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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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)

**GRANT OF SHARE OPTIONS  
AND  
PROPOSED REFRESHMENT OF THE SCHEME LIMIT  
UNDER THE SHARE OPTION SCHEME  
AND  
NOTICE OF EGM**

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A notice convening the EGM 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 Monday, 28 May 2018 at 10:45 am is set out on pages 9 to 11 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gbinternational.com.hk](http://www.gbinternational.com.hk)).

Whether or not you are able to attend the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM 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.*

11 May 2018

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors 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.

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## DEFINITIONS

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

“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;
“EGM”	the EGM of the Company to be held at JW Marriott Hotel Hong Kong Pacific Place, 88 Queensway Hong Kong Salon 1 to 3 on Monday, 28 May 2018 at 10:45 am, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 9 to 11 of this circular, or any adjournment thereof;
“Grantee(s)”	the grantee(s) of the Share Options, being Mr. Martin Pos, Mr. Yang Ilcheul and Mr. Xia Xinyue;
“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;
“Latest Practicable Date”	7 May 2018, 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;
“New Share Options”	the Share Options proposed to be granted to the Grantees;
“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;

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## DEFINITIONS

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“Proposed Grant”	proposed grant of New Share Options to the Relevant Directors;
“Relevant Director(s)”	Mr. Martin Pos, Mr. Ilcheul Yang and Mr. Xia Xinyue
“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;
“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;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

SONG Zhenghuan (*Chairman*)  
Martin POS (*Chief Executive Officer*)  
YANG Ilcheul  
XIA Xinyue  
LIU Tongyou  
Michael Nan QU

*Non-executive Director:*

FU Jingqiu  
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

11 May 2018

*To the Shareholders*

Dear Sir/Madam,

**GRANT OF SHARE OPTIONS  
AND  
PROPOSED REFRESHMENT OF THE SCHEME LIMIT  
UNDER THE SHARE OPTION SCHEME  
AND  
NOTICE OF EGM**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the EGM to be held on 28 May 2018.

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## LETTER FROM THE BOARD

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### 2. GRANT OF SHARE OPTIONS UNDER THE SHARE OPTION SCHEME

Reference is made to the announcement of the Company dated 27 March 2018. On 27 March 2018, the Company has offered a total of 75,000,000 Share Options to the Relevant Directors to subscribe for an aggregate of 75,000,000 Shares in the capital of the Company, subject to acceptance of such Relevant Directors.

As the total number of Shares issued and to be issued upon exercise of the Share Options granted to each of the Relevant Directors would in a 12-month period exceed 1% of the Shares in issue, the grant of Options to each of the Relevant Directors is subject to the separately approval by independent Shareholders in general meeting pursuant to the Listing Rule 17.03(4) and the aforesaid Relevant Directors and their associates must abstain from voting in favour of such resolution(s) at the EGM.

Details of the Share Options granted are as follows:

Offer Date	:	27 March 2018
Exercise price of Share Options granted	:	HK\$4.54, representing the highest of (i) the official closing price of HK\$4.54 per Share as stated in the daily quotation sheet issued by the Stock Exchange on 27 March 2018, being the Offer Date; (ii) the average closing price of HK\$4.22 per Shares as stated in the daily quotation sheets issued by the Stock Exchange for five (5) trading days immediately preceding the Offer Date; and (iii) the nominal value of a Share
Total number of Share Options granted	:	75,000,000 Share Options (each Share Option shall entitle the holder of the Share Option to subscribe for one Share)
Closing price of the Shares on the Offer Date	:	HK\$4.54
Validity period of the Share Options	:	27 March 2018 to 27 March 2028 (i.e. ten (10) years)
Vesting schedule of the Share Options	:	The 75,000,000 Share Options, being Share Options granted to the Grantees, shall be vested in three tranches in accordance with the following dates: (i) 20% of the Share Options shall be vested on 27 September 2020; (ii) another 30% of the Share Options shall be vested on 27 September 2021; and (iii) the remaining Share Options shall be vested on 27 September 2022.
Exercise period of the Share Options	:	The Shares Options are exercisable within a period of 10 years from the Offer Date subject to the above vesting schedule

