

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **BabyTree Group 寶寶樹集團**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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BABYTREE GROUP

寶寶樹集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1761)

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of BabyTree Group 寶寶樹集團 to be held at 6th Floor, Building A, Borui Plaza, No. 26 North Road of East Third Ring, Chaoyang District, Beijing, PRC on Thursday, June 10, 2021 at 2:00 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. (Hong Kong time) on Tuesday, June 8, 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (ir.babytree.com).

April 23, 2021

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This circular is prepared in both English and Chinese.

In the event of inconsistency, the English text of this circular will prevail.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 6th Floor, Building A, Borui Plaza, No. 26 North Road of East Third Ring, Chaoyang District, Beijing, PRC on Thursday, June 10, 2021 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 24 to 28 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Company” or “our Company” or “our”	BabyTree Group (寶寶樹集團), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1761)
“Director(s)”	the director(s) of the Company
“Group” or “our Group”	the Company and its subsidiaries and associated companies from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 13 of the notice of the Annual General Meeting
“Latest Practicable Date”	April 16, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

DEFINITIONS

“Listing Date”	November 27, 2018, being the date on which dealings in the Shares first commence on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time
“Memorandum”	the memorandum of association of the Company currently in force
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) of US\$0.0001 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 12 of the notice of the Annual General Meeting
“Shareholder(s)”	registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Committee”	the strategic committee of the Company
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

DEFINITIONS

“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



BABYTREE GROUP

寶寶樹集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1761)

Executive Directors:

Mr. XU Chong

Mr. PAN Zhiyong (*Chief Executive Officer*)

Non-executive Directors:

Mr. WANG Huainan (*Chairman*)

Mr. QIAN Shunjiang

Mr. GAO Min (*Vice Chairman*)

Mr. WANG Changying

Mr. WU Ying

Mr. Christian Franz REITERMANN

Independent Non-executive Directors:

Mr. CHEN Guanglei

Mr. De-chao Michael YU

Mr. SHIAH Hung-Yu

Mr. ZHANG Hongjiang

Registered Office:

P.O. Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

*Head Office and Principal Place of
Business in the PRC:*

6th Floor, Building A, Borui Plaza

No. 26 North Road of East Third Ring

Chaoyang District

Beijing

PRC

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

April 23, 2021

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, June 10, 2021 for (a) the re-election of the Directors and the granting of the authority to the Board to fix the Directors' remuneration; (b) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate and (c) the giving of notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. XU Chong and Mr. PAN Zhiyong as executive Directors; Mr. WANG Huainan (Chairman), Mr. QIAN Shunjiang, Mr. GAO Min (Vice Chairman), Mr. WANG Changying, Mr. WU Ying and Mr. Christian Franz REITERMANN as non-executive Directors; and Mr. CHEN Guanglei, Mr. De-chao Michael YU, Mr. SHIAH Hung-Yu and Mr. ZHANG Hongjiang as independent non-executive Directors.

Pursuant to Article 16.2 of the Articles of Association, Mr. SHIAH Hung-Yu who was appointed on June 30, 2020 as an independent non-executive Director, Mr. PAN Zhiyong who was appointed on January 20, 2021 as an executive Director, Mr. QIAN Shunjiang and Mr. GAO Min who were appointed on January 20, 2021 as non-executive Directors by the Board shall hold office until the Annual General Meeting and shall be subject to re-election at the Annual General Meeting.

In addition, pursuant to Article 16.19 of the Articles of Association, Mr. XU Chong, Mr. WANG Huainan, Mr. WANG Changying and Mr. CHEN Guanglei shall retire by rotation at the Annual General Meeting.

All of the above Directors are eligible and will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the above-mentioned Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting.

On the re-appointment of Mr. CHEN Guanglei and Mr. SHIAH Hung-Yu as independent non-executive Directors, the Nomination Committee considered, and the Board shared the same views, that at all times during their period of directorship with the Company, Mr. CHEN Guanglei and Mr. SHIAH Hung-Yu have properly discharged their duties and responsibilities as independent non-executive Directors and have made positive contribution to the development to the Company through independent, constructive and informed comments and participation at the business and other affairs relating to the Group.

With their diverse educational backgrounds, professional knowledge and experience as set out in Appendix I to this circular, the Nomination Committee and the Board also considered that Mr. CHEN Guanglei and Mr. SHIAH Hung-Yu as independent non-executive Directors can contribute to the diversity of the Board.

LETTER FROM THE BOARD

In addition, the Company received a confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors. In this regard, the Board is satisfied that Mr. CHEN Guanglei and Mr. SHIAH Hung-Yu are persons of integrity and stature and believes that their re-election and continued appointment will allow the Board as well as the Company to continuously benefit from the sharing of their experience, contribution and participation.

