



Goodbaby International Holdings Limited

好孩子國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1086)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 8 DECEMBER 2011, AT 10 a.m.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the share capital of Goodbaby International Holdings Limited (the "Company") hereby appoint the Chairman of the meeting ^(Note 3) or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the "EGM") of the Company to be held at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 8 December 2011 at 10 a.m. (and at any adjournment thereof).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To approve and confirm the supplemental agreement entered into between Goodbaby Child Products Co., Ltd.* 好孩子兒童用品有限公司 and Goodbaby China Commercial Co., Ltd.* 好孩子(中國)商貿有限公司 dated 16 November 2011 (the "Supplemental Agreement") and the transactions contemplated thereunder (including the New Annual Caps) (as defined in the circular of the Company dated 22 November 2011 (the "Circular")) as set out in the Circular		
2.	To authorise any director of the Company to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Supplemental Agreement and the transactions contemplated thereunder (including the New Annual Caps) contemplated thereby		

Date: _____ 2011

Signature(s) ^(Note 5) _____

* For identification purpose only

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). 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).
3. Please insert the name and address of the proxy desired / If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the EGM may appoint a proxy to attend and on a poll, vote on his behalf. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **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 EGM other than those referred to in the notice convening the EGM.
5. 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.
6. 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.
7. 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 certified copy thereof, must be deposited at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.