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BABYTREE GROUP

寶寶樹集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1761)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by BabyTree Group (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (“**Board**”) of directors (“**Directors**”) of the Company proposes to amend the memorandum and articles of association of the Company (“**Existing Memorandum and Articles of Association**”) to (i) be in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules with effect from January 1, 2022, which introduced a common set of core shareholder protection standards applicable to all listed issuers in Hong Kong; and (ii) make housekeeping amendments (“**Proposed Amendments**”).

In view of the number of the Proposed Amendments, the Board proposes to put forward to the shareholders of the Company (“**Shareholders**”) a special resolution to adopt new memorandum and articles of association with the Proposed Amendments incorporated (“**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.

Major changes brought about by the Proposed Amendments are set out below:

- (1) to update the definition of “Companies Law” to bring it in line with the Companies Act (As Revised) of the Cayman Islands and the Electronic Transactions Act (As Revised) of the Cayman Islands;
- (2) to supplement that the respective period of (i) the closure of the register(s) of members for inspection and (ii) the suspension for the registration of transfers of shares in any year may be extended with the approval of the Shareholders by ordinary resolution in that year provided that such period shall not be extended beyond sixty days (or such other period as may be prescribed under applicable law) in any year;
- (3) to provide that the Company must hold an annual general meeting in each financial year of the Company, to be held within six months after the end of such financial year;
- (4) to provide that a general meeting may be convened on the written requisition of any one or more Shareholders holding shares representing not less than one-tenth of the voting rights, on a one vote per share basis;
- (5) to provide that all Shareholders shall have the right to speak at a general meeting of the Company;
- (6) to extend the right of a clearing house (or its nominee(s)) in authorizing representative(s) to act at any creditors meeting of the Company, including the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands;
- (7) to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
- (8) to clarify that (i) the appointment of the auditor of the Company shall be by way of an ordinary resolution and (ii) the remuneration of the auditor of the Company shall be fixed by ordinary resolution, or in the manner specified in such resolution;
- (9) to update the provision regarding the appointment of the auditor of the Company to fill any casual vacancy in the office of the auditor of the Company that any such auditor appointed shall hold office until the next annual general meeting of the Company;
- (10) to provide that the Company may by special resolution resolve that the Company be wound up voluntarily;
- (11) to provide that the financial year of the Company shall end on December 31 in each year and, following the year of incorporation, shall begin on January 1 in each year; and
- (12) to update and tidy up definitions and other references, and to make consequential amendments in line with the above amendments and other housekeeping amendments.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (“**Annual General Meeting**”), and will become effective upon the approval by the Shareholders at the Annual General Meeting.

A circular containing, among other matters, details of the Proposed Amendments and the New Memorandum and Articles of Association, together with a notice of the Annual General Meeting will be despatched to the Shareholders in due course.

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

Hong Kong, March 21, 2023

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.