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**BABYTREE GROUP**

**寶寶樹集團**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1761)**

## **ADDITIONAL RESUMPTION GUIDANCE; AND POSTPONEMENT OF ANNUAL GENERAL MEETING**

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).

References are made to the announcements of the Company dated (i) 1 May 2023, 18 May 2023 and 30 June 2023 in relation to, among others, the delay in despatch of the 2022 Annual Report and the Postponement of the AGM; (ii) 2 August 2023 in relation to, among others, the preliminary findings in relation to the Allegations and Other Matters; (iii) 23 August 2023 and 28 September 2023 in relation to, among others, the Resumption Guidance, the Additional Resumption Guidance and the delay in publication of the 2023 Interim Results and despatch of the 2023 Interim Report; (iv) 1 November 2023, 1 February 2024 and 2 May 2024 in relation to the quarterly update on the resumption progress; (v) 31 March 2024, in relation to the delay in publication of the 2023 Annual Results and despatch of the 2023 Annual Report; (vi) 15 April 2024, in relation to, update on the independent investigation; and (vii) 17 April 2024, in relation to, update on the IMA (collectively, the “**Announcements**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Announcements.

### **ADDITIONAL RESUMPTION GUIDANCE**

The Company received a letter dated 26 June 2024 from the Stock Exchange setting out the following additional resumption guidance for the Company (together with the letters dated 18 August 2023 and 25 September 2023 setting out the resumption guidance, collectively, the “**Resumption Guidance**”)

- demonstrate that there is no reasonable regulatory concern about the integrity, competence and/or character of the Group’s management and/or any persons with substantial influence over the Company’s management and operations, which may pose a risk to investors and damage market confidence.

The Stock Exchange indicates that it may modify or supplement the Resumption Guidance and/or give further guidance as and when appropriate.

### **POSTPONEMENT OF ANNUAL GENERAL MEETING**

Pursuant to Rule 13.46(2)(b) of the Listing Rules, the Company should lay its annual financial statements before its shareholders at its annual general meeting within the period of six months after the end of the financial year or accounting reference period to which the annual financial statements relate (i.e., on or before 30 June 2024). Due to the matters set out in the Announcements, the despatch of the 2022 Annual Report and the 2023 Annual Report is still pending as of the date of this announcement. It is expected that the convening of the annual general meeting of the Company will be postponed beyond six months from the financial year end date. The Company will publish further announcement(s) to inform its shareholders of the date of the annual general meeting of the Company as and when appropriate.

### **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 further notice. Further announcement(s) will be made by the Company in this respect as and when appropriate and in accordance with the requirements of the Listing Rules.

**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, 28 June 2024

*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.*