



BABYTREE GROUP
寶寶樹集團

(於開曼群島註冊成立的有限公司)

股東大會通知

茲通知寶寶樹集團（「本公司」）謹訂於2025年9月27日（星期六）上午9時正假座中國北京市朝陽區光華路5號世紀財富中心東塔21樓舉行股東大會（「大會」），以考慮及酌情通過下列決議案為本公司的決議案：

普通決議案

1. 審議董事會工作報告；
2. 審議2022-2024年度審計報告；
3. 續聘財務審計機構；
4. 審議年度利潤分配方案；
5. 續聘Su Jin女士為獨立非執行董事，且董事會獲授權並特此獲授權厘定其薪酬。
6. 聘任孔愛國先生為獨立非執行董事，且董事會獲授權並特此獲授權厘定其薪酬。

特別決議案

7. 審議公司章程修改議案。

承董事會命
BabyTree Group
寶寶樹集團
聯席主席
高敏
王懷南

香港，2025年9月5日

附註:

- (1) 凡有權出席大會並於會上投票的本公司股東，均有權委任一名受委代表代其出席大會並於會上投票。受委代表毋須為本公司股東。
- (2) 委任代表的文據須由委任人或其正式書面授權人親筆簽署，或倘委任人為法團，則須加蓋印鑑或由負責人或正式書面授權人代為親筆簽署。
- (3) 倘屬任何股份的聯名登記持有人，則任何一名該等人士均可親身或委派受委代表就有關股份於股東大會（或其任何續會）上投票，猶如其為唯一有權投票者，惟倘超過一名有關聯名持有人親身或委派受委代表出席上述大會，則上述出席人士中就有關股份於本公司股東名冊排名最先者方有權就有關股份投票。
- (4) 代表委任表格連同經簽署的授權書或其他授權檔（如有）或該授權書或授權檔經公證人簽署核證副本，最遲須於大會或其任何續會指定舉行時間48小時前（即不遲於2025年9月25日（星期四）上午9時正（香港時間））送達本公司香港股份過戶登記分處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17M樓），方為有效。
- (5) 交回委任代表的文據後，股東仍可親身出席大會並於會上投票，而在此情況下，委任代表的文據將被視為已撤銷。
- (6) 本公司將於2025年9月22日（星期一）至2025年9月27日（星期六）期間（包括首尾兩日暫停辦理股份過戶登記手續，期間將不會辦理股份過戶手續。為符合資格出席股東大會，所有已填妥股份過戶檔連同有關股票須於2025年9月19日（星期五）下午四時三十分前送達本公司香港股份過戶登記分處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖）進行登記。
- (7) 隨函附奉股東於大會上使用的代表委任表格。倘閣下或受委代表擬親身出席大會，須於2025年9月22日上午9時前向電郵地址 ir@babytree-inc.com 發送預約申請，以供本公司安排現場席位。預約申請須載明閣下姓名及持股數目；若由受委代表出席，則須連同代表委任表格一併提交。

此外，本公司提醒所有股東無需親身出席大會仍可行使投票權。股東可填寫並交回本文件隨附之代表委任表格委任大會主席代表股東於大會上就相關決議案投票以代替親身出席大會。

- (8) **獲取議案材料：**請登入 <https://ir.babytree.com/web/cn/reports/myfiles/>，憑本通知所附之帳號和密碼於大會結束前登錄後下載獲取PDF檔。
- (9) 於本文件日期，董事會由執行董事高敏先生；非執行董事王懷南先生、錢順江先生、夏弘禹先生、黃偵武先生及吳穎先生；及獨立非執行董事陳冰先生、Su Jin女士及孔愛國先生組成。



BABYTREE GROUP

寶寶樹集團

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a general meeting (the "Meeting") of BabyTree Group (the "Company") will be held at the 21st Floor, East Tower, Century Fortune Center, No. 5 Guanghua Road, Chaoyang District, Beijing, the People's Republic of China, on Saturday, 27 September 2025 at 9:00 a.m. (Beijing time). The purpose of this meeting is to consider and, if deemed appropriate, pass the following resolutions as the Company's resolutions:

ORDINARY RESOLUTIONS

1. To deliberate on the work report of the board of directors.
2. To deliberate on the audit report for the years 2022-2024.
3. To reappoint the financial audit institution.
4. To deliberate on the annual profit distribution plan.
5. To re-elect Ms. SU Jin as Independent Non-executive Director, and the Board be and is hereby authorised to fix her remuneration.
6. To appoint Mr. KONG Aiguo as Independent Non-executive Director, and the Board be and is hereby authorised to fix his remuneration.