With the recommendation of the Nomination Committee, the Board believes the re-election of each of Mr. CHEN Guanglei and Mr. SHIAH Hung-Yu as an independent non-executive Director is in the best interest of the Company and the Shareholders as a whole and recommends their re-election at the Annual General Meeting.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on June 11, 2020, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 12 of the notice of the Annual General Meeting (i.e. a total of 166,071,160 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on June 11, 2020, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares

LETTER FROM THE BOARD

of the Company as at the date of passing of the proposed ordinary resolution contained in item 13 of the notice of the Annual General Meeting (i.e. a total of 332,142,321 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any Shares pursuant to the Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 24 to 28 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll where the chairman in good faith, decides to allow a resolution purely relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules. None of the Shareholders is required to abstain from voting on any resolutions to be proposed at the Annual General Meeting pursuant to the Listing Rules and/or the Articles of Association.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (ir.babytree.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. (Hong Kong time) on Tuesday, June 8, 2021) 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 in person at the Annual General Meeting if you so wish.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Your attention is drawn to the additional information set out in the appendices to this circular.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposed re-election of Directors and granting of the Share Repurchase Mandate and Issuance Mandate are in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
BabyTree Group
寶寶樹集團
WANG Huainan
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

- (1) **Mr. XU Chong (徐翀)**, aged 45, was appointed as an executive Director on June 11, 2018. He was also appointed as a member of the Remuneration Committee on November 27, 2018 and a member of the Strategic Committee on January 20, 2021. He joined the Group as the chief financial officer in October 2014. Mr. Xu currently serves as director in a number of companies in which our Company has equity interests, including certain subsidiaries of our Company. Mr. Xu is primarily responsible for strategic development, financial operations management and capital operations.

Mr. Xu has over 18 years of experience in corporate finance and financial management. He served as a manager at BOC International Holdings Limited from July 2001 to August 2003, the chief financial officer at SinoMedia Holding Limited (a company listed on the Stock Exchange, stock code: 0623) from June 2004 to February 2006 and a vice president of Asia region at Cazenove Capital Management Limited from March 2006 to July 2007, where he was primarily responsible for corporate finance. He re-joined SinoMedia Holding Limited in July 2007 and served as the chief financial officer until May 2010. Mr. Xu served as the chief financial officer and vice president at Huakang Insurance Brokerage Company Limited (華康保險代理有限公司) from March 2011 to July 2011. He worked as a financial advisor and then the chief financial officer at Shanghai Zhaogangwang Information Technology Corporation Limited (上海找鋼網信息科技股份有限公司) from June 2012 to June 2014. Since August 26, 2020, Mr. Xu has been an independent non-executive director of Joy Spreader Interactive Technology, Ltd (樂享互動有限公司) (a company listed on the Main Board of the Stock Exchange since September 23, 2020, stock code: 6988).

Mr. Xu obtained a bachelor's degree in laws from Nanjing University in July 1998 and a master's degree in laws from Renmin University of China in July 2001.

As at the Latest Practicable Date, Mr. Xu was deemed to be interested in 2.53% equity interest in Beijing Zhongming Century Science and Technology Co., Ltd. ("**Zhongming**") (an associated corporation of the Company) within the meaning of Part XV of the SFO. Mr. Xu was the general partner of Ningbo Zhishan Zhizhen Investment and Management LLP ("**Ningbo Zhishan**"), Ningbo Honghu Investment and Management LLP ("**Ningbo Honghu**") and Ningbo Yimengweima Enterprise Management Center LLP ("**Ningbo Yimengweima**"), which held equity interest in Zhongming as to approximately 1.76%, 0.47% and 0.30%, respectively. Mr. Xu was therefore deemed to be interested in such equity interest held by Ningbo Zhishan, Ningbo Honghu and Ningbo Yimengweima respectively under the SFO.

Save as disclosed above, Mr. Xu does not have any relationship with other Directors, senior management, or substantial or controlling shareholders of the Company and did not hold any directorship in the last three years in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Xu has entered into a service contract as an executive Director with the Company on November 1, 2018 for a term of three years commencing from the Listing Date which may be terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Xu is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Listing Rules and the Company's Articles of Association. Pursuant to his service contract, the emolument that Mr. Xu is entitled to receive for acting as an executive Director shall be included in the emoluments paid by Zhongming. The emolument of Mr. Xu is determined by the Board with reference to his duties and responsibilities with the Company and is subject to review by the Remuneration Committee from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and prevailing market condition. For the year ended December 31, 2020, the emoluments including salaries, allowance, discretionary bonus, defined contribution retirement plans, and other benefit in kind paid to Mr. Xu amounted to approximately RMB1,992,000.

Save as disclosed above, there is no other information of Mr. Xu that is discloseable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

- (2) **Mr. PAN Zhiyong (潘志勇)**, aged 44, was appointed as an executive Director, the chief executive officer of the Company and a member of the Strategic Committee on January 20, 2021. He served as the president of the Company from August 2020 to January 20, 2021.

