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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 (the “**Board**”) of directors (the “**Directors**”) of BabyTree Group (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that due to the resignation of Ms. SIU Wing Kit (蕭穎潔) (“**Ms. Siu**”), she has ceased to act as a joint company secretary of the Company (the “**Joint Company Secretary**”) and an agent (the “**Process 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 “**Companies Ordinance**”) and Rule 19.05(2) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with effect from June 28, 2022. Ms. Siu 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. Further, Ms. HO Siu Pik has also ceased to act as the other Process Agent with effect from June 28, 2022.

The Board further announces that Ms. PUN Ka Ying (盤嘉盈) (“**Ms. Pun**”) has been appointed as a Joint Company Secretary and the Process Agent with effect from June 28, 2022.

The biographical details of Ms. MA Lie (馬烈) (“**Ms. Ma**”), the other Joint Company Secretary, and Ms. Pun are set out below:

Ms. Ma, aged 30, was appointed as a Joint Company Secretary 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 meetings and general meetings as well as corporate governance matters of the Company.

Prior to joining the 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. Pun possesses more than 14 years of experience in the company secretary profession. She is familiar with the Listing Rules, the Companies Ordinance as well as compliance work for offshore companies. She is now a senior manager of Corporate Services of Tricor Services Limited and has been providing corporate secretarial and compliance services to Hong Kong listed companies as well as multinational, private and offshore companies. Ms. Pun is 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.

## **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.

Reference is made to the waiver granted to the Company by the Stock Exchange (the “**Waiver**”) from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules in respect of the eligibility of Ms. Ma to act as a Joint Company Secretary during the waiver period from October 22, 2021 (being the date of appointment of Ms. Siu as the other Joint Company Secretary) to December 9, 2023 (the “**Waiver Period**”), on the condition that (i) Ms. Ma would be assisted by Ms. Siu, who possesses the qualifications required under Rule 3.28 of the Listing Rules, during the Waiver Period; and (ii) the Waiver would be revoked if there were material breaches of the Listing Rules by the Company.

The Company is of the view that, by virtue of Ms. Ma's day-to-day knowledge of the Company's affairs and close working relationship with the Board and management and her proven ability to assist the Company in managing its investors' relations and compliance matters, is best positioned to act as a Joint Company Secretary from both the perspective of the Company's internal needs as well as the compliance with the Listing Rules. However, Ms. Ma currently does not possess the relevant qualification or experience as required under Rule 3.28 of the Listing Rules and her appointment as a company secretary alone does not strictly comply with the requirements under Rule 3.28 of the Listing Rules. The Company has therefore appointed Ms. Pun, who possesses the qualifications as set out in Rule 3.28 of the Listing Rules, as a Joint Company Secretary to assist Ms. Ma in discharging her functions as company secretary of the Company and in gaining the relevant experience as required under Rule 3.28 of the Listing Rules.

The Company has applied to the Stock Exchange for, and the Stock Exchange has granted, a new waiver (the "**New Waiver**") from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules for the remaining period of the Waiver (the "**Remaining Waiver Period**") on the condition that:

- (i) Ms. Ma will be assisted by Ms. Pun during the Remaining Waiver Period; and
- (ii) the New Waiver will be revoked if there are material breaches of the Listing Rules by the Company.

The Stock Exchange may withdraw or change the New Waiver if the Company's situation changes. Before the end of the Remaining Waiver Period, the Company must demonstrate and seek confirmation from the Stock Exchange that Ms. Ma, having had the benefit of Ms. Pun's assistance during the Remaining Waiver Period, has attained the relevant experience and is capable of discharging the functions of a 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. Siu for her valuable contributions to the Company and take the opportunity to express its welcome to Ms. Pun on her appointment.

By order of the Board  
**BabyTree Group**  
**GAO Min**  
**WANG Huainan**  
*Co-Chairmen*

Hong Kong, June 28, 2022

*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.*