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BABYTREE GROUP

寶寶樹集團

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1761)

**(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
AND
(2) CHANGE IN THE COMPOSITIONS OF THE AUDIT COMMITTEE
AND THE REMUNERATION COMMITTEE**

The Board announces that, with effect from August 11, 2022,

- (1) Mr. ZHANG Hongjiang has resigned as an independent non-executive Director and a member of each of the Audit Committee and the Remuneration Committee;
- (2) Ms. Jin SU has been appointed as an independent non-executive Director and a member of the Remuneration Committee; and
- (3) Mr. SHIAH Hung-Yu, an independent non-executive Director, has been appointed as a member of the Audit Committee.

The board (the “**Board**”) of directors (the “**Director(s)**”) of BabyTree Group (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that, with effect from August 11, 2022, (i) Mr. ZHANG Hongjiang (“**Mr. Zhang**”) has resigned as an independent non-executive Director and a member of each of the audit committee of the Company (the “**Audit Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”) to better focus on other business engagements; (ii) Ms. Jin SU (“**Ms. Su**”) has been appointed as an independent non-executive Director and a member of the Remuneration Committee; and (iii) Mr. SHIAH Hung-Yu, an independent non-executive Director, has been appointed as a member of the Audit Committee.

Mr. Zhang has confirmed that he has no disagreement with the Board and there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

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

Ms. Su, aged 43, has been appointed as an independent non-executive Director and a member of the Remuneration Committee with effect from August 11, 2022.

Prior to joining the Group, from June 2002 to December 2013, Ms. Su worked in Schneider National, Inc. (a company listed on the New York Stock Exchange, ticker symbol: SNDR) as the deputy general manager of Greater China, the director of corporate development and the director of international operations. From May 2014 to May 2017, she served as consultant in Egon Zehnder International Inc. From May 2017 to April 2018, Ms. Su served as the chief executive officer of Wisdom International Education Group (威德國際教育集團). From May 2018 to December 2021, she served as the director of the strategic project management office at The Learning Lab (Singapore) (學習實驗室 (新加坡)), an education company invested by a global private equity firm, namely Advent International. Since June 2019, Ms. Su has also served as a director of the board in the International School of Beijing (北京順義國際學校), and became the chairwoman of the board since April 2020.

Ms. Su obtained a bachelor of arts degree from Brigham Young University in 2002 and a master of business administration degree from Kellogg School of Management at Northwestern University in 2006.

The Company has entered into an appointment letter with Ms. Su for a term of three years commencing from August 11, 2022, subject to retirement from office and re-election at the next following general meeting of the Company in accordance with the articles of association of the Company (the “**Articles**”). Ms. Su is also subject to the rotational retirement and re-election requirements at an annual general meeting of the Company pursuant to the Articles and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The appointment letter may be terminated by either party giving to the other not less than one month’s prior notice in writing. The remuneration for Ms. Su for her services as an independent non-executive Director (including as a member of the Remuneration Committee) will be RMB300,000 per year, which was determined by the Board with reference to the recommendation from the Remuneration Committee, having taken into account her duties and responsibilities with the Company and prevailing market conditions.

As at the date of this announcement, Ms. Su (i) has no interest in the shares of the Company which is required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) has no relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iii) has not held any directorship in Hong Kong or overseas listed public companies in the last three years preceding the date of her appointment.

Save as disclosed above, as at the date of this announcement, Ms. Su (i) does not currently hold any other position with the Company or any of its subsidiaries; and (ii) there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor any other matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Ms. Su to join the Board.

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

Hong Kong, August 11, 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 Ms. Jin SU as independent non-executive Directors.