Prior to joining the Group, from April 2001 to July 2005, Mr. Pan joined China Mobile Group Zhejiang Co., Ltd. (中國移動通信集團浙江有限公司) as the secretary to the general manager. From August 2005 to May 2011, Mr. Pan joined China Mobile Group Guangdong Company Limited (中國移動通信集團廣東有限公司) serving various positions including vice general manager of marketing and operations and general manager of the mobile devices center. From June 2011 to February 2014, Mr. Pan worked at China Mobile Group Device Co., Ltd. (中國移動通信集團終端有限公司) as the general manager of its branch company in Guangdong, China. From March 2014 to October 2015, he served as the vice president of 360 Security Technology Co., Ltd. (三六零安全科技股份有限公司) (a company listed on Shanghai Stock Exchange, stock code: 601360). From November 2015 to January 2018, he joined Alibaba Group Holding Limited (阿里巴巴集團控股有限公司) (a company listed on New York Stock Exchange, ticker symbol: BABA, and the Stock Exchange, stock code: 9988) as senior director, and as vice president of Tmall (天貓) and as general manager of the mobile phone business unit (手機事業部). From March 2018 to August 2019, he joined Tianjin Xiaowu Information Technology Co., Ltd. (天津小屋信息科技有限公司) and served as the vice president of KE Holdings Inc. (a company listed on New York Stock Exchange, stock code: BEKE). From August 2019 to March 2020, he served as the president of the maternal infant and family group of Fosun International Limited (復星國際有限公司) (a company listed on the Stock Exchange, stock code: 0656). Since March 2020, Mr. Pan has been the co-chairman of the board of directors of Baihe

Jiayuan Network Group Co., Ltd. (百合佳緣網絡集團股份有限公司). Since January 2021, he has been the global partner of Fosun International Limited.

Mr. Pan obtained a master's degree in arts from Zhejiang University in March 2001. He also obtained a master's degree in business administration (international) from The University of Hong Kong in November 2008.

As at the Latest Practicable Date, Mr. Pan did not have any interest in shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Pan does not have any relationship with other Directors, senior management, or substantial or controlling shareholders of the Company and did not hold any directorship in the last three years in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Pan has entered into a service contract as an executive Director with the Company for a term of three years commencing from January 20, 2021 which may be terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Pan is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Listing Rules and the Company's Articles of Association. Pursuant to his service contract with the Company, Mr. Pan is entitled to an emolument of RMB2,404,800 per annum (inclusive of basic salary and allowances) with discretionary bonuses and other welfare and benefits, being the remuneration for his role as the chief executive officer of the Company and will not receive any additional remuneration for serving as an executive Director. The emolument of Mr. Pan is determined by the Board with reference to his duties and responsibilities with the Company and is subject to review by the Remuneration Committee from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

Save as disclosed above, there is no other information of Mr. Pan that is discloseable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

- (3) **Mr. WANG Huainan (王懷南)**, aged 55, was appointed as a Director on February 9, 2018 and was re-designated as an executive Director and chairman of the Board on June 11, 2018. He was also appointed as the chairman of the Nomination Committee and a member of the Remuneration Committee on November 27, 2018. He was the chief executive officer of our Company from January 2007 to January 2021. He was re-designated from an executive Director to a non-executive Director and was appointed as the chairman of the Strategic Committee on January 20, 2021. Mr. Wang currently serves as director in a number of companies in which the Company has

equity interests, including certain subsidiaries of the Company. Mr. Wang founded the Group in January 2007. Mr. Wang is primarily responsible for the Company's overall strategy formulation.

Prior to founding the Group, Mr. Wang had many years of experience in the fields of marketing and administrative management. From 1996 to 2001, he served as a brand manager at The Procter & Gamble Company (a company listed on New York Stock Exchange, ticker symbol: PG), where he was primarily responsible for brand building, promotion and marketing. From 2001 to 2005, he served as a senior marketing director at Yahoo! Inc. (a company formerly listed on NASDAQ, ticker symbol: YHOO) and as the chief executive officer at 1pai.com.cn (一拍網), a joint venture established by Yahoo! Inc. and SINA Corp. From 2005 to 2006, he served as the chief marketing officer, Asia at Google LLC.

Mr. Wang graduated from Tsinghua University with a bachelor's degree in English in July 1988. He also obtained a master's degree in sociology from Columbia University in October 1989 and a master's degree in business administration from Georgetown University in July 1996.

As at the Latest Practicable Date, 370,096,250 Shares were held by Wang Family Limited Partnership, which was owned by Golden Leaf Cayman Holdings Limited (general partner of Wang Family Limited Partnership) as to 0.01%, Golden Leaf Holdings Limited (sole shareholder of Golden Leaf Cayman Holdings Limited) as to 30%, and Mr. Wang in the capacity of trustee of Allen Wang Grantor Retained Annuity Trust (a limited partner of Wang Family Limited Partnership) as to 39.99%. Mr. Wang was the sole shareholder of Golden Leaf Holdings Limited and founder of Allen Wang Grantor Retained Annuity Trust. In addition, as at the Latest Practicable Date, pursuant to the voting agreement dated September 10, 2018 entered into between Tenzing Holdings 2011, Ltd. ("**Tenzing**") and Mr. Wang, Mr. Wang as an attorney had the right to vote over all the 39,687,846 Shares held by Tenzing. Accordingly, Mr. Wang was deemed to be interested in a total of 409,784,096 Shares (comprising 370,096,250 Shares held by Wang Family Limited Partnership and 39,687,846 Shares held by Tenzing) under the SFO.

