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**BABYTREE GROUP**

**寶寶樹集團**

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

**(Stock Code: 1761)**

## **ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

### **END OF OFFER PERIOD**

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, 21 January 2022, 21 February 2022, 21 March 2022, 21 April 2022, 20 May 2022 and 20 June 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.

### **TERMINATION ON THE DISCUSSION OF THE POSSIBLE TRANSACTION**

The Board wishes to update shareholders and potential investors of the Company that on 7 July 2022, after trading hours, the Board was informed that, after thorough consideration and internal discussions, Startree has decided to cease its discussion with the Potential Vendor on the Possible Transaction and not to proceed with an offer for the shares of the Company.

### **END OF OFFER PERIOD**

For the purpose of the Takeovers Code, the offer period ends on the date of this announcement. Accordingly, the Company will cease to publish further monthly announcements in respect of the progress of the Possible Transaction, which would otherwise be required under Rule 3.7 of the Takeovers Code.

Pursuant to Rule 31.1(b) of the Takeovers Code, except with the consent of the Executive, Startree and parties acting in concert with it may not announce an offer or possible offer or acquire shares of the Company which would trigger an offer, within the six-month period from the date of this announcement.

**Shareholders and potential investor should exercise caution when dealing in securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

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

Hong Kong, 7 July 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.*