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BABYTREE GROUP

寶寶樹集團

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1761)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 31 AUGUST 2024**

References are made to the circular (the “**Circular**”) and the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) of BabyTree Group (the “**Company**”) both dated 9 August 2024. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as those defined in the Circular.

The Board hereby announces that all of the proposed resolutions (the “**Resolutions**”) set out in the EGM Notice were duly passed by the Shareholders by way of poll at the EGM held at 9:00 a.m. on 31 August 2024. The poll results are as follows:

ORDINARY RESOLUTIONS ^(a)		Number of Votes (Approximate %) ^(b)	
		FOR	AGAINST
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 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.	948,170,315 (100.00%)	0 (0.00%)
2.	To re-elect Mr. HUANG Zhenwu as non-executive Director and the Board be and is hereby authorised to fix his remuneration.	948,170,315 (100.00%)	0 (0.00%)

Notes:

- (a) The full text of the above Resolutions is set out in the EGM Notice.
- (b) The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the EGM in person or by proxy.

As more than 50% of the votes were cast in favour of the ordinary Resolutions 1 to 2 respectively, all the Resolutions were duly passed by the Shareholders at the EGM.

As at the date of the EGM, the total number of issued Shares was 1,660,711,609 Shares, which represented the total number of Shares entitling the holders to attend and vote on the resolutions proposed at the EGM. Any abstained vote or waiver to vote was disregarded as voting rights for the purpose of calculating the result of each resolution. There were no restrictions on any Shareholder to cast votes on any of the proposed resolutions at the EGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules. No Shareholder was required to abstain from voting at the EGM under the Listing Rules and none of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the EGM.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the vote-taking at the EGM. All Directors attended the EGM either in person or by electronic means except for Mr. WU Ying who was unable to attend due to other business arrangement.

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, 31 August 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.