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## LETTER FROM THE BOARD

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The details of 75,000,000 Share Options which were granted to the Relevant Directors are as follows:

<b>Grantees</b>	<b>Position held with the Company</b>	<b>Number of Share Options</b>
Mr. Martin Pos (“ <b>Mr. Pos</b> ”)	Executive Director and Chief Executive Officer	35,000,000
Mr. Ilcheul Yang (“ <b>Mr. Yang</b> ”)	Executive Director	20,000,000
Mr. Xia Xinyue (“ <b>Mr. Xia</b> ”)	Executive Director	<u>20,000,000</u>
Total		<u>75,000,000</u>

### Reasons for the Proposed Grant

The Proposed Grant is to recognize the contributions of the Relevant Directors to the business performance of the Group and as incentives for the Relevant Directors’ continuing commitment and contribution to the Group in the future. The excellent performance and contribution of the Relevant Directors as a whole is beneficial to our Group and is the core motivation to increase the Company’s value, which is in line with the interests of the Shareholders. In determining the number of Share Options proposed to be granted to each of Mr. Pos, Mr. Yang and Mr. Xia, the Board also reviewed the value of the Share Options to be granted. In particular, the number of Share Options reflect the level of work commitment required for the respective positions of Mr. Pos, Mr. Yang and Mr. Xia. Mr. Pos is the Group’s chief executive officer and is responsible for, among other responsibilities, the Group’s strategy implementation and overall management, brand portfolio management and international distribution. Mr. Yang is responsible for the Group’s retail strategy and its execution, as well as business development of the Group in China. Mr. Xia is responsible for the Group’s global supply strategy and its execution, including production, procurement and logistic.

The Board is of the view that the Proposed Grant is an appropriate way to provide incentives to the Relevant Directors for their leadership in the long run with an aim to enhance shareholder value. The Proposed Grant serves as an appreciation of the dedication and efforts of the Relevant Directors and, given the long term focus of the Share Options, as an incentive for his continuing commitment and contribution to the growth of the Group in the future by further aligning the long term interests of the Company with them.

The Board (including all the independent non-executive Directors) considers that the Proposed Grant is in the interests of the Company and the Shareholders as a whole and the Proposed Grant is fair and reasonable in view of, as aforesaid, their being able to meet and attain certain level of the Company’s internal performance measurement and criteria and the ongoing and persistent dedication required of them to the Group in the future in light of the continued improvement of the business operations of the Group.



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## LETTER FROM THE BOARD

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### **Listing rules implications**

In accordance with Rule 17.04(1) of the Listing Rules, the grant of the Share Options to any Director, chief executive, or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Director who is the grantee of the Share Options concerned). Accordingly, the grant of the Share Options to each of Mr. Pos, Mr. Yang and Mr. Xia as detailed above has been reviewed and approved by the independent non-executive Directors. Save as disclosed, none of the grantees is a Director, chief executive or substantial shareholder of the Company, nor an associate (as defined in the Listing Rules) of any of them.

Pursuant to Rule 17.03(4) of the Listing Rules and the Share Option Scheme, where any further grant of Share Options to the grantees 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) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of Shares in issue, such further grant must be separately approved by shareholders in general meeting.

As the total number of Shares issued and to be issued upon exercise of the Share Options granted to each of the Relevant Directors would in a 12-month period exceed 1% of the Shares in issue, the grant of Share Options to and acceptance thereof by each of the Relevant Directors is conditional upon the approval by the independent Shareholders in the EGM with each of the Relevant Directors and his associate (as ascribed thereto under Rule 1.01 of the Listing Rules), if any, abstaining from voting and such grant shall not take effect or be exercisable until such approval is obtained.

### **3. 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 Scheme Limit, if refreshed, shall not in aggregate exceed 10% of the Shares in issue as at the date of the EGM to be held to consider and, if thought fit, approve the refreshment of the Scheme Limit.

