
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Goodbaby International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Goodbaby
International

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)

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED GRANT OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
PROPOSED REFRESHMENT OF THE SCHEME LIMIT UNDER
THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Goodbaby International Holdings Limited to be held at JW Marriott Hotel Hong Kong Pacific Place, 88 Queensway Hong Kong Salon 1 to 3 on Thursday, 25 May 2017 at 10:00 am is set out on pages 23 to 28 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.gbinternational.com.hk).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 23 May 2017) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish.

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

24 April 2017

RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company individually and collectively accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at JW Marriott Hotel Hong Kong Pacific Place, 88 Queensway Hong Kong Salon 1 to 3 on Thursday, 25 May 2017 at 10:00 am, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 23 to 28 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities;
“Company”	Goodbaby International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of shares in issue as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 23 to 28 of this circular;
“Latest Practicable Date”	18 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New Scheme Limit”	the proposed refreshment of the 10% Scheme Limit under the Share Option Scheme;

DEFINITIONS

“Offer Date”	in respect of a Share Option, the date on which such Share Option is offered in writing to an eligible participant which must be a Business Day;
“Prospectus”	the prospectus of the Company in respect of the Global Offering;
“PUD”	Pacific United Developments Limited, a limited liability company incorporated in the British Virgin Islands and a substantial shareholder of the Company;
“Scheme Limit”	the limit imposed under the rules of the Share Option Scheme on the maximum number of Shares which may be issued upon the exercise of all Share Options to be granted under the Share Option Scheme, being 10% of the Company’s Shares in issue immediately upon listing of the Shares on the Stock Exchange in 2010 and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Shares(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Option(s)”	share option(s) under the share option scheme adopted by the Shareholders of the Company on 5 November 2010;
“Share Option Scheme”	the share option scheme adopted by the Shareholders of the Company on 5 November 2010;
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 23 to 28 of this circular;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time;
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

SONG Zhenghuan

(Chairman)

Martin POS

(Chief Executive Officer)

LIU Tongyou

Michael Nan QU

WANG Haiye

Jan REZAB

Non-executive Director:

HO Kwok Yin, Eric

Independent Non-executive Directors:

Iain Ferguson BRUCE

SHI Xiaoguang

CHIANG Yun

JIN Peng

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Head Office:

28 East Lufeng Road

Lujia Town, Kunshan City

Jiangsu Province, 215331

People's Republic of China

Principal Place of Business in

Hong Kong:

Room 2001, 20th Floor

Two Chinachem Exchange Square

338 King's Road

North Point

Hong Kong

24 April 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED GRANT OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
PROPOSED REFRESHMENT OF THE SCHEME LIMIT UNDER
THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 25 May 2017.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 108 of the Articles of Association, Mr. Martin POS, Mr. WANG Haiye and Mr. Iain Ferguson BRUCE shall retire at the Annual General Meeting. In addition, Mr. Jan REZAB, who has been appointed by the Board on 25 July 2016, and Mr. LIU Tongyou and Mr. JIN Peng, who have been appointed by the Board on 21 February 2017, shall hold office until the next following Annual General Meeting pursuant to Article 112 of the Company's Articles of Association.

All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 26 May 2016 (the "2016 AGM"), a general mandate was granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of Shares in issue immediately following the date of the 2016 AGM. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 23 to 28 of this circular (i.e. a total of 111,545,100 Shares on the basis that there is no change in the total number of issued Shares of the Company before the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the grant of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the 2016 AGM, a general mandate was granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of Shares in issue immediately following the date of the 2016 AGM. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 23 to 28 of

LETTER FROM THE BOARD

this circular (i.e. a total of 223,090,200 Shares on the basis that there is no change in the total number of issued Shares of the Company before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. PROPOSED REFRESHMENT OF THE SCHEME LIMIT UNDER THE SHARE OPTION SCHEME

