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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 THE ANNUAL GENERAL MEETING HELD ON 13 JUNE 2019**

### **AND**

## **APPROVAL OF SHARE OPTION SCHEME**

### **VOTING RESULTS OF THE ANNUAL GENERAL MEETING**

At the annual general meeting (the “AGM”) of BabyTree Group (the “Company”) held on Thursday, 13 June 2019, all the proposed resolutions as set out in the notice of the AGM dated 26 April 2019 were taken by poll. The poll results are as follows:

<b>Ordinary Resolution</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2018.	1,271,146,354 (100.000000%)	0 (0.000000%)
2.	To re-elect Mr. WANG Huainan as an executive director of the Company.	1,266,304,854 (99.619123%)	4,841,500 (0.380877%)
3.	To re-elect Mr. XU Chong as an executive director of the Company.	1,266,304,854 (99.619123%)	4,841,500 (0.380877%)
4.	To re-elect Mr. CHEN Qiyu as a non-executive director of the Company.	1,266,304,854 (99.619123%)	4,841,500 (0.380877%)
5.	To re-elect Mr. WANG Changying as a non-executive director of the Company.	1,266,304,854 (99.619123%)	4,841,500 (0.380877%)
6.	To re-elect Mr. MA Jiangwei as a non-executive director of the Company.	1,266,304,854 (99.619123%)	4,841,500 (0.380877%)
7.	To re-elect Mr. Christian Franz REITERMANN as a non-executive director of the Company.	1,266,304,854 (99.619123%)	4,841,500 (0.380877%)
8.	To re-elect Mr. JING Jie as a non-executive director of the Company.	1,266,304,854 (99.619123%)	4,841,500 (0.380877%)

Ordinary Resolution		Number of Votes (%)	
		For	Against
9.	To re-elect Mr. CHEN Guanglei as an independent non-executive director of the Company.	1,271,146,354 (100.000000%)	0 (0.000000%)
10.	To re-elect Ms. CHEN Danxia as an independent non-executive director of the Company.	1,271,146,354 (100.000000%)	0 (0.000000%)
11.	To re-elect Mr. De-chao Michael YU as an independent non-executive director of the Company.	1,271,146,354 (100.000000%)	0 (0.000000%)
12.	To re-elect Mr. ZHANG Hongjiang as an independent non-executive director of the Company.	1,271,146,354 (100.000000%)	0 (0.000000%)
13.	To authorize the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company.	1,271,146,354 (100.000000%)	0 (0.000000%)
14.	To re-appoint KPMG as auditors of the Company and to authorize the Board to fix their remuneration.	1,271,146,354 (100.000000%)	0 (0.000000%)
15.	To approve the adoption of the share option scheme and to authorize the directors of the Company to grant options thereunder and to allot and issue shares pursuant to exercise of options.*	1,271,146,354 (100.000000%)	0 (0.000000%)
16.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.*	1,271,146,354 (100.000000%)	0 (0.000000%)
17.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.*	1,266,303,854 (99.619045%)	4,842,500 (0.380955%)
18.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.*	1,266,303,854 (99.619045%)	4,842,500 (0.380955%)

\* The full text of the resolutions is set out in the AGM notice.

As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 18, all resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the total number of issued shares of the Company was 1,688,488,109 ordinary shares (including 14,742,500 shares which have been repurchased by the Company but not yet cancelled). There were no shares of the Company entitling the holder to attend and abstain from voting in favour at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders has stated their intention in the Company’s circular dated 26 April 2019 to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the poll at the AGM.

By Order of the Board  
**BabyTree Group**  
**寶寶樹集團**  
**XU Chong**  
*Executive Director*

Hong Kong, 13 June 2019

*As at the date of this announcement, the Board comprises Mr. WANG Huainan and Mr. XU Chong as executive directors; Mr. CHEN Qiyu, Mr. WANG Changying, Mr. MA Jiangwei, Mr. Christian Franz REITERMANN and Mr. JING Jie as non-executive directors; and Mr. CHEN Guanglei, Ms. CHEN Danxia, Mr. De-chao Michael YU and Mr. ZHANG Hongjiang as independent non-executive directors.*