SPECIAL RESOLUTION

7. To deliberate on the proposal for amending the company's articles of association.

By Order of the Board

BabyTree Group

寶寶樹集團

GAO Min

WANG Huainan

Co-Chairmen

Hong Kong, 5 September 2025

NOTES:

- (1) Every shareholder of the Company entitled to attend and vote at the Meeting has the right to appoint one proxy to attend and vote on his/her/their behalf. A proxy need not be a shareholder of the Company.
- (2) The instrument appointing a proxy must be signed by the appointor or his/her duly authorized attorney in writing. If the appointor is a corporation, the instrument should be sealed with the common seal of the corporation or signed by a responsible person or a duly authorized attorney of the corporation.
- (3) In the case of joint holders of any share, any one of such joint holders may attend or appoint a proxy to attend and vote on behalf of the joint holders in respect of such share at the general meeting (or any adjournment thereof) as if he/she were the sole person entitled to vote for it. However, if more than one of the joint holders attends or appoints a proxy to attend the above-mentioned meeting, only the joint holder whose name appears first in the Company's Register of Members for such share is entitled to vote for it.
- (4) For the proxy form to be valid, it, together with the signed power of attorney or other authorization document (if any) under which it is executed, or a notarially certified copy of such power of attorney or authorization document, must be deposited at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited (address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) not later than 48 hours before the time appointed for the holding of the Meeting (i.e., not later than 9:00 a.m. (Hong Kong time) on Thursday, 25 September 2025) or any adjourned meeting (as the case may be).
- (5) After submitting the proxy form, a shareholder may still attend the Meeting in person and vote. In such a situation, the proxy form will be deemed revoked.
- (6) The Company will suspend the registration of share transfers from Monday, 22 September 2025 to Saturday, 27 September 2025 (both days inclusive). During this period, no share transfer registration will be processed. To be eligible to attend the general meeting, all completed share transfer documents, along with the relevant share certificates, must be deposited for registration at the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited (address: 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) not later than 4:30 p.m. (Hong Kong time) on Friday, 19 September 2025.
- (7) A proxy form for shareholders to use at the Meeting is enclosed herewith. **If you or your appointed proxy intends to attend the general meeting in person, you must send a reservation application to the email address ir@babytree-inc.com by 9:00 a.m. on 22 September 2025 for the Company to arrange on-site seating. The reservation application must state your name, and the number of shares held; if attending by an appointed proxy, the proxy form must be submitted together.**
Additionally, the Company reminds all shareholders that they can exercise their voting rights without attending the Meeting in person. Shareholders may complete and return the enclosed proxy form to appoint the chairman of the Meeting to vote on their behalf regarding the relevant resolutions at the Meeting instead of attending in person.
- (8) To obtain the proposal materials: Please log in to <https://ir.babytree.com/web/cn/reports/myfiles/> and download the PDF file by logging in with the account number and password attached to this notice before the conclusion of the Meeting.
- (9) As of the date of this document, the board of directors (the "Board") of the Company consists of executive director Mr. GAO Min; non-executive directors Mr. WANG Huainan, Mr. QIAN Shunjiang, Mr. XIA Hongyu, Mr. HUANG Zhenwu, and Mr. WU Ying; and independent non-executive directors Mr. CHEN Bing, Ms. SU Jin, and Mr. KONG Aiguo.



BABYTREE GROUP

寶寶樹集團

(於開曼群島註冊成立的有限公司)

本委任表格所涉及的股份數目¹

股東大會委任表格

將於 2025 年 9 月 27 日 (星期六) 舉行

本人/我們² _____ (姓名),
地址為 _____ (地址),
作為寶寶樹集團 (「本公司」) 的登記股東, 茲委任 _____ (姓名)
地址為 _____ (地址),
作為本人/我們的受委代表³; 若該名受委代表未能出席, 則由大會主席作為本人/我們的受委代表, 代表本人/我們出席本公司股東大會 (「股東大會」), 並代為投票。該股東大會將於 2025 年 9 月 27 日 (星期六) 上午 9 時, 在中華人民共和國北京市朝陽區光華路 5 號世紀財富中心東塔 21 樓舉行 (包括其任何延期會議)。本人/我們指示, 就下述特定決議案, 按在適當方格內劃「✓」的方式進行投票。

普通決議案內容		贊成 ⁴	反對 ⁴
1.	審議董事會工作報告;		
2.	審議 2022-2024 年度審計報告;		
3.	續聘財務審計機構;		
4.	審議年度利潤分配方案;		
5.	續聘 Su Jin 女士為獨立非執行董事, 且董事會獲授權並特此獲授權厘定其薪酬。		
6.	聘任孔愛國先生為獨立非執行董事, 且董事會獲授權並特此獲授權厘定其薪酬。		
特別決議案內容		贊成 ⁴	反對 ⁴
7.	審議公司章程修改議案。		

日期: 2025 年 ____ 月 ____ 日

本人/我們

簽署⁵: _____

附注:

