this proxy form will be deemed to relate only to those shares.
- If any proxy other than the chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name address and email address of the proxy desired in the space provided. If no email address is provided, your proxy (except when the Chairman of the EGM is appointed as your proxy) cannot attend and vote online at the EGM. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** A proxy need not be a shareholder of the Company but must attend the Meeting by person to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either of the boxes in respect of a resolution will entitle your proxy to cast his vote in respect of that resolution at his/her/its discretion or abstain. Your proxy will also be entitled to vote at his/her/its discretion or abstain on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy, together with any power of attorney or other authority under which it is signed or a notarially certified copy thereof must be deposited at **Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong** or via the Tricor e-Meeting System at <https://spot-emeeting.tricor.hk> by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- Completion and return of this form of proxy will not preclude you from attending and voting by way of electronic means at the Meeting if you so wish. In the event that you attend the Meeting after having lodged this form of proxy, it will be deemed to have been revoked.
- Pursuant to Rule 13.39(4) of the Listing Rules, all the resolutions put to the vote at the Meeting will be taken by way of poll.
- The full text of these resolutions appears in the notice of the Meeting dated 16 February 2023.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Privacy Compliance Officer of Tricor Investor Services Limited at the above address.