Background

The Board proposes to seek the approval of the Shareholders to refresh the Scheme Limit. The Share Option Scheme was adopted by the Shareholders of the Company on 5 November 2010 (the “Adoption Date”). The existing Scheme Limit is 100,000,000 Shares, being 10% of the Shares in issue immediately upon the initial listing of the Shares on the Stock Exchange in 2010 on the basis of 1,000,000,000 Shares in issue on that date and the existing Scheme Limit was approved by written resolutions of the Shareholders. The Company has not refreshed the Scheme Limit since the date of adoption of the Share Option Scheme. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

The purpose of the Share Option Scheme is to incentivize or reward eligible participants (including (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any directors (including non-executive directors and independent non-executive directors) of the Company or any of its subsidiaries; and (iii) any advisers, consultants, suppliers, customers, agents and such other persons who in the sole opinion of the Board will contribute or have contributed to the Company or any of its subsidiaries) for their contribution to the Group for the purpose of motivating the eligible participants to optimize their performance efficiency for the benefit of the Group, and attracting and retaining or otherwise maintaining on-going business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

The exercise price for each option granted under the Share Option Scheme is determined by the Board in its absolute discretion but in any event shall not be less than the highest of: (i) the official closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the Offer Date; (ii) the average of the official closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the 5 Business Days immediately preceding the Offer Date; and (iii) the nominal value of a Share.

LETTER FROM THE BOARD

Share Option Scheme

Under the rules of the Share Option Scheme:

- (i) the maximum number of Shares in respect of which Share Options or options under other schemes may be granted is 10% of the Shares in issue upon the initial listing of the Shares on the Stock Exchange in 2010;
- (ii) the issue of a circular by the Company which complies with Rules 17.03(3) and 17.06 of the Listing Rules and the approval of the Shareholders of the Company in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Scheme Limit may be increased from time to time to 10% of the Shares in issue as at date of such Shareholders' approval; and
- (iii) any increase in the Scheme Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and other schemes exceeding 30% of the Shares in issue from time to time.

The Company shall seek approval by its Shareholders in a general meeting for refreshing the Scheme Limit so that the maximum number of Shares which may be issued upon the exercise of all Share Options to be granted under the Share Option Scheme and any other share option schemes of the Group shall be re-set at 10% of the Shares in issue as at the date of approval of the limit as "refreshed". In this connection, options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the Scheme Limit as "refreshed".

Up to the Latest Practicable Date, 114,821,000 Share Options (including the 24,725,500 Share Options that were lapsed and the 7,000 Share Options that were not accepted) have been granted to the eligible participants. Of which 74,637,500 Share Options have remained outstanding as at the Latest Practicable Date, 15,451,000 Share Options have been exercised. There were only 9,911,500 Share Options, representing 0.88% of the total number of Shares in issue as at the Latest Practicable Date, available to be granted if the Scheme Limit is not refreshed.

LETTER FROM THE BOARD

The extent to which the existing Scheme Limit has been utilised up to the Latest Practicable Date is summarised as follow:

	Number of Shares involved
Under the Existing Scheme Limit	100,000,000
Less: — number of Shares which would be issued on the exercise in full of the Share Options or options under the other schemes but not cancelled, lapsed or exercised	(74,637,500)
— number of Shares which have been issued and allotted pursuant to the exercise of any Share Options or options under the other schemes	(15,451,000)
— number of Shares Options which had been granted and accepted under the Share Option Scheme or any of the other schemes but subsequently cancelled, excluding lapsed shares	(0)
Number of Shares in respect of which the Existing Scheme Limit remains unutilised	<u>9,911,500</u>

As at the Latest Practicable Date, the Company has 74,637,500 outstanding Share Options under the Share Option Scheme, representing approximately 6.69% of the total number of Shares in issue as at the Latest Practicable Date, which will remain valid after the approval of the refreshment of the Scheme Limit at the Annual General Meeting.