As at the Latest Practicable Date, Mr. Wang directly held approximately 79.66% equity interest in Zhongming. As he also was the general partner of Ningbo Baoshu Investment and Management LLP ("**Ningbo Baoshu**"), he was therefore deemed to be interested in the 0.47% equity interest held by Ningbo Baoshu in Zhongming under the SFO.

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, senior management, or substantial or controlling shareholders of the Company and did not hold any directorship in the last three years in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Wang has entered into an appointment letter as a non-executive Director with the Company for a term of three years commencing from January 20, 2021 which may be terminated by either party giving to the other not less than one month's prior notice in writing. Mr. Wang is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Listing Rules and the Company's Articles of Association. Mr. Wang is entitled to an emolument of RMB3,312,000 per annum with discretionary bonuses. The emolument of Mr. Wang is determined by the Board with reference to his duties and responsibilities with the Company and is subject to review by the Remuneration Committee from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

Save as disclosed above, there is no other information of Mr. Wang that is discloseable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

- (4) **Mr. QIAN Shunjiang (錢順江)**, aged 56, was appointed as a non-executive Director and a member of the Strategic Committee on January 20, 2021.

Prior to joining the Group, from July 1986 to September 1989, Mr. Qian was a teacher at Shanghai University of Finance and Economics. From September 1989 to April 1996, he served as the financial manager of Shanghai Johnson Co., Ltd. (上海莊臣有限公司). From May 1996 to February 1998, he served as the financial manager of Orient Overseas Container Line (China) Co., Ltd. (東方海外貨櫃航運(中國)有限公司). From March 1998 to April 2004, he served as the financial director of Johnson & Johnson (China) Investment Co., Ltd. (強生(中國)投資有限公司). From May 2004 to August 2006, he served as deputy chief accountant and head of finance department of China Worldbest Group Co., Ltd. (中國華源集團有限公司). From September 2006 to December 2008, he served as vice president and chief financial officer of Lianlian Yintong Electronic Payment Co., Ltd. (連連銀通電子支付有限公司). From February 2009 to May 2010, he served as vice president and chief financial officer of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. (上海復星醫藥(集團)股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600196, and the Stock Exchange, stock code: 2196). From June 2010 to April 2012, Mr. Qian served as consultant of New Journey International Hospital Management Company Limited (新里程國際醫院管理有限公司). From May 2012 to May 2013, Mr. Qian served as deputy chief financial officer of Shanghai Fosun High Technology (Group) Co., Ltd. (上海復星高科技(集團)有限公司). From June 2013 to March 2020, he served as vice president and chief accountant of Nanjing Nangang Iron & Steel United Co., Ltd. (南京南鋼鋼鐵聯合有限公司). He has also been a director of Nanjing Iron & Steel Co., Ltd. (南京鋼鐵股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600282) since December 2013. Since April 2020, he joined Fosun International Limited (復星國際有限公司) (a company listed on the Stock Exchange, stock code: 0656) as vice president and co-chief financial officer.

Mr. Qian obtained his bachelor's degree in accounting from Shanghai University of Finance and Economics in July 1986.

As at the Latest Practicable Date, Mr. Qian did not have any interest in shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Qian does not have any relationship with other Directors, senior management, or substantial or controlling shareholders of the Company and did not hold any directorship in the last three years in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Qian has entered into an appointment letter as a non-executive Director with the Company for a term of three years commencing from January 20, 2021 which may be terminated by either party giving to the other not less than one month's prior notice in writing. Mr. Qian is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Listing Rules and the Company's Articles of Association. The Company will not pay any remuneration to Mr. Qian during his appointment as a non-executive Director but his remuneration is subject to annual review by the Remuneration Committee.

Save as disclosed above, there is no other information of Mr. Qian that is discloseable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

- (5) **Mr. GAO Min (高敏)**, aged 47, was appointed as a non-executive Director on January 20, 2021 and the vice chairman of the Board on March 30, 2021.

Prior to joining the Group, from July 1995 to April 2000, Mr. Gao joined Shanghai Bioux Gas Co., Ltd. (上海比歐西氣體有限公司) and served as human resources director. From November 2001 to June 2002, he served as human resources director and management consultant of Pufeng International Management Consultancy Co., Ltd. (普豐國際管理諮詢有限公司). From July 2002 to February 2007, he served as assistant to chairman of the board of directors and the director of administrative human resources of Shanghai Tongce Real Estate Consultancy Co., Ltd. (上海同策房產諮詢有限公司) (currently known as Tongce Real Estate Consultancy Co., Ltd. (同策房產諮詢股份有限公司)). From March 2007 to January 2015, he served as the vice president and general manager of human resources center of Shanghai Forte Land Company Limited (復地(集團)股份有限公司) and as the chairman of the board of directors of its several subsidiaries. From February 2015 to February 2016, Mr. Gao joined Shanghai Fosun High Technology (Group) Co., Ltd. (上海復星高科技(集團)有限公司) and served as assistant to the president and co-general manager of human resources department. From June 2015 to May 2017, Mr. Gao served as a non-executive director of Shanghai Ganglian E-commerce Holdings Co., Ltd. (上海鋼聯電子商務股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300226). From March 2016 to September 2018, he served as vice president and

general manager of human resources center of Shanghai Yuyuan Tourist Mart (Group) Co., Ltd. (上海豫園旅遊商城(集團)股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600655), and from December 2018 to December 2019 and since November 2020, he has served as its non-executive director.

