

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**BABYTREE GROUP**

**寶寶樹集團**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1761)**

**CHANGE OF JOINT COMPANY SECRETARY AND  
AUTHORISED REPRESENTATIVE  
AND  
WAIVER FROM STRICT COMPLIANCE WITH  
RULES 3.28 AND 8.17 OF THE LISTING RULES**

**CHANGE OF JOINT COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE**

The board of directors (the “**Board**”) of BabyTree Group (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Ms. CHEN Hongyou (陳泓攸) (“**Ms. CHEN**”) has resigned as a joint company secretary of the Company (the “**Joint Company Secretary**”) and an authorised representative of the Company (the “**Authorised Representative**”) pursuant to Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with effect from December 10, 2020, in order to pursue other business and work commitments.

Ms. CHEN confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board further announces that Ms. MA Lie (馬烈) (“**Ms. MA**”) has been appointed as a Joint Company Secretary and an Authorised Representative of the Company in place of Ms. CHEN with effect from December 10, 2020. Ms. WU Miu Wah (胡妙華) (“**Ms. WU**”) will remain as the other Joint Company Secretary of the Company.

The biographical details of Ms. MA are set out as follows:

Ms. MA, aged 28, joined the Company as the Senior Assistant to the Chief Financial Officer (“**CFO**”) under the Office of the Board since March 2020. She is primarily responsible for assisting the daily work of the CFO and involved in the financial planning of the Company and market research required for Company’s development. In addition, Ms. MA has also diligently involved in the routine compliance matters including organizing/attending Board and general meetings as well as corporate governance matters of the Company.

Prior to joining our Company, Ms. MA served as an investment manager at Unity Ventures (九合創投) from September 2017 to September 2018 and a senior analyst at 36Kr (36氪) from January 2016 to September 2017. She has rich experience in capital market industry and company research and analysis and coordinating financing negotiations with investors. Ms. MA was an associate at PricewaterhouseCoopers Ltd from September 2014 to January 2016. Ms. MA obtained a Bachelor's degree of Business Administration in Accounting and Finance from The Hong Kong Polytechnic University in October 2014 and a Master's degree in Business Administration from the University of Oxford in November 2019.

## **WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES**

Pursuant to Rule 8.17 of the Listing Rules, a listed issuer must appoint a company secretary who meets the requirements under Rule 3.28 of the Listing Rules. Rule 3.28 of the Listing Rules provides that a listed issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the listed issuer by virtue of his/her academic or professional qualifications or relevant experience.

In view of the responsibilities and obligations of company secretary, the Company believes that it is in the Company's interests to appoint a full-time employee of the Company who has in-depth knowledge and understanding of the Company's business and daily operations, as Joint Company Secretary in addition to the engagement of Ms. WU. Having considered Ms. MA's background and experience as set out in this announcement, her knowledge of the Company's affairs and close working relationship with the Board and management of the Company, the Board is of the view that, although Ms. MA currently does not possess the qualifications of a company secretary as required under Rule 3.28 of the Listing Rules, she is capable of discharging her functions as a Joint Company Secretary of the Company and taking the necessary actions in the most effective and efficient manner.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a waiver (the "**Waiver**") from strict compliance with Rules 3.28 and 8.17 of the Listing Rules with respect to the appointment of Ms. MA as a Joint Company Secretary for a period of three years from the date of her appointment as a Joint Company Secretary (the "**Waiver Period**") on the conditions that:

- (i) Ms. MA must be assisted by Ms. WU, the other Joint Company Secretary, throughout the Waiver Period; and
- (ii) the Waiver can be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek confirmation from the Stock Exchange that Ms. MA, having had the benefit of Ms. WU's assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Waiver applies to the appointment of Ms. MA as a Joint Company Secretary only and will be revoked immediately if and when Ms. WU ceases to provide assistance to Ms. MA. The Stock Exchange may withdraw or change the Waiver if the situation of the Company changes.

The biographical details of Ms. WU are set out as follows:

Ms. WU has been appointed as the Joint Company Secretary of the Company since June 2018. Ms. WU is a senior manager of corporate services of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. WU has over 20 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies. Her expertise extends from corporate advisory and regulatory compliance, corporate restructuring. Ms. WU is a Chartered Secretary and Chartered Governance Professional, an Associate of both The Hong Kong Institute of Chartered Secretaries and The Chartered Governance Institute (formerly “Institute of Chartered Secretaries and Administrators”) in the United Kingdom. Ms. WU meets the qualification requirements of a company secretary under Rules 3.28 and 8.17 of the Listing Rules.

The Board would like to express its gratitude to Ms. CHEN for her valuable contributions to the Company and take the opportunity to express its welcome to Ms. MA on her new appointment.

By Order of the Board  
**BabyTree Group**  
寶寶樹集團  
**WANG Huainan**  
*Chairman*

Hong Kong, December 10, 2020

*As at the date of this announcement, the Board of the Company comprises Mr. WANG Huainan and Mr. XU Chong as executive Directors; Ms. CAI Yumin, Ms. YAN Jia, Mr. WANG Changying, Mr. WU Ying and Mr. Christian Franz REITERMANN as non-executive Directors; and Mr. CHEN Guanglei, Mr. De-chao Michael YU, Mr. SHIAH Hung-Yu and Mr. ZHANG Hongjiang as independent non-executive Directors.*