The total number of Shares issued and to be issued upon exercise of the Share Options granted to each eligible participant (including exercised and outstanding Share Options) in any 12-month period must normally not exceed 1% of the issued share capital of the Company for the time being. Where it is proposed that any offer is to be made to an eligible participant which would result in the Shares issued and to be issued upon exercise of all Share Options granted and to be granted to such person (including exercised, cancelled and outstanding Share Options) in the 12-month period up to and including the relevant date of such further grant to exceed such limit, such offer and any acceptance thereof must be conditional upon Shareholders' approval in general meeting with such eligible participant and his, her or its close associates abstaining from voting. The Company must send a circular to the Shareholders disclosing the identity of the eligible participant, the number and terms of Share Options to be granted (and Share Options previously granted to such eligible participant), the information required under the Listing Rules. The number and terms (including the exercise price) of Share Options to be granted to such eligible participant must be fixed before the date on which Shareholders' approval is sought and the date of the Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the exercise price under note (1) to Rule 17.03(9) of the Listing Rules.

LETTER FROM THE BOARD

The Board considers that it is in the interests of the Company and the Shareholders as a whole to refresh the Scheme Limit so as to provide the Company with greater flexibility in granting Share Options to eligible participants under the Share Option Scheme. In this connection, it is proposed that the Board shall seek the approval of the Shareholders by passing of an ordinary resolution for the grant of the refreshment of the Scheme Limit at the Annual General Meeting.

Refreshed Scheme Limit

On the basis of 1,115,451,000 Shares are in issue as at the Latest Practicable Date and assuming that there will not be any change in the issued share capital of the Company prior to the Annual General Meeting, the maximum number of Shares which may be issued upon exercise of all Share Options that may be granted under the Scheme Limit so refreshed is 111,545,100.

The refreshment of the Scheme Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the Annual General Meeting to approve the proposed refreshment of the Scheme Limit under the Share Option Scheme; and
- (ii) the Listing Committee of the Stock Exchange granting the approval of listing of, and permission to deal in, such number of Shares, representing 10% of the issued shares as at the date of the Annual General Meeting, which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the Share Option Scheme within the Scheme Limit so refreshed.

An application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in any new Shares which fall to be allotted and issued upon the exercise of the subscription rights attached to the options that may be granted under the refreshed limit of the Share Option Scheme, such number of Shares, representing 10% of the issued shares as at the date of the Annual General Meeting.

A copy of the Share Option Scheme can be inspected at the principal place of business of the Company at Room 2001, 20th Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong during normal business hours from the date hereof up to the date of the Annual General Meeting.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 23 to 28 of this circular.

Pursuant to 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll 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. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.gbinternational.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 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, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 23 May 2017) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Share Buy-back Mandate) to this circular.

8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, grant of the Share Buy-back Mandate and Issuance Mandate and refreshment of the Scheme Limit under the Share Option Scheme are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Goodbaby International Holdings Limited
SONG Zhenghuan
Chairman

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

Executive Directors

- (1) Martin POS, aged 47, is an executive Director and chief executive officer of the Company responsible for the Group's strategy implementation and overall management, leading all the Group's business units and functions across each continent, comprising of technical services, supply chain and manufacturing, brand portfolio management, international distribution, national distribution and the Group's central services. Mr. Pos is the founder of the world's leading high-end child car seat brand CYBEX. He is an entrepreneur with over 20 years of industry experience including the development and management of premium lifestyle brands, most notably the global distribution, design and development of premium baby products. Following the merger of CYBEX in early 2014, Mr. Pos was appointed as the executive Director of the Company in March 2014 primarily responsible for the management of portfolio of global brands for the Company. In December 2014, Mr. Pos was appointed as the deputy chief executive officer. In January 2016, Mr. Pos has succeeded Mr. Song Zhenghuan as the chief executive officer of the Company.

Save as disclosed above, Mr. Pos does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does he hold other positions in the Company or members of the Group.

