



**Goodbaby International Holdings Limited**  
好孩子國際控股有限公司  
(the “Company”)  
(Incorporated in the Cayman Islands with limited liability)

**BOARD DIVERSITY POLICY**

(Adopted by the Company at a board meeting held on 23 August 2013)

**1. PURPOSE**

This Board Diversity Policy (the “Policy”) aims to set out the approach to diversity on the board of directors (the “Board”) of the Company.

**2. SCOPE**

This Policy applies to the Board of the Company. It does not apply to diversity in relation to the employees of the Company, nor the Board and the employees of any subsidiary of the Company.

**3. POLICY STATEMENT**

The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company’s competitive advantage.

The Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company’s corporate strategy. In relation to reviewing and assessing the Board composition, the Nomination Committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience.

**4. MEASURABLE OBJECTIVES**

The Nomination Committee will discuss and agree on the measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company’s business growth.

## **5. MONITORING AND REPORTING**

A summary of this Policy and where applicable, the measurable objectives that the Board has adopted for implementation of this Policy and the progress made towards achieving these objectives, should be disclosed annually in the Company's Corporate Governance Report.

## **6. REVIEW OF THE POLICY**

The Nomination Committee will review this Policy as appropriate and recommend revisions, if any, to the Board for consideration and approval.

Date: 23 August 2013

*Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.*