

# 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)

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
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### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 28 MAY 2018, AT 10:45 A.M.

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of shares in the issued share capital of Goodbaby International Holdings Limited (the "Company") hereby appoint the Chairman of the meeting<sup>(Note 3)</sup>, or \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the "EGM") of the Company to be held at JW Marriott Hotel Hong Kong Pacific Place, 88 Queensway Hong Kong Salon 1-3 on 28 May 2018 at 10:45 a.m. (and at any adjournment thereof).

The full text of the following resolutions are set out in the notice convening the EGM dated 11 May 2018, which have also been incorporated into the circular of the Company dated 11 May 2018 (the "Circular"). Unless otherwise stated, capitalised terms used in the Circular have the same meanings when used in this proxy form.

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll<sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
(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.		
(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.		
(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.		
(4)	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) 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 (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.		

Date: \_\_\_\_\_

Signature(s)<sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number and class of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM 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 EGM. A proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch 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 EGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.