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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 28 MAY 2018**

Reference is made to the circular (the “**Circular**”) and notice of the EGM (the “**Notice of EGM**”) of the Company dated 11 May 2018 and the announcement of the Company dated 27 March 2018 (the “**Announcement**”) in relation to, among other things, the grant of Share Option and the proposed refreshment of the Scheme Limited under the Share Option Scheme. Capitalised terms used herein have the same meanings as ascribed to them in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that on 28 May 2018, the EGM was held and the resolutions set out in the Notice of EGM was passed by the Shareholders by way of poll, details of which are as follows:

	ORDINARY RESOLUTIONS	For	Against	Total number of vote cast
		Votes (%)	Votes (%)	
(1)	To approve the grant of 35,000,000 share options to Mr. Martin Pos (“Mr. Pos”) to subscribe for 35,000,000 Shares at the exercise price of HK\$4.54 per Shares under the Share Option Scheme on the terms set out in the Circular and to authorize any one Director to do all such acts and/or execute all such documents as may be necessary, desirable or expedient to give full effect to the grant of such share options to Mr. Pos and the issue of the new Shares upon exercise of such share options by Mr. Pos.	1,048,676,596 (78.60%)	285,577,746 (21.40%)	1,334,254,342
(2)	To approve the grant of 20,000,000 share options to Mr. Ilcheul Yang (“Mr. Yang”) to subscribe for 20,000,000 Shares at the exercise price of HK\$4.54 per Share under the Share Option Scheme on the terms set out in the Circular and to authorize any one Director to do all such acts and/or execute all such documents as may be necessary, desirable or expedient to give full effect to the grant of such share options to Mr. Yang and the issue of the new Shares upon exercise of such share options by Mr. Yang.	1,087,710,094 (79.20%)	285,577,746 (20.80%)	1,373,287,840
(3)	To approve the grant of 20,000,000 Share Options to Mr. Xia Xinyue (“Mr. Xia”) to subscribe for 20,000,000 Shares at the exercise price of HK\$4.54 per Share under the Share Option Scheme on the terms set out in the Circular and to authorize any one Director to do all such acts and/or execute all such documents as may be necessary, desirable or expedient to give full effect to the grant of such share options to Mr. Xia and the issue of the new Shares upon exercise of such share options by Mr. Xia.	1,087,710,094 (79.20%)	285,577,746 (20.80%)	1,373,287,840

	ORDINARY RESOLUTIONS	For	Against	Total number of vote cast
		Votes (%)	Votes (%)	
(4)	<p>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 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,</p> <p>(a) to approve 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; and</p> <p>(b) to authorize the directors of the Company 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.</p>	1,039,552,094 (75.70%)	333,735,746 (24.30%)	1,373,287,840

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for vote-taking at the EGM.

As at the date of the EGM, the Company has 1,668,023,166 Shares in issue.

As stated in the Circular, due to the interest Mr. Pos has in respect of resolution no. 1, he and his associate (to the extent any of them holds any Shares as at the date of the EGM) must abstain from voting approving the grant of Share Options to Mr. Pos at the EGM. As at the date of the EGM, Mr. Pos, who was entitled to exercise control

cover the voting right of the Company in respect of 39,033,498 Shares held by him, representing 2.34% of the issued share capital of the Company, abstained from voting in relation to resolution no. 1 in relation to approving the grant of share options to himself.

Except as disclosed above, no other Shareholders have stated any intention in the Circular to vote against any of the resolutions at the EGM or were required to abstain from voting at the EGM. There was no Share entitling any Shareholder to (i) attend and abstain from voting in favour of any resolution at the EGM; nor (ii) to attend and vote only for or against any resolutions at the EGM. As such, (i) regarding resolution no. 1, the total number of Shares entitling the Shareholders to attend and vote for or against that resolution proposed at the EGM was 1,628,989,668 Shares; (ii) regarding all other resolutions, the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the EGM was 1,668,023,166 Shares.

As more than 50% of the votes were cast in favour of the ordinary resolutions proposed at the EGM, all the resolutions were duly passed as ordinary resolutions of the Company by way of poll.

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

Hong Kong, 28 May 2018

As at the date of this announcement, the executive Directors are Mr. SONG Zhenghuan, Mr. Martin POS, Mr. YANG Ilcheul, Mr. XIA Xinyue, Mr. LIU Tongyou and Mr. Michael Nan QU; the non-executive Directors are Ms. FU Jingqiu and 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.