Mr. Pos has executed an appointment letter as an executive Director with the Company for a term of three years on 18 March 2017. Mr. Pos has also executed a Service Agreement as a chief executive officer with the Company on 15 January 2016. Under the Service Agreement, Mr. Pos is entitled to receive a fixed annual salary of EUR500,000, an annual performance bonus subject to the amount of consolidated net profit of the Group for the year 2016 and other fringe benefits as stipulated thereof. Mr. Pos' remuneration has been determined by the Board based on the recommendation of the remuneration committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy and Mr. Pos' duties, responsibilities with the Company as well as his performance. Mr. Pos is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

Mr. Pos does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Pos is directly interested in 39,033,498 Shares of the Company within the meaning of Part XV of the SFO and is deemed to have an interest in the 2,400,000 underlying Shares of the Company within the meaning of Part XV of the SFO in respect of the Share Options of the Company granted to him.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

- (2) WANG Haiye, aged 51, was appointed as an executive Director of the Company on 19 August 2010. Mr. Wang has taken up the new role as chairman of Asia Pacific of Group responsible for activating and coordinating the Group's resources in the region to support development of strategy, standards and process of the Group and its business and implementation of such strategy, standards and process in the region, identifying new business opportunities in the region which are in line with the Group's strategy, and being ambassador of the Group's mission and cultural value in the region, with effect from 21 February 2017. Mr. Wang is a veteran in the industry, with over 23 years of experience in developing and manufacturing durable juvenile products. He joined our group in 1992, initially as a manager for the operations management department to be responsible for establishing and improving the operations management system. In 1999, he was appointed as the vice president, responsible for overseeing our group's manufacturing operations, including production, purchasing, quality control and outsourcing. Mr Wang was appointed as the chief operating officer from March 2011 to August 2012 and changed to be responsible for the Group's technology services, quality control and research and development to drive innovation across the Group's brands. Mr. Wang graduated from Xiamen University in 1989 with a bachelor's degree in management statistics.

Mr. Wang is currently a director of the following companies in the Group:

- (i) Goodbaby Child Products Co., Ltd.;
- (ii) Paragon Child Products Co., Ltd.;
- (iii) Goodbaby Child Products Ping Xiang Co., Ltd.;
- (iv) Ningbo Goodbaby Child Products Co., Ltd.;
- (v) Jiangsu EQO Testing Services Co., Ltd.;
- (vi) Goodbaby Child Products Hanchuan Co., Ltd.;
- (vii) Goodbaby (Hong Kong) Limited;
- (viii) Goodbaby Children's Products Inc.; and
- (ix) Goodbaby Japan Co., Ltd..

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Wang is also a director of PUD, a substantial shareholder of the Company, and an indirect shareholder of PUD through Powergain Global Limited.

Save as disclosed above, Mr. Wang does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does he hold other positions in the Company or members of the Group.

Mr. Wang has executed a Service Contract as an executive Director with the Company for a term of three years commencing on 24 November 2016. Under the Service Contract, he is not entitled to receive director's remuneration but is entitled to receive an annual fixed salary in the amount of RMB2,000,000 per annum after tax. Mr. Wang is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association

Mr. Wang is the nephew of Mr. Song Zhenghuan, chairman and executive Director of the Company and the founder of the Group.

Mr. Wang is deemed to have an interest in the 2,400,000 underlying Shares of the Company within the meaning of Part XV of the SFO in respect of the Share Options of the Company granted to him.

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

- (3) Jan REZAB, aged 30, was appointed as an executive Director on 25 July 2016. Mr. Rezab joined the Company in July 2016 as CEO Digital Technologies of the Group.

He is primarily responsible for setting up and implementing the digital part of the group BOOM strategy. Mr. Rezab will lead the Group to build up its fans eco-system connected through applications and smart products via mobile devices. Mr. Rezab, being well-known for his thought leadership on the trends, future, and societal impact of social media, was recently put on the "30 Under 30" list by Forbes magazine. Mr. Rezab founded Socialbakers, one of the world's largest social analytics firms, in November 2008. From November 2008 to June 2016, Mr. Rezab was the Chairman and a Director of Socialbakers, where he was primarily responsible for business strategy, product innovation and the continue development and growth of Socialbakers and is also as the chairman of the supervisory board of Socialbakers. Mr. Rezab founded Redboss s.r.o in 2002, a company that specialized in mobile entertainment business. He was the CEO of Redboss from 2002 to 2008, where he led both business and product development. Since 2014, Mr. Rezab has been investing in a mobile social network, Gamee, and is a member of its board of directors. On 7 November 2016, Mr. Rezab was appointed as the chairman of the supervisory board of Gamee Mobile s.r.o.. Mr. Rezab was also appointed as executive director of Time is Ltd. s.r.o. with effect from 12 October 2016.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, Mr. Rezab does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does he hold other positions in the Company or members of the Group.