Since February 2016, he has served as a non-executive director of Zhaojin Mining Industry Company Limited (招金礦業股份有限公司) (a company listed on the Stock Exchange, stock code: 1818). Since October 2018, Mr. Gao has worked at Shanghai Fosun High Technology (Group) Co., Ltd. and has served various positions including senior assistant to the president, co-chief human resource officer, vice president and global partner. He is also currently a non-executive director of Tebon Securities Co., Ltd. (德邦證券股份有限公司) and a non-executive director of Baihe Jiayuan Network Group Co., Ltd. (百合佳緣網絡集團股份有限公司).

Mr. Gao obtained his bachelor's degree in arts from Shanghai Normal University in July 1995, and his master's degree in business administration from China Europe International Business School in April 2002.

As at the Latest Practicable Date, Mr. Gao did not have any interest in shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Gao does not have any relationship with other Directors, senior management, or substantial or controlling shareholders of the Company and did not hold any directorship in the last three years in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Gao has entered into an appointment letter as a non-executive Director with the Company for a term of three years commencing from January 20, 2021 which may be terminated by either party giving to the other not less than one month's prior notice in writing. Mr. Gao is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Listing Rules and the Company's Articles of Association. The Company will not pay any remuneration to Mr. Gao during his appointment as a non-executive Director but his remuneration is subject to annual review by the Remuneration Committee.

Save as disclosed above, there is no other information of Mr. Gao that is discloseable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

- (6) **Mr. WANG Changying (王長穎)**, aged 47, was appointed as a non-executive Director on June 11, 2018 and a member of the Strategic Committee on January 20, 2021. He was the vice chairman of the Board from March 30, 2020 to March 30, 2021. Mr. WANG participates in the Company's investment plan and formulating the Company's corporate and business strategies. He has been a director of Zhongming since January 2017.

Mr. Wang has been a vice president of healthcare holdings department since May 2016, a senior assistant president since March 2018 and the chairman of maternal infant and family group since September 2018, at Shanghai Fosun High Technology (Group) Co., Ltd. (上海復星高科技(集團)有限公司). Mr. Wang is currently a director of Shenyang Tian An Technology Co., Ltd. (瀋陽天安科技股份有限公司) (a company listed on The National Equities Exchange And Quotations Co., Ltd., stock code: 834661) and Shandong Taihe Water Treatment Technologies Co., Ltd. (山東泰和水處理科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300801). Mr. Wang was a director of Juewei Food Co., Ltd. (絕味食品股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 603517) from May 8, 2017 to November 16, 2018, a director of Dongzhu Ecological Environment Protection Co., Ltd. (東珠生態環保股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 603359, which is previously known as Jiangsu Dongzhu Landscape Co., Ltd. (江蘇東珠景觀股份有限公司)) from May 2012 to April 2018 and a director of Shenzhen Megmeet Electrical Co., Ltd. (深圳麥格米特電氣股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002851) from August 9, 2010 to May 8, 2019.

In addition, Mr. Wang currently holds directorships in several companies including Dianwang (Cayman) Inc. since October 2016, Wuhan Huakang Century Cleanroom Technology Engineering Co., Ltd. (武漢華康世紀潔淨室技術工程有限公司) since February 2017, Yangtuo Technology Inc. since February 2017, Jiangsu Jingang Culture & Technology Group Co., Ltd. (江蘇金剛文化科技集團股份有限公司) since May 2017, Shanghai Qinmiao Technology Co., Ltd. (上海親苗科技有限公司) since July 2018, Hangzhou Qinbei Technology Co., Ltd. (杭州親貝科技有限公司) since February 2019 and TICKLED MEDIA PTE. LTD. since August 2019. Since September 2011, he has been the director and general manager of Xizang Fosun Venture Capital Co., Ltd. (西藏復星投資管理有限公司). Since February 2018, he has been the manager of Ningbo Meishan Bonded Port Xingbao Investment Management Co., Ltd. (寧波梅山保稅港區星寶投資管理有限公司). Since March 2018, he has been the effective controller and director of Wingnou Investments Limited. Since April 2019, he has been the chairman and legal representative of Baihe Jiayuan Network Group Co., Ltd. (百合佳緣網絡集團股份有限公司). Since October 2019, he has been the legal representative, executive director and general manager of Ningbo Meishan Bonded Port Yuanhong Enterprise Management Consulting Co., Ltd. (寧波梅山保稅港區緣宏企業管理諮詢有限公司). Since July 2020, he has been the legal representative, executive director and general manager of Shanghai Fosun Baoye Investment Management Co., Ltd. (上海復星保業投資管理有限公司).

Mr. Wang received a bachelor's degree in economic information management from China Institute of Finance (中國金融學院) (which merged with University of International Business and Economics (對外經濟貿易大學) in 2000) in July 1994 and a master's degree in finance from Liaoning University in June 1999.

As at the Latest Practicable Date, Mr. Wang was deemed to be interested in 550,943 Shares held by his controlled corporation, Wingnou Investments Limited. He also directly held approximately 0.04% equity interest in Zhongming within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, senior management, or substantial or controlling shareholders of the Company and did not hold any directorship in the last three years in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Wang has entered into an appointment letter as a non-executive Director with the Company on November 1, 2018 for a term of three years commencing from the Listing Date which may be terminated by either party giving to the other not less than one month's prior notice in writing. Mr. Wang is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Listing Rules and the Company's Articles of Association. The Company will not pay any remuneration to Mr. Wang during his appointment as a non-executive Director but his remuneration is subject to annual review by the Remuneration Committee.

Save as disclosed above, there is no other information of Mr. Wang that is discloseable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

- (7) **Mr. CHEN Guanglei (陳廣壘)**, aged 51, was appointed as an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee on November 27, 2018. He was appointed as the chairman of the Remuneration Committee and a member of Nomination Committee on June 30, 2020, and a member of the Strategic Committee on January 20, 2021. He is primarily responsible for supervising and providing independent judgment to the Board.

From 1992 to 2001, Mr. Chen worked at Pingdingshan sub-branch and Henan branch of China Construction Bank, where he was primarily responsible for accounting and auditing. From January 2005 to August 2005, Mr. Chen worked at the finance department of Financial Street Holdings Co., Ltd. (金融街控股股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000402) and the head of finance department at Financial Street Huizhou Properties Co., Ltd. (金融街惠州置業有限公司). From April 2008 to May 2011, Mr. Chen worked as the financial controller at Zhongjin Gold Corporation Limited (中金黃金股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600489). Mr. Chen worked as the deputy chief accountant from May 2011 to July 2012 and then as the chief economist from July 2012 to November 2017 at Beijing Financial Street Investment Group Co., Ltd. (北京金融街投資(集團)有限公司). He also served as assistant to the chairman and deputy general manager at Tianrui Group Co., Ltd. (天瑞集團股份有限公司) and chairman of the board of Tianrui Group Finance Co., Ltd. (天瑞集團財務有限責任公司) from November 2017 to March 2018. Mr. Chen was a non-executive director at

Hengtai Securities Co., Ltd (恒泰證券股份有限公司) (a company listed on the Stock Exchange, stock code: 1476) from September 2012 to November 2017. From March 2019 to November 2019, Mr. Chen was an independent non-executive director of Xiamen Overseas Chinese Electronic Co., Ltd. (廈門華僑電子股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600870). From April 2018 to July 2019, Mr. Chen was the president of Hongjing Enterprise Consulting (Beijing) Co., Ltd. (紅京企業諮詢(北京)有限公司).

Mr. Chen has been an external director of Beijing Enterprises Group Company Limited (北京控股集團有限公司) delegated by Stated-owned Assets Supervision and Administration Commission of the State Council of Beijing since December 2018, an independent non-executive director of Hainan Jingliang Holdings Co. Ltd. (海南京糧控股股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000505, 200505) since September 2019 and an independent non-executive director of DreamEast Group Limited (夢東方集團有限公司) (a company listed on the Stock Exchange, stock code: 593) since December 20, 2019. He is also currently the vice president and financial officer of Tibet Ningsuan Technology Group Co., Ltd. (西藏寧算科技集團有限公司).

Mr. Chen is currently an off-campus graduate advisor at Central University of Finance and Economics (中央財經大學), Chinese Academy of Fiscal Sciences (中國財政科學研究院), Capital University of Economics and Business (首都經貿大學), Beijing Technology and Business University (北京工商大學), China University of Mining and Technology, Beijing (中國礦業大學·北京), Shanghai National Accounting Institute (上海國家會計學院) and Beijing National Accounting Institute (北京國家會計學院). He is also an invited member of the financial committee of Western Returned Scholars Association (歐美同學會), a deputy secretary of Green Manufacturing Association of China (中國綠色製造聯盟), a member of the Professional Steering Committee of Chinese Institute of Certified Public Accountants and a managing director of the Chinese Medical Accounting Association (中國醫藥會計學會).

Mr. Chen graduated from Henan College of Finance and Economics (河南財經學院) (currently known as Henan University of Finance and Economics (河南財經政法大學)) with a bachelor's degree in accounting in December 2000 and from Zhengzhou University (鄭州大學) with a bachelor's degree in finance in July 2002. He received his master's degree in accounting from the Research Institute of Fiscal Science affiliated to Ministry of Finance (財政部科學研究所) (currently known as Chinese Academy of Fiscal Sciences (中國財政科學研究院)) in July 2005, his doctorate degree in accounting from Central University of Finance and Economics (中央財經大學) in June 2008 and conducted his postdoctoral research in applied economics at the Research Institute of Fiscal Science affiliated to Ministry of Finance from June 2012 to September 2014.

