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BABYTREE GROUP

寶寶樹集團

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1761)

CHANGE OF DIRECTORS; AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

The Board announces that with effect from 19 December 2023:

- (i) Mr. Christian Franz REITERMANN has resigned as a non-executive Director.
- (ii) Mr. HUANG Zhenwu has been re-designated from an independent non-executive Director to a non-executive Director.
- (iii) Mr. SHIAH Hung-Yu has been appointed as a member of the Remuneration Committee and Ms. Jin SU has been appointed as a member of the Nomination Committee.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of BabyTree Group (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that, Mr. Christian Franz REITERMANN (“**Mr. Reitermann**”) has tendered his resignation as a non-executive Director with effect from on 19 December 2023 due to other work commitments.

Mr. Reitermann has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholder(s)**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Mr. Reitermann for his valuable contributions to the Company during his tenure of office.

RE-DESIGNATION OF DIRECTOR

The Board further announces that Mr. HUANG Zhenwu (黃偵武) (“**Mr. Huang**”) has been re-designated from an independent non-executive Director to a non-executive Director with effect from 19 December 2023. Upon the re-designation, he will cease to be as a member of the remuneration committee (the “**Remuneration Committee**”) of the Board and the nomination committee (the “**Nomination Committee**”) of the Board with effect from the same date.

Mr. Huang, aged 59, was appointed as an independent non-executive Director in May 2023 and re-designated as a non-executive Director in December 2023. Mr. Huang is currently a partner at Beijing Deheng Law Offices and a practicing lawyer in China, with extensive legal service experience in capital markets and corporate governance. He began his career as a lawyer in July 1993 and obtained the qualification of a securities lawyer award by the Ministry of Justice and the China Securities Regulatory Commission (the “CSRC”) in 1996. Since July 2002, Mr. Huang has been practicing at Beijing Deheng Law Offices. Mr. Huang has served as an independent director of Jinneng Science & Technology Co., Ltd. (金能科技股份有限公司) (listed on the Shanghai Stock Exchange, stock code: 603113) since April 2021. He also currently serves as an independent director of Ziel Home Furnishing Technology Co., Ltd. (致歐家居科技股份有限公司). From October 2017 to February 2021, he served as a member of the 17th and 18th Issuance Appraisal Committee of the CSRC. He is also a practical guidance professor at the Law School of Renmin University of China. Mr. Huang obtained his master’s degree in civil and commercial law from Renmin University of China in June 1993.

The Company has entered into an appointment letter with Mr. Huang as non-executive Director for a term of three years commencing from 19 December 2023, subject to retirement from office and re-election at the next following annual general meeting of the Company in accordance with the articles of association of the Company (the “Articles”). Mr. Huang 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 (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. Mr. Huang is entitled to a director’s fee of RMB300,000 per annum (adjusted on a pro rata basis) for his services as a non-executive Director, which was determined by the Board with reference to the recommendation from the Remuneration Committee, having taken into account his duties and responsibilities with the Company and prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Mr. Huang (i) does not hold any other position with the Company and other members of the Group; (ii) does not have any relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders; (iii) does not have, and/or is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (as defined under Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong); and (iv) does not have other major appointments and professional qualifications.

Save as disclosed herein, as at the date of this announcement, Mr. Huang (i) does not hold any other directorship in any listed public company which securities are listed on any securities market in Hong Kong or overseas during the period of three years preceding the date of this announcement; and (ii) there is no other information in relation to the appointment of Mr. Huang 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.

The Company would like to extend its warm welcome to Mr. Huang for his new role.

CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

In light of the foregoing, the Board also announces that (i) Mr. SHIAH Hung-Yu (an independent non-executive Director) has been appointed as a member of the Remuneration Committee with effect from 19 December 2023; and (ii) Ms. Jin SU (an independent non-executive Director) has been appointed as a member of the Nomination Committee with effect from 19 December 2023.

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

Hong Kong, 19 December 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. HUANG Zhenwu as non-executive Directors; and Mr. CHEN Guanglei, Mr. SHIAH Hung-Yu and Ms. Jin SU as independent non-executive Directors.