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BABYTREE GROUP

寶寶樹集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1761)

**MONTHLY UPDATE ANNOUNCEMENT
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made by BabyTree Group (the “**Company**”) pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

References are made to the announcements of the Company dated 22 December 2021 and 21 January 2022 in relation to, among other things, the Possible Transaction (the “**Announcements**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Announcements.

PROGRESS OF THE POSSIBLE TRANSACTION

The Board wishes to update shareholders and potential investors of the Company that, as at the date of this announcement, the Board was informed on 21 February 2022 that the discussions between Startree and the Potential Vendor are still continuing and a legally binding agreement has yet to be entered into between Startree and the Potential Vendor on the Possible Transaction.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) should be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer under the Takeovers Code is made. The Company will make further announcement(s) as and when appropriate in accordance with the requirements of the Listing Rules and the Takeovers Code.

WARNING:

As the Possible Transaction may or may not proceed and a general offer may or may not materialise, investors and shareholders are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 21 February 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.

All the Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.