Mr. Chen received a certificate of “National Leading Accountant” (全國會計領軍人才證書) issued by Ministry of Finance in November 2015. He has been accredited as a certified tax agent by the Office of Personnel of Henan Province (河南省人事廳) in December 2002 and a certified public accountant by the Chinese Institute of Certified Public Accountants in April 2011.

As at the Latest Practicable Date, Mr. Chen did not have any interest in shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chen does not have any relationship with other Directors, senior management, or substantial or controlling shareholders of the Company and did not hold any directorship in the last three years in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Chen has entered into an appointment letter as an independent non-executive Director with the Company on November 1, 2018 for a term of three years commencing from the Listing Date which may be terminated by either party giving to the other not less than three months’ prior notice in writing. Mr. Chen is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Listing Rules and the Company’s Articles of Association. Pursuant to his appointment letter with the Company, Mr. Chen is entitled to receive an emolument of RMB300,000 per annum. The emolument of Mr. Chen is determined by the Board with reference to his duties and responsibilities with the Company and is subject to review by the Remuneration Committee from time to time with reference to the Company’s performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

Save as disclosed above, there is no other information of Mr. Chen that is discloseable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

- (8) **Mr. SHIAH Hung-Yu (夏弘禹)**, aged 59, was appointed as an independent non-executive Director of the Company on June 30, 2020 and a member of the Strategic Committee on January 20, 2021. He is responsible for supervising and providing independent judgment to the Board.

Mr. Shiah joined Shanghai Marco Mary Xinyuan Culture Communication Co., Ltd. (上海馬可瑪麗欣園文化傳播有限公司) in January 2018 and has served as their chief executive officer since then. Since April 2019, Mr. Shiah has also worked at Shanghai Changning Taini Hantuoyu Co., Ltd. (上海長寧泰尼漢托育有限公司) as a course development consultant. Since December 2015, he has worked at Beijing Fuxue Online Education Technology Co., Ltd. (北京府學在線教育科技有限公司), and has served as their chairman of the board of directors since July 2018. From January 2002 to January 2012, he served as the founder and chief executive officer at each of Jingzhong (Shanghai) Management Consulting Co., LTD (精中(上海)管理諮詢有限公司) and Shanghai Gymboree Science and Education Service Co., Ltd. (上海金寶貝科教服務有限公司). From June 1994 to December 2002, he worked at Swire Group and Taikoo Motors Group and had been their general manager since January 1998.

Mr. Shiah has been a consultant at Beijing Xia Jing Shan Culture Co. Ltd. (北京夏荆山文化有限公司) since May 2018. He also served as a director at Butterfly House (蝴蝶之家) from August 2018 to November 2019.

Mr. Shiah obtained his bachelor's degree in science from University of California, Los Angeles in 1985. He finished the advanced management program offered by INSEAD in June 2001.

Mr. Shiah was a director and the legal representative of Nisong Trade (Shanghai) Co., Ltd. (倪頌貿易(上海)有限公司) (“**Nisong Trade**”) when its business license was revoked in June 12, 2019 as a result of overdue annual inspection. Nisong Trade was primarily engaged in the sales of maternal and infant products and has ceased to operate since 2018. Nisong Trade is established in the PRC and is currently during the course of deregistration.

Mr. Shiah confirmed that there is no wrongful act on his part leading to the license revocation and is not aware of any actual or potential claim has been or will be made against him as a result of such license revocation, and that no misconduct or misfeasance had been involved in the license revocation of Nisong Trade.

As at the Latest Practicable Date, Mr. Shiah did not have any interest in shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Shiah does not have any relationship with other Directors, senior management, or substantial or controlling shareholders of the Company and did not hold any directorship in the last three years in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Shiah has entered into an appointment letter as an independent non-executive Director with the Company for a term of three years commencing from June 30, 2020 which may be terminated by either party giving to the other not less than one month's prior notice in writing. Mr. Shiah is also subject to retirement by rotation at least once every three years at the annual general meeting of the Company in accordance with the Listing Rules and the Company's Articles of Association. Pursuant to his appointment letter with the Company, Mr. Shiah is entitled to receive an emolument of RMB300,000 per annum. The emolument of Mr. Shiah is determined by the Board with reference to his duties and responsibilities with the Company and is subject to review by the Remuneration Committee from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

Save as disclosed above, there is no other information of Mr. Shiah that is discloseable pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,660,711,609 Shares.

Subject to the passing of the ordinary resolution set out in item 12 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 166,071,160 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Repurchase of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended December 31, 2020) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month and Year	Price per Share	
	Highest HK\$	Lowest HK\$
April 2020	1.20	0.80
May 2020	1.62	0.92
June 2020	1.65	1.32
July 2020	1.94	1.33
August 2020	1.53	1.28
September 2020	1.75	1.28
October 2020	1.51	1.36
November 2020	1.50	1.29
December 2020	1.55	1.24
January 2021	1.51	1.25
February 2021	1.38	1.00
March 2021	1.34	1.05
April 2021 (<i>up to the Latest Practicable Date</i>)	1.73	1.14

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. EFFECT OF TAKEOVERS CODE

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. WANG Huainan, the chairman of the Board, controls, through Wang Family Limited Partnership and the voting proxy agreement with a Shareholder, the voting rights of a total of 409,784,096 Shares, representing approximately 24.68% of the total issued Shares.