Mr. Rezab has executed a service agreement as CEO Digital Technologies with the Company on 3 June 2016. Following the appointment of Mr. Rezab as an executive Director of the Company on 25 July 2016, Mr. Rezab has also executed an appointment letter with the Company for an initial term of three years on 25 July 2016. Under the appointment letter and service agreement, Mr. Rezab is entitled to receive an aggregate amount of remuneration of EUR300,000 per annum with discretionary bonus to be determined with reference to his target performance for the relevant year. The remuneration of Mr. Rezab has been determined by the Board based on the recommendation of the remuneration committee of the Company and with reference to the prevailing market practice, the remuneration policy of the Company and Mr. Rezab's duties, responsibilities and experience with the Company as well as his performance. Mr. Rezab will hold office until the next annual general meeting of the Company and he is subject to retirement and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Mr. Rezab does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Rezab is deemed to have an interest in the 5,000,000 underlying Shares of the Company within the meaning of Part XV of the SFO in respect of the Share Options of the Company granted to him.

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

- (4) LIU Tongyou, aged 49, was appointed as an executive Director on 21 February 2017. Mr. Liu is responsible for direct supervision and management of Group finance, internal audit, IT, legal, investment relationship and M&A, and development and implementation of strategy and target for these areas in his direct supervision and management. Mr. Liu started to support the Group from 1994 and formally joined the Group in 1996. Mr. Liu was appointed as the Group's Chief Finance Officer in 2010 being responsible for the Group's finance, internal audit, legal affairs, investor relationship and M&A plus relatively new responsibility, IT matters. Before he was appointed as the Group's Chief Finance Officer, he had been our Vice President and responsible for finance management, internal audit and legal matters of the Group. Mr. Liu has over 20 years of experience in corporate finance, legal and business management. Mr. Liu received his bachelor's degree of science in 1989 and graduated from Tianjin University of Finance and Economics (天津財經大學) with a Master's degree in economics in 1992. Mr. Liu worked for a famous Economist, Jiang Yiwei (蔣一葦), as his academic secretary in 1992. He joined the Beijing Standard Consultancy Company (北京標準股份制諮詢公司) in 1993 as the business

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

director and responsible for consulting on the restructuring as well as listing consultancy of a number of Chinese enterprises, including Haier Electric Appliance Company and Hainan Airlines Company. Mr. Liu was awarded “Top 10 CFO of the Year 2010 in China” by the Chief Finance Officer magazine.

Mr. Liu is currently a director of the following Group companies: (i) Goodbaby (Hong Kong) Limited; (ii) Goodbaby Child Products Co., Ltd; (iii) Paragon Child Products Co., Ltd; (iv) Ningbo Goodbaby Child Products Co., Ltd; (v) Jiangsu EQO Testing Services Co., Ltd.; (vi) Goodbaby Child Products Hanchuan Co., Ltd; and (vii) Goodbaby Czech Republic s.r.o..

Save as disclosed above, Mr. Liu does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does he hold other positions in the Company or members of the Group.

Mr. Liu has entered into an appointment letter as an executive Director with the Company for an initial term of three years commencing from 21 February 2017. Under the appointment letter, Mr. Liu is entitled to receive director fee and salary at RMB2,000,000 per annum after tax with discretionary bonus to be determined with reference to his target performance of the relevant year. The remuneration of Mr. Liu was determined with reference to his responsibility and experience, the remuneration policy of the Company and prevailing market practice. Mr. Liu will hold office until the next annual general meeting of the Company and he is subject to retirement and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Mr. Liu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Liu is deemed to have an interest in the 2,400,000 underlying Shares of the Company within the meaning of Part XV of the SFO in respect of the Share Options of the Company granted to him.

