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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)**

**(1) MAJOR AND CONNECTED TRANSACTION  
(2) ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE  
AND  
(3) APPLICATION FOR WHITEWASH WAIVER**

### **DESPATCH OF CIRCULAR**

Reference is made to the announcements of the Company dated 24 July 2017, 14 August 2017 and 21 August 2017 (the “**Announcements**”) with respect to the major and connected transaction in relation to, among other things, the Acquisition and Whitewash Waiver. Capitalized terms used herein take the same meanings ascribed to them in the Announcements.

The Board is pleased to announce that the circular containing, among other things, (i) further information on the Acquisition and Whitewash Waiver; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Acquisition and the Whitewash Waiver; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition and the Whitewash Waiver; and (iv) a notice of the EGM together with the proxy form, has been despatched to the Shareholders on 4 September 2017.

The EGM will be held at Regus Conference Centre, 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 21 September 2017, at 10:00 a.m., details of which are set out in the notice of EGM contained in the circular of the Company dated 4 September 2017.

**Shareholders and potential investors should note that the Acquisition, which is subject to a number of conditions precedent, may or may not be completed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.**

**The Executive may or may not grant the Whitewash Waiver and the Independent Shareholders may or may not approve the Whitewash Waiver. The Acquisition will not proceed if the Whitewash Waiver is not so granted or approved.**

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

Hong Kong, 5 September 2017

*As at the date of this announcement, the executive Directors are Mr. SONG Zhenghuan, Mr. Martin POS, Mr. LIU Tongyou, Mr. Michael Nan Qu, Mr. WANG Haiye and Mr. Jan REZAB; the non-executive Director is Mr. HO Kwok Yin, Eric; and the independent non-executive Directors are Mr. Iain Ferguson BRUCE, Mr. SHI Xiaoguang, Ms. CHIANG Yun and Mr. JIN Peng.*

*All the Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement (except for the information relating to the Vendor or the Target Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by the Vendor) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

*All the directors of the Vendor jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*