- 請填寫本委任表格所涉及的股份數目: 如未填寫股份數目, 本委任表格將被視為涉及以閣下姓名登記的本公司全部股份。本委任表格仅限委任一名受委代表, 無需指明股份數目分配。
- 請以**大楷字體**填寫全名及地址。
- 請填寫受委代表的姓名及地址。如未填寫姓名, 則由大會主席擔任閣下的受委代表。股東可委任一名受委代表出席會議並代其投票。受委代表無須為本公司股東, 但必須親身出席會議以代表閣下。本委任表格的任何修改, 均須由簽署人加簽確認。
- 重要提示:** 閣下如欲對某項決議案投贊成票, 請在「贊成」欄內的方格劃「✓」; 如欲投反對票, 請在「反對」欄內的方格劃「✓」。如未作出任何指示, 受委代表可自行決定投票或放棄投票。對於任何未載於股東大會召集通知內, 但在會上正式提出的決議案, 受委代表亦有權自行決定投票與否。惟放棄投票的股份數目, 將不計入達成法定表決多數所需的計算範圍內。有關擬通過決議案的全文, 請參閱本公司於 2025 年 9 月 5 日寄送的通函內所載的股東大會通知。
- 本委任表格須由閣下或經閣下正式以書面授權的授權人簽署。如委託人為法團, 則本委任表格須加蓋法團印章, 或由獲正式授權的高級職員或授權人簽署。**本委任表格的任何修改, 均須由簽署人加簽確認。**
- 如屬聯名股東, 其中排名較先的股東 (不論親身出席或委託代表出席) 所投的票, 將被接納, 而其他聯名股東的投票權則被排除。就本條而言, 股東排名先後順序以本公司股東名冊所載的姓名次序為準。
- 為確保本委任表格有效, 閣下須將本委任表格, 連同其簽署所依據的授權書或其他授權文件 (如有), 或經公證人核證的該等文件副本, 提交至本公司的香港股份過戶登記分處——香港中央證券登記有限公司 (地址: 香港灣仔皇后大道東 183 號合和中心 17M 樓), 提交時間須不遲於大會指定舉行時間前 48 小時 (即不遲於 2025 年 9 月 25 日 (星期四) 上午 9 時 (香港時間)); 如為延期會議, 則須不遲於該延期會議指定舉行時間前 48 小時提交 (視乎情況而定)。
- 填妥並提交本委任表格後, 閣下仍可親身出席股東大會並參與投票 (如閣下有意為此)。
- 本委任表格內所提及的時間及日期, 均指香港時間及香港日期。

個人資料收集聲明

閣下自願提供閣下及受委代表的姓名及地址, 此等資料將用於處理閣下委任受委代表的申請, 以及閣下就本公司股東大會的投票指示 (「有關目的」)。我們可將閣下及受委代表的姓名及地址轉交予為我們提供行政、電腦及其他服務以協助達成有關目的的代理人、承辦商或第三方服務供應商, 並可轉交予根據法律有權要求獲取該等資料、或與有關目的相關且需要接收該等資料的各方。閣下及受委代表的姓名及地址將保留至達成有關目的所需的期間為止。根據《個人資料 (私隱) 條例》的規定, 閣下可申請查閱及 / 或更正相關個人資料; 任何此類申請須以書面形式提出, 可通過郵寄至香港灣仔皇后大道東 183 號合和中心 17M 樓香港中央證券登記有限公司, 或通過電郵發送至 PrivacyOfficer@computershare.com.hk。



BABYTREE GROUP

寶寶樹集團

(Incorporated in the Cayman Islands with limited liability)

Number of shares to which
this form of proxy relates¹

FORM OF PROXY FOR THE GENERAL MEETING TO BE HELD ON SATURDAY, 27 SEPTEMBER 2025

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 general meeting (the "**GM**") of the Company to be
held at 21st Floor, East Tower, Century Fortune Center, No. 5 Guanghai Road, Chaoyang District, Beijing, the PRC on Saturday, 27 September 2025 at
9:00a.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.	To deliberate on the work report of the board of directors.		
2.	To deliberate on the audit report for the years 2022 – 2024.		
3.	To reappoint the financial audit institution.		
4.	To deliberate on the annual profit distribution plan.		
5.	To re-elect Ms. SU Jin as Independent Non-executive Director, and the Board be and is hereby authorised to fix her remuneration.		
6.	To appoint Mr. KONG Aiguo as Independent Non-executive Director, and the Board be and is hereby authorised to fix his remuneration.		
SPECIAL RESOLUTIONS		FOR ⁴	AGAINST ⁴
7.	To deliberate on the proposal for amending the company's articles of association.		

Date _____ 2025

For and on behalf of

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). This form of proxy is for appointing one proxy only, and no need to specify the number of shares for multiple proxies.
- 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 proxy 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 GM other than those referred to in the notice convening the GM. 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 GM as contained in the Company's circular dated 5 September 2025.
- 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, 25 September 2025) 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 GM 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 name and address is on a voluntary basis for the purpose of processing your request for the appointment of a proxy and your voting instructions for the general meeting of the Company (the "Purposes"). We may transfer your and your proxy's name and address 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 name and address 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 made in writing by mail to 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.