As at the Latest Practicable Date, Startree (BVI) Limited and Fosun Health Holdings Limited control the voting rights of 451,532,021 Shares in aggregate, representing approximately 27.19% of the total issued Shares.

As at the Latest Practicable Date, Mr. GUO Guangchang, Fosun International Holdings Ltd., Fosun Holdings Limited and Fosun International Limited (collectively “**Fosun Group**”) control the voting rights of 466,637,521 Shares in aggregate, representing approximately 28.10% of the total issued Shares. Wang Family Limited Partnership entered into a pledge agreement in respect of 347,805,032 Shares with Shanghai Fosun High Technology (Group) Co., Ltd., a wholly-owned subsidiary of Fosun International Limited.

In the event that the Share Repurchase Mandate is exercised in full, the shareholding interest of Mr. WANG Huainan would be increased to approximately 27.42% of the total issued Shares while the aggregate shareholding interest of Startree (BVI) Limited and Fosun Health Holdings Limited would be increased to approximately 30.21% of the total issued Shares and the aggregate shareholding interest of the Fosun Group would be increased to approximately 31.22% of the total issued Shares. The Directors consider that such increase in shareholding of Startree (BVI) Limited, Fosun Health Holdings Limited and the Fosun Group will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Share Repurchase Mandate to such an extent as would result in takeover obligations or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. REPURCHASE OF SHARES BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



BABYTREE GROUP

寶寶樹集團

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1761)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of BabyTree Group 寶寶樹集團 (the “**Company**”) will be held at 6th Floor, Building A, Borui Plaza, No. 26 North Road of East Third Ring, Chaoyang District, Beijing, PRC on Thursday, June 10, 2021 at 2:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2020.
2. To re-elect Mr. XU Chong as an executive director of the Company.
3. To re-elect Mr. PAN Zhiyong as an executive director of the Company.
4. To re-elect Mr. WANG Huainan as a non-executive director of the Company.
5. To re-elect Mr. QIAN Shunjiang as a non-executive director of the Company.
6. To re-elect Mr. GAO Min as a non-executive director of the Company.
7. To re-elect Mr. WANG Changying as a non-executive director of the Company.
8. To re-elect Mr. CHEN Guanglei as an independent non-executive director of the Company.
9. To re-elect Mr. SHIAH Hung-Yu as an independent non-executive director of the Company.
10. To authorize the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors of the Company.
11. To re-appoint Baker Tilly Hong Kong Limited as auditors of the Company and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

13. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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14. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 12 and 13 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 13 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 12 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

On behalf of the Board
BabyTree Group
寶寶樹集團
WANG Huainan
Chairman

Hong Kong, April 23, 2021

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman in good faith, decides to allow a resolution purely relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Company’s articles of association and the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder may appoint any number of proxies to represent him and vote on his behalf at the above meeting. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 2:00 p.m. (Hong Kong time) on Tuesday, June 8, 2021) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Closure of Register of Members

For the purpose of determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Friday, June 4, 2021 to Thursday, June 10, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure

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that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Thursday, June 3, 2021.

In the event that the Annual General Meeting is adjourned to a date later than June 10, 2021 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the above meeting will remain the same as stated above.

5. In relation to the proposed Resolution no. 11 above, the Board concurs with the views of the audit committee of the Board and has recommended that Baker Tilly Hong Kong Limited be re-appointed as auditors of the Company.
6. A circular containing further details concerning Resolution nos. 2 to 10 and Resolution nos. 12 to 14 set out in this notice will be despatched to the shareholders of the Company together with the 2020 Annual Report.
7. The Annual General Meeting is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses. In addition, in order to get well prepared for the containment of COVID-19 pneumonia epidemic and protect people who will attend the meeting, shareholders who wish to attend the Annual General Meeting on-site must pay attention in advance and strictly abide by the regulations and requirements of Beijing on health status declaration, quarantine and observation during the epidemic containment period. The Company will strictly follow the epidemic containment requirements of relevant government departments and take appropriate epidemic prevention and control measures for the on-site shareholders under the guidance and supervision of relevant government departments. Shareholders who have fever and other symptoms or do not comply with the epidemic prevention and control requirements may not be admitted to the venue of the Annual General Meeting.
8. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Mr. XU Chong and Mr. PAN Zhiyong as executive directors; Mr. WANG Huainan, Mr. QIAN Shunjiang, Mr. GAO Min, Mr. WANG Changying, Mr. WU Ying and Mr. Christian Franz REITERMANN as non-executive directors; and Mr. CHEN Guanglei, Mr. De-chao Michael YU, Mr. SHIAH Hung-Yu and Mr. ZHANG Hongjiang as independent non-executive directors.