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BABYTREE GROUP

寶寶樹集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1761)

**CHANGE OF JOINT COMPANY SECRETARY AND
AGENT FOR THE SERVICE OF PROCESS IN HONG KONG
AND
WAIVER FROM STRICT COMPLIANCE WITH
RULES 3.28 AND 8.17 OF THE LISTING RULES**

**CHANGE OF JOINT COMPANY SECRETARY AND AGENT FOR THE SERVICE OF
PROCESS IN HONG KONG**

The board of directors (the “**Board**”) of BabyTree Group (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby announces that due to resignation of Ms. Wu Miu Wah (胡妙華) (“**Ms. Wu**”), she has ceased to act as a joint company secretary of the Company (the “**Joint Company Secretary**”) and an agent for acceptance of service of process and notices on behalf of the Company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Process Agent**”), with effect from October 22, 2021. Ms. Wu has confirmed that she has no disagreement with the Board and there is no matter relating to her cessation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board further announces that Ms. Siu Wing Kit (蕭穎潔) (“**Ms. Siu**”) has been appointed as a Joint Company Secretary of the Company and the Process Agent in replacement of Ms. Wu with effect from October 22, 2021. Ms. Ma Lie (馬烈) (“**Ms. Ma**”) will continue to serve as the other Joint Company Secretary of the Company. Ms. Ho Siu Pik will continue to act as the other Process Agent.

The biographical details of Ms. Ma and Ms. Siu are set out below:

Ms. Ma, aged 29, was appointed as a Joint Company Secretary of the Company on December 10, 2020. She joined the Company as the senior assistant to the chief financial officer under the office of the Board since March 2020. She is primarily responsible for assisting the daily work of the chief financial officer 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.

Ms. Siu, is a senior manager of corporate services of Tricor Services Limited, which is a corporate secretarial services provider. She has over 20 years of experience in the corporate secretarial and has been handling the company secretarial compliance works of Hong Kong listed companies, private and offshore companies. Ms. Siu was admitted as a Chartered Secretary, a Chartered Governance Professional and an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom in December 2006. She obtained her master's degree in Corporate Governance from The Hong Kong Polytechnic University in December 2006.

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

The Company has applied to the Stock Exchange for and the Stock Exchange has granted a waiver to the Company from strict compliance with the requirements under Rules 3.28 and 8.17 of the Rules Governing the Listing of the Securities on the Stock Exchange (the "**Listing Rules**"), for a period from October 22, 2021 to December 9, 2023 (the "**New Waiver Period**") in relation to Ms. Ma's eligibility to act as the Joint Company Secretary of the Company on the condition that (i) Ms. Ma will be assisted by Ms. Siu during the New Waiver Period; and (ii) this waiver could be revoked if there are material breaches of the Listing Rules by the Company. The Stock Exchange may withdraw or change the waiver if the Company's situation changes. Before the end of the New Waiver Period, the Company must demonstrate and seek the confirmation from the Stock Exchange that Ms. Ma, having had the benefit of Ms. Siu's assistance during the New 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 Board would like to express its gratitude to Ms. Wu for her valuable contributions to the Company and take the opportunity to express its welcome to Ms. Siu on her appointment.

By Order of the Board
BabyTree Group
寶寶樹集團
GAO Min
WANG Huainan
Co-chairmen

Hong Kong, October 22, 2021

As at the date of this announcement, the Board comprises Mr. GAO Min and Mr. XU Chong as executive Directors; Mr. WANG Huainan, Mr. QIAN Shunjiang, Mr. CHEN Bing, Mr. CHEN Weijun, 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.