Pursuant to the Shareholders' approval obtained by the Company's annual general meeting held on 25 May 2017, the original Scheme Limit was refreshed to 111,630,600 Shares, representing 10% of the then total number of Shares in issue. As at the Latest Practicable Date (including the grant to the Relevant Directors as detailed above), 105,300,000 Share Options have been granted to the eligible participants, none of which have been exercised. Accordingly, the remaining Scheme Limit is 6,330,600 Share Options, representing 0.38% 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. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. The Board expects that the grant of Share Options in full under the refreshed 10% Option Scheme Limit will not cause the Shares to be issued upon exercise of all outstanding share options granted and available to be granted under the Share Option Scheme to be in excess of 30% of the Shares in issue from time to time.

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## LETTER FROM THE BOARD

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The Board considers that it is in the interest of the Company and its Shareholders as a whole to refresh the Scheme Limit to provide the Company with greater flexibility, which enables the Board to grant appropriate and meaningful number of Share Options to the eligible individuals of the Share Option Scheme to subscribe for Shares under the Share Option Scheme for rewarding and motivating such eligible individuals to contribute further to the success of the Group. Pursuant to Rule 17.03(3) of the Listing Rules, the Company may seek approval from the Shareholders in general meeting for “refreshing” the Scheme Limit. Accordingly, the Company shall seek approval by its Shareholders by passing of an ordinary resolution in the EGM for refreshing the Scheme Limit so that the maximum number of Shares which may be allotted 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 not in aggregate exceed 10% of the Shares in issue as at the date of the EGM. According to Note (1) to Rule 17.03(3) of the Listing Rules, 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”.

As at the Latest Practicable Date, the Company has 105,300,000 outstanding Share Options under the Share Option Scheme, representing approximately 6.31% 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 EGM. If the refreshment of the Scheme Limit is approved at the EGM, on the basis of 1,668,023,166 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 EGM, 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 shall be 166,802,316.

### **Refreshed Scheme Limit**

On the basis of 1,668,023,166 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 EGM, 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 166,802,316.

The refreshment of the Scheme Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM 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 EGM, 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 EGM.

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## LETTER FROM THE BOARD

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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 of this Circular up to the date of the EGM.

#### 4. EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages 9 to 11 of this circular. As at the Latest Practicable Date, one of the Relevant Directors, Mr. Martin Pos, is entitled to exercise control cover the voting right of the Company in respect of the 39,033,498 Shares held by him, representing 2.34% of the issued share capital of the Company, and Mr. Martin Pos and his associates (to the extent any of them owns any Shares as at the date of the EGM) must abstain from voting in relation to the resolution approving the grant of Share Options to Mr. Martin Pos at the EGM. Save as disclosed, none of the other Shareholders will abstain from voting at the EGM.

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 EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the EGM 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](http://www.hkexnews.hk)) and the Company ([www.gbinternational.com.hk](http://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 EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish.

#### 5. RECOMMENDATION

The Directors consider that the grant of the Share Options to the Relevant Directors 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 EGM.

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

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## NOTICE OF EGM

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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 EGM

Notice is hereby given that an EGM 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 Monday, 28 May 2018 at 10:45 am for the following purposes:

#### ORDINARY BUSINESS

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

1. “THAT 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 of the Company (the “**Shares**”) under the share option scheme adopted by the Company on 5 November 2010 (the “**Share Option Scheme**”) on the terms set out in the circular of the Company dated 11 May 2018 (the “**Circular**”) be and is hereby approved and that any one Director be and is hereby authorized 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.”
2. “THAT 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 be and is hereby approved and that any one Director be and is hereby authorized 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.”
3. “THAT 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 be and is hereby approved and that any one Director be and is hereby authorized 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.”

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## NOTICE OF EGM

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4. “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 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,
  - (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
  - (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, 11 May 2018

*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

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## NOTICE OF EGM

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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, 21 May 2018 to Monday, 28 May 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, 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 Friday, 18 May 2018.
5. A circular containing further details concerning items 1-4 set out in the above notice will be sent to all shareholders of the Company.
6. 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 EGM, 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 EGM 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.
7. 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](http://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](mailto: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.