



BABYTREE GROUP

寶寶樹集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1761)

Number of shares to which this form of proxy relates ¹	
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FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON SATURDAY, 31 AUGUST 2024

I/We² _____ (name),
of _____ (address),
being the registered holder(s) of BabyTree Group (the "Company") **HEREBY APPOINT** _____ (name)
of _____ (address),
or failing him/her, the chairman of the meeting as my/our proxy³ to attend and vote on my/our behalf at the extraordinary general meeting (the "EGM") of the Company to be held at 15th Floor, Baihuan Building, No. 66 Guangqu Road, Chaoyang District, Beijing, the PRC on Saturday, 31 August 2024 at 9:00 a.m. (and at any adjournment thereof). I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "✓" in the appropriate boxes.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	THAT Baker Tilly Hong Kong Limited be and is hereby removed as the auditors of the Company pursuant to Article 29.2 of the amended and restated articles of association of the Company with immediate effect after the conclusion of the EGM (the "Removal"), and the board (the "Board") of directors (the "Director(s)") of the Company and each of the Directors be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Removal.		
2.	To re-elect Mr. HUANG Zhenwu as non-executive Director and the Board be and is hereby authorised to fix his remuneration.		

Date _____ 2024

Signature(s)⁵ _____

Notes:

- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the name and address of the proxy. If no name is inserted, the chairman of the meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST"**. If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM. However, the number of shares abstained from voting will not be counted in the calculation of the required majority of voting. For the full text of the proposed resolutions, please refer to the notice of EGM as contained in the Company's circular dated 9 August 2024.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 9:00 a.m. (Hong Kong time) on Thursday, 29 August 2024) or the adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the extraordinary general meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by email to PrivacyOfficer@computershare.com.hk.