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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)

COMPLETION OF

(1) MAJOR AND CONNECTED TRANSACTION

(2) ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

(3) APPLICATION FOR WHITEWASH WAIVER

Reference is made to the announcement of the Company dated 24 July 2017 and the circular (the “**Circular**”) of the Company dated 4 September 2017 in relation to, among other things, the Acquisition and the Whitewash Waiver, and the announcement of the Company dated 21 September 2017 in relation to, among other things, the poll results of the EGM. Capitalised terms used herein have the same meanings as ascribed to them in the Circular.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that the Completion took place on 23 October 2017.

The consideration for the Sale Shares was US\$360,000,000 (equivalent to approximately HK\$2,812,176,000), subject to adjustment, of which US\$120,485,816 (equivalent to approximately HK\$941,187,000) was settled in cash and as to the balance by the allotment and issue of 536,100,000 Consideration Shares at the Issue Price of HK\$3.49 per Consideration Share.

SHAREHOLDING STRUCTURE

Completion of the Repurchase and Distribution took place simultaneously with Completion. The following table sets out the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately upon Completion and completion of the Repurchase and the Distribution:

Name of Shareholder	Immediately before Completion		Immediately upon Completion and completion of the Repurchase and the Distribution	
	Number of Shares	Approximate percentage of total issued Shares	Number of Shares	Approximate percentage of total issued Shares
The Concert Group				
PUD	259,000,000	23.06%	409,518,229	24.68%
Mr. Song ^(Note 2)	—	—	—	—
Ms. Fu ^(Note 2)	—	—	—	—
Ms. Kobler	—	—	—	—
Mr. Liu ^(Note 2)	—	—	—	—
Mr. Wang ^(Note 2)	—	—	—	—
Mr. Qu ^(Note 2)	—	—	—	—
CAEL	—	—	139,476,352	8.41%
SGIL	—	—	129,293,975	7.79%
ROSL	—	—	87,753,871	5.29%
SIML	—	—	29,057,573	1.75%
SUBTOTAL	<u>259,000,000</u>	<u>23.06%</u>	<u>795,100,000</u>	<u>47.92%</u>
Mr. Martin Pos ^(Note 1)	39,033,498	3.48%	39,033,498	2.35%
Mr. Jan Rezab ^(Note 1)	—	—	—	—
VLVL	—	—	—	—
WAWA	—	—	—	—
FTHL	—	—	—	—
COOP	—	—	—	—
Other public Shareholders	<u>825,070,502</u>	<u>73.46%</u>	<u>825,070,502</u>	<u>49.73%</u>
TOTAL	<u>1,123,104,000</u>	<u>100.00%</u>	<u>1,659,204,000</u>	<u>100.00%</u>

Notes:

1. Each of Mr. Martin Pos and Mr. Jan Rezab is presumed to be acting in concert with PUD under class (6) presumption until Completion. This class (6) presumption will cease to apply after Completion.
2. Each of the following members of the Concert Group is interested in the underlying Shares of the Company in respect of the Share Options granted to him/ her:

Member of the Concert Group	Number of underlying Shares
Mr. Song	1,390,000
Ms. Fu	1,390,000
Mr. Martin Pos	2,400,000
Mr. Liu	2,400,000
Mr. Qu	2,400,000
Mr. Wang	2,400,000
Mr. Jan Rezab	5,000,000

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

Hong Kong, 23 October 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, being Mr. SONG Zhenghuan and Ms. Fu Jingqiu, 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.

Unless otherwise stated, amount in US\$ has been translated into HK\$ at exchange rate of HK\$1.00 to US\$0.128 for illustration purposes only. No representation is made that any amount in US\$ or HK\$ can be or could have been converted at the relevant dates at the above rates or any other rates at all.