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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 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Goodbaby International Holdings Limited (the “Company”) will be held at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 8 December 2011 at 10 a.m. to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

1. “THAT:

- (a) the supplemental agreement entered into between Goodbaby Child Products Co., Ltd.* 好孩子兒童用品有限公司 and Goodbaby China Commercial Co., Ltd.* 好孩子(中國)商貿有限公司 dated 16 November 2011 (the “**Supplemental Agreement**”) and the transactions contemplated thereunder (including the New Annual Caps) (as defined in the circular of the Company dated 22 November 2011 (the “**Circular**”)) as set out in the Circular be and are hereby approved and confirmed; and
- (b) any director of the Company be and is hereby authorized to take any step and execute such other documents as they consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Supplemental Agreement and the transactions contemplated thereunder (including the New Annual Caps) contemplated thereby.”

By order of the Board

Goodbaby International Holdings Limited

Song Zhenghuan

Chairman

Hong Kong, 22 November, 2011

* For identification purpose only

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”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
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 notorially 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 Shops 1712-1716, 17th 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 meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member 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. As at the date of this notice, the board of directors of the Company comprises two executive Directors, Mr. Song Zhenghuan and Mr. Wang Haiye; and two non-executive Directors, Mr. Christopher Marcus Gradel and Ms. Chiang Yun; and three independent non-executive Directors, Mr. Iain Ferguson Bruce, Mr. Long Yongtu and Mr. Shi Xiaoguang.