

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Goodbaby International Holdings Limited (the “**Company**”) will be held at Regus Hong Kong Center at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Wednesday, 16 July 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (a) the agreement dated 6 June 2014 (the “**Agreement**”) entered into between the Company, Serena Merger Co., Inc., a wholly-owned subsidiary of the Company, and WP Evenflo Group Holdings, Inc., the Holder Parties (as defined in the circular of the Company dated 27 June 2014 (the “**Circular**”), and WP Administration, LLP, as representative of the Holders (as defined in the Circular), a copy of which is tabled at the meeting and marked “**A**” and initialized by the chairman of the meeting for identification purposes, pursuant to which the Company will acquire the entire issued share capital of WP Evenflo Group Holdings, Inc. through a merger transaction as detailed in the Circular for a consideration of US\$143,041,667 (subject to adjustment), be and is hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated hereunder.”

By order of the Board  
**GOODBABY INTERNATIONAL HOLDINGS LIMITED**  
**SONG Zhenghuan**  
*Chairman*

Hong Kong, 27 June 2014

*Notes:*

1. The above resolution at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. 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 who is the holder of two or more shares may appoint more than one proxy 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 so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
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, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery 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. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 14 July 2014 to Wednesday, 16 July 2014, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 11 July 2014.
5. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the board of directors of the Company comprises four executive Directors, Mr. Song Zhenghuan (Chairman and Chief Executive Officer), Mr. Wang Haiye (Vice President), Mr. Michael Nan Qu and Mr. Martin Pos; and one non-executive Director, Mr. Ho Kwok Yin, Eric; and three independent non-executive Directors, Mr. Iain Ferguson Bruce, Mr. Shi Xiaoguang and Ms. Chiang Yun.