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## **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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON FRIDAY, 24 MAY 2013**

Reference is made to the circular of Goodbaby International Holdings Limited (the “**Company**”) dated 23 April 2013 (the “**Circular**”). Terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on Friday, 24 May 2013, all the proposed resolutions as set out in the notice of the AGM were duly passed by way of poll. The poll results are as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive the audited consolidated financial statements and the reports of the Directors and auditors for the year ended 31 December 2012.	571,861,354 (100%)	0 (0%)
2.	To declare a final dividend of HK\$0.05 per ordinary share for the year ended 31 December 2012.	571,861,354 (100%)	0 (0%)
3.	(a) To re-elect Mr. SONG Zhenghuan as executive Director.	568,597,354 (99.4292%)	3,264,000 (0.5708%)
	(b) To re-elect Mr. HO Kwok Yin, Eric as non-executive Director.	568,597,354 (99.4292%)	3,264,000 (0.5708%)
	(c) To re-elect Mr. SHI Xiaoguang as independent non-executive Director.	568,614,354 (99.4322%)	3,247,000 (0.5678%)
	(d) To authorize the Board to fix the respective Directors’ remuneration.	568,615,354 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
4.	To re-appoint Ernst & Young as auditors and to authorize the Board to fix their remuneration.	571,861,354 (100%)	0 (0%)
5.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	571,858,354 (99.9995%)	3,000 (0.0005%)
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	406,794,800 (71.1352%)	165,066,554 (28.8648%)
7.	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 nominal amount of the shares repurchased by the Company.	406,798,800 (71.1359%)	165,062,554 (28.8641%)

As at the date of the AGM, the number of issued shares of the Company was 1,004,682,000 shares. The total number of shares entitling the holders to attend and vote on the resolutions at the AGM is 1,004,682,000 shares. There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions 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 of the Company has stated their intention in the Circular 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 vote-taking at the AGM.

## **PAYMENT OF THE FINAL DIVIDEND**

The Board wishes to inform the Company's shareholders that the Company will, on 7 June 2013, pay a final dividend of HK\$0.05 per ordinary share for the year ended 31 December 2012 to its shareholders whose names appeared on the register of members of the Company on 30 May 2013.

By order of the Board  
**Goodbaby International Holdings Limited**  
**SONG Zhenghuan**  
*Chairman*

Hong Kong, 24 May 2013

*As at the date of this announcement, the executive Directors are Mr SONG Zhenghuan and Mr WANG Haiye; the non-executive Directors are Ms CHIANG Yun and Mr HO Kwok Yin, Eric; and the independent non-executive Directors are Mr Iain Ferguson BRUCE, Mr LONG Yongtu and Mr SHI Xiaoguang.*