

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



BABYTREE GROUP

寶寶樹集團

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1761)

RESUMPTION GUIDANCE

This announcement is made by BabyTree Group (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 2 August 2023 (“**Announcement**”) in relation to, among other things, the Allegations and Other Matters. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

RESUMPTION GUIDANCE

On 18 August 2023, the Company received the following resumption guidance (“**Resumption Guidance**”) from the Stock Exchange:

- (a) conduct an appropriate independent investigation into the Allegations and the Other Matters, assess the impact on the Company’s business operation and financial position, announce the findings and take appropriate remedial actions;
- (b) publish the 2022 Annual Report and all outstanding financial results required under the Listing Rules and address any audit modifications;
- (c) conduct an independent internal control review of the Group and demonstrate that the Company has in place adequate internal control and procedures to comply with the Listing Rules; and
- (d) announce all material information for the Company’s shareholders and investors to appraise its position.

The Stock Exchange stated that the Company must meet all Resumption Guidance, remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange’s satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. The Stock Exchange also indicated that it may modify or supplement the Resumption Guidance if the Company’s situation changes.

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company,

the 18-month period will expire on 1 November 2024. If the Company fails to remedy the issues causing its trading suspension, fulfill the Resumption Guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 1 November 2024, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rule 6.01 and Rule 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Company is taking appropriate steps to comply with the Resumption Guidance and the relevant Listing Rules. The Company will publish further announcement(s) to keep its shareholders and potential investors informed of the latest progress as and when appropriate and will announce quarterly updates on its developments under Rule 13.24A of the Listing Rules. The Company shall announce its quarterly update on or before 1 November 2023 and further quarterly update thereafter every three (3) months until resumption or cancellation of listing (whichever is earlier).

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 May 2023 and will remain suspended until the publication of the 2022 Annual Report.

Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 23 August 2023

As at the date of this announcement, the Board comprises Mr. GAO Min as executive Director; Mr. WANG Huainan, Mr. QIAN Shunjiang, Mr. CHEN Bing, Mr. WU Ying and Mr. Christian Franz REITERMANN as non-executive Directors; and Mr. CHEN Guanglei, Mr. HUANG Zhenwu, Mr. SHIAH Hung-Yu and Ms. Jin SU as independent non-executive Directors.