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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

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of Goodbaby International Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) announces that on 23 May 2019, the Company offered to grant 85,300,000 share options (the “**Share Options**”, each a “**Share Option**”) to subscribe for an aggregate of 85,300,000 new shares of HK\$0.01 each (the “**Shares**”, each a “**Share**”) in the capital of the Company, to eligible participants (the “**Grantees**”, each a “**Grantee**”), comprising (i) 12,600,000 Share Options to Mr. Liu Tongyou, an executive director of the Company; (ii) 10,000,000 Share Options to Mr. Michael Nan Qu, an executive director of the Company; (iii) 1,300,000 Share Options to Ms. Fu Jingqiu, a non-executive director of the Company; (iv) 2,000,000 Share Options to Ms. Sharon Kobler, who is the daughter of Mr. SONG Zhenghuan and Ms. Fu Jingqiu, as well as an employee of the Group; and (v) 59,400,000 Share Options to certain other employees of the Group, subject to the acceptance by the Grantees, under the share option scheme adopted by the shareholders of the Company on 5 November 2010.

Details of the Share Options granted are as follows:

Date of grant:	23 May 2019 (the “ Date of Grant ”)
Exercise price of Share Options granted:	HK\$3.75, which is higher than (i) the official closing price of HK\$1.87 per Share as stated in the daily quotation sheet issued by The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”) on 23 May 2019, being the Date of Grant; (ii) the average closing price of HK\$2.004 per Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five (5) trading days immediately preceding the Date of Grant; and (iii) the nominal value of a Share.
Total number of Share Options granted:	85,300,000 Share Options (each Share Option shall entitle the holder of the Share Option to subscribe for one Share)

Validity period of the Share Options:	23 May 2019 to 22 May 2029 (i.e. ten (10) years)
Vesting schedule of the Share Options:	The 85,300,000 Share Options, being Share Options granted to Grantees, shall be vested in three tranches in accordance with the following dates: (i) 20% of the Share Options shall be vested on the third anniversary of the Date of Grant, i.e. 23 May 2022; (ii) another 30% of the Share Options shall be vested on the fourth anniversary of the Date of Grant, i.e. 23 May 2023; and (iii) the remaining Share Options shall be vested on the fifth anniversary of the Date of Grant, i.e. 23 May 2024.
Exercise period of the Share Options:	The Shares Options are exercisable within a period of ten years from the Date of Grant, subject to the vesting schedule.

In accordance with Rule 17.04(1) of the Listing Rules, the grant of the Share Options to Mr. Liu Tongyou, Mr. Michael Nan Qu, Ms. Fu Jingqiu and Ms. Sharon Kobler have been approved by the independent non-executive directors. Except for the Share Options granted to Mr. Liu Tongyou, Mr. Michael Nan Qu, Ms. Fu Jingqiu and Ms. Sharon Kobler, none of the Grantees is a director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined in the Listing Rules).

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

Hong Kong, 23 May 2019

As at the date of this announcement, the executive directors are Mr. SONG Zhenghuan, Mr. Martin POS, 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.