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Independent non-executive Directors

- (5) Iain Ferguson BRUCE, aged 76, was appointed as an independent non-executive Director of the Company on 5 November 2010. Mr. Bruce joined KPMG in Hong Kong in 1964 and was elected to its partnership in 1971. He was the senior partner of KPMG from 1991 until his retirement in 1996, and served as chairman for KPMG Asia Pacific from 1993 to 1997. He has been a member of the Institute of Chartered Accountants of Scotland since 1964 and is a fellow of the Hong Kong Institute of Certified Public Accountants. He is also a fellow of The Hong Kong Institute of Directors and Hong Kong Securities and Investment Institute. Mr. Bruce was an independent

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

non-executive director of China Medical Technologies, Inc., a company listed on NASDAQ, up to 3 July 2012. He was also an independent non-executive Director of Vitasoy International Holdings Limited and retired from that company's board on 4 September 2014. He was the Chairman of KCS Limited from June 2003 to 1 August 2015. He resigned as independent non-executive director of Sands China Ltd., a company listed on the Stock Exchange, on 11 March 2016.

Mr. Bruce is currently a director of the following listed companies:

- independent non-executive director of The 13 Holdings Limited (formerly known as Louis XIII Holdings Ltd.), a company listed on the Stock Exchange;
- independent non-executive director of Tencent Holdings Limited, a company listed on the Stock Exchange;
- independent non-executive director of Wing On Company International Limited, a company listed on the Stock Exchange;
- non-executive director of Noble Group Limited, a company listed on The Singapore Exchange Securities Trading Limited; and
- non-executive director of Yingli Green Energy Holding Company Limited, a company listed on the New York Stock Exchange.

Mr. Bruce is an independent non-executive director of Citibank (Hong Kong) Limited and MSIG Insurance (Hong Kong) Limited. Mr. Bruce has over 50 years of experience in the accounting profession and possesses the accounting and related financial management expertise required under rule 3.10(2) of the Listing Rules.

Save as disclosed above, Mr. Bruce does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does he hold other positions in the Company or members of the Group.

Mr. Bruce has executed an appointment letter with the Company for a term of three years on 1 November 2016. Under the appointment letter, he is not entitled to receive salary but is entitled to receive director's remuneration in the amount of US\$60,000 per annum. Mr. Bruce is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

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Mr. Bruce does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Bruce is deemed to have an interest in the 800,000 underlying Shares of the Company within the meaning of Part XV of the SFO in respect of the Share Options of the Company granted to him.

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

- (6) JIN Peng, aged 40, was appointed as an independent non-executive Director on 21 February 2017. Mr. Jin has over 18 years of experience in technology investments, entrepreneurship, financial advisory and corporate management.

Mr. Jin started his career in 1998 as a member of Bear Stearns Asia's New Media & Telecom group. In 2000, Mr. Jin joined 21Vianet Group Inc. (NASDAQ: VNET) as an executive vice president where he was responsible for overseeing business development, product, marketing and international sales and was later appointed as a chief financial officer. From 2003 to 2007, Mr. Jin served as a partner in CEC Capital Group (formerly known as China eCapital Corporation) where he provided fund raising, merger and acquisition advisory services for growth stage companies in the PRC. In 2008, Mr. Jin co-founded Keytone Ventures, a venture fund focused on early stage technology investment opportunities with a total asset under management of US\$420 million. Mr. Jin left Keytone Ventures in 2014 to start Emerge Ventures, a venture studio specializing in mostly seed and angel investments and incubating technology startups. Mr. Jin obtained a bachelor's degree with a dual major in Finance and Information Systems from the New York University in 1998.

Save as disclosed above, Mr. Jin does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does he hold other positions in the Company or members of the Group.

Mr. Jin has entered into an appointment letter with the Company for an initial term of three years commencing from 21 February 2017. Under the appointment letter, Mr. Jin is entitled to receive an aggregate amount of USD30,000 per annum with discretionary bonus. The remuneration of Mr. Jin was determined with reference to his responsibility and experience, the remuneration policy of the Company and prevailing market practice. Mr. Jin will hold office until the next annual general meeting of the Company and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

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Mr. Jin does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Jin does not have any interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the grant of the Share Buy-back Mandate.

1. SHARES IN ISSUE

As at the Latest Practicable Date, the total number of issued Shares of the Company comprised 1,115,451,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the grant of the Share Buy-back Mandate and on the basis that there will be no change to the total number of issued Shares of the Company before the Annual General Meeting, i.e. being 1,115,451,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 111,545,100 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds entirely from the Company's available cash flow or working capital facilities which will be funds legally available for such purpose in accordance with its Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

The Directors propose that the buy-back of Shares under the proposed Share Buy-back Mandate would be financed from the Company's internal resources.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period.

However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

	Month	Highest HK\$	Lowest HK\$
2016	April	4.50	3.95
	May	4.88	4.24
	June	4.90	3.38
	July	3.73	3.45
	August	3.92	3.40
	September	4.47	3.61
	October	4.17	3.61
	November	3.89	3.45
	December	3.96	3.58
2017	January	3.74	3.30
	February	3.50	3.25
	March	3.80	3.30
	April (<i>up to the Latest Practicable Date</i>)	3.92	3.51

6. GENERAL

To the best of the knowledge of the Directors and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following Shareholders were directly or indirectly interested in 5% or more of the issued Shares:-

Name of Shareholders	Number of Shares in which interested		Capacity in which Shares are held	Approximate percentage of existing shareholding
	Long position (L)	Short position (S)		
Ms. Fu Jingqiu ("Ms. Fu") (Notes 1 & 2)	260,390,000 (L)		Settlor/Beneficiary of a Trust/Beneficial Owner	23.34%
PUD	259,000,000 (L)		Beneficial Owner	23.21%
Cayey Enterprises Limited (Note 1)	259,000,000 (L)		Interest of Controlled Corporation	23.21%
Credit Suisse Trust Limited (Note 1)	259,000,000 (L)		Trustee	23.21%
Grappa Holdings Limited (Note 1)	259,000,000 (L)		Interest of Controlled Corporation	23.21%
FIL Limited	119,283,000 (L)		Investment Manager	10.69%
Fidelity Funds	80,835,000 (L)		Beneficial Owner	7.24%
Pioneer Investments Management Limited	78,170,000 (L)		Investment Manager	7.00%
Pioneer Asset Management S.A.	56,831,000 (L)		Investment Manager	5.09%

Notes:

- (1) PUD is owned as to approximately 51.19% by Cayey Enterprises Limited, which in turn is, as at 31 December 2016, wholly owned by Grappa Holdings Limited the issued share capital of which is owned as to 50% by Seletar Limited and as to 50% by Serangoon Limited, as nominees for Credit Suisse Trust Limited, which is the trustee holding such interest on trust for the beneficiaries of the Grappa Trust. The beneficiaries of the Grappa Trust include Mr. Song Zhenghuan ("Mr. Song"), Ms. Fu and family members of Mr. Song and Ms. Fu. The Grappa Trust is a revocable discretionary trust established under the laws of Singapore.
- (2) Ms. Fu is deemed to have an interest in the 1,390,000 underlying Shares of the Company within the meaning of Part XV of the SFO in respect of the Share Options of the Company granted to her.

Assuming that no further Shares are issued between the Latest Practicable Date and the date of a buy-back under the proposed Share Buy-back Mandate, in the event that the Directors exercise the power to buy back Shares in full in accordance with the proposed Share Buy-back Mandate, the aggregate shareholding of the above Shareholders in the issued share capital of the Company would be increased to:-

Name of Shareholders	Approximate percentage of shareholding if the proposed Share Buy-back Mandate is exercised in full
Ms. Fu	25.93% (L)
PUD	25.79% (L)
Cayey Enterprises Limited	25.79% (L)
Credit Suisse Trust Limited	25.79% (L)
Grappa Holdings Limited	25.79% (L)
FIL Limited	11.88% (L)
Fidelity Funds	8.05% (L)
Pioneer Investments Management Limited	7.78% (L)
Pioneer Asset Management S.A.	5.66% (L)

The Directors are not aware of the consequences of such increases or as a result of the buy-back of Shares that would result in any of the aforesaid Shareholders or any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below 25%, the prescribed minimum percentage required by the Stock Exchange.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING

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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)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Goodbaby International Holdings Limited (the "Company") will be held at JW Marriott Hotel Hong Kong Pacific Place, 88 Queensway Hong Kong Salon 1 to 3 on Thursday, 25 May 2017 at 10:00 am for the following purposes:

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2016.
2. To declare a final dividend of HK\$0.05 per ordinary share for the year ended 31 December 2016.
3. (a) To re-elect Mr. Martin POS as executive director of the Company and to authorize the board of directors to fix his remuneration.
3. (b) To re-elect Mr. WANG Haiye as executive director of the Company and to authorize the board of directors to fix his remuneration.
3. (c) To re-elect Mr. Jan REZAB as executive director of the Company and to authorize the board of directors to fix his remuneration.
3. (d) To re-elect Mr. LIU Tongyou as executive director of the Company and to authorize the board of directors to fix his remuneration.
3. (e) To re-elect Mr. Iain Ferguson BRUCE as independent non-executive director of the Company and to authorize the board of directors to fix his remuneration.

NOTICE OF ANNUAL GENERAL MEETING

3. (f) To re-elect Mr. JIN Peng as independent non-executive director of the Company and to authorize the board of directors to fix his remuneration.
4. To re-appoint Ernst & Young as auditors of the Company to hold office until conclusion of the next annual general meeting and to authorize the board of directors to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph 5(b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph 5(a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph 5(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph 6(c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph 6(a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph 6(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing of this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph 6(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

SPECIAL BUSINESS

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued share of the Company as at the date of the passing of this resolution.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may be issued by the Company pursuant to the exercise of the share options to be granted under the refreshed scheme limit for the share option scheme adopted by the Company on 5 November 2010 (the “**Share Option Scheme**”),

- (a) the refreshment of the scheme limit in respect of the maximum number of shares of the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme and any other share option scheme of the Company) to the extent of up to 10 per cent of the Shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement and to grant options up to the refreshed scheme limit and to exercise all powers of the Company to allot, issue or otherwise deal with the shares of the Company pursuant to the exercise of such options.”

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

Hong Kong, 24 April 2017

Notes:

1. All resolutions 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.
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 appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
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 (i.e. not later than 10:00 a.m. on Tuesday, 23 May 2017) 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 Friday, 19 May 2017 to Thursday, 25 May 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that 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 Thursday, 18 May 2017.
5. In relation to proposed resolution numbered 2 above, the proposed final dividend will be payable to the shareholders whose names appear on the Register of Members of the Company as at 4:30 p.m. on Wednesday, 7 June 2017. For determining the entitlement of the proposed final dividend, the Register of Members of the Company will be closed from Monday, 5 June 2017 to Wednesday, 7 June 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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, 2 June 2017.

NOTICE OF ANNUAL GENERAL MEETING

6. A circular containing further details concerning items 3, 5, 6, 7 and 8 set out in the above notice will be sent to all shareholders of the Company together with the 2016 Annual Report.
7. If a tropical cyclone warning signal number 8 or above is hoisted or is expected to be hoisted or a black rainstorm warning signal is in force or expected to be in force in Hong Kong at any time between 8:00 a.m. and 10:00 a.m. on the date of the Annual General Meeting, the meeting will be automatically postponed to a later date. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting. The Annual General Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the meeting in adverse weather conditions.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

This circular (“Circular”) (in both English and Chinese versions) has been posted on the Company’s website at www.gbinternational.com.hk. Shareholders who have chosen to receive the Company’s Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) via the Company’s website and for any reason have difficulty in gaining access to the Circular posted on the Company’s website will promptly upon request be sent by post the Circular in printed form free of charge. Shareholders may at any time change their choice of means of receipt and language of the Corporate Communications.

Shareholders may request for printed copy of the Circular or change their choice of means of receipt and language of the Corporate Communications by sending reasonable notice in writing to 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 or by sending an email to goodbaby.ecom@computershare.com.hk.

Shareholders who have chosen to receive the Company’s Corporate Communications in either English or Chinese version will receive both English and Chinese versions of this Circular since both languages are bound together into one booklet.