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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)

**POLL RESULTS AT THE ANNUAL GENERAL MEETING
HELD ON FRIDAY, 25 MAY 2012**

Reference is made to the circular of Goodbaby International Holdings Limited (the “**Company**”) dated 25 April 2012 (the “**Circular**”). Terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

The board of directors (the “**Board**”) of the Company is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on Friday, 25 May 2012, all the proposed resolutions as set out in the notice of the AGM were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2011.	652,720,007 (100.000000%)	0 (0.000000%)
2.	To declare a final dividend of HK\$0.05 per ordinary share for the year ended 31 December 2011.	652,720,007 (100.000000%)	0 (0.000000%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	(a) To re-elect Mr. WANG Haiye as an executive director.	652,043,007 (99.896280%)	677,000 (0.103720%)
	(b) To re-elect Mr. Christopher Marcus GRADEL as a non-executive director.	636,068,755 (97.448944%)	16,651,252 (2.551056%)
	(c) To re-elect Ms. CHIANG Yun as a non-executive director.	652,043,007 (99.896280%)	677,000 (0.103720%)
	(d) To authorize the Board to fix the respective directors' remuneration.	652,043,007 (100.000000%)	0 (100.000000%)
4.	To re-appoint Ernst & Young as auditors and to authorize the Board to fix their remuneration.	652,720,007 (100.000000%)	0 (0.000000%)
5.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.	652,719,007 (99.999847%)	1,000 (0.000153%)
6.	To give a general mandate to the directors to issue additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.	446,676,323 (68.433068%)	206,043,684 (31.566932%)
7.	To extend the general mandate granted to the directors to issue additional shares of the Company by the aggregate nominal amount of the shares repurchased by the Company.	446,560,323 (68.415296%)	206,159,684 (31.584704%)

As at the date of the AGM, the number of issued shares of the Company was 1,000,000,000 shares. The total number of shares entitling the holders to attend and vote on the resolutions is 1,000,000,000 shares. There were no shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

PAYMENT OF THE FINAL DIVIDEND

The Board wishes to inform the Company's shareholders that the Company will, on 15 June 2012, pay a final dividend of HK\$0.05 per ordinary share for the year ended 31 December 2011 to its shareholders whose names appeared on the register of members of the Company on 31 May 2012.

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

Hong Kong, 25 May 2012

As at the date of this announcement, the executive Directors are Mr SONG Zhenghuan and Mr WANG Haiye; the non-executive Directors are Mr Christopher Marcus GRADEL and Ms CHIANG Yun; and the independent non-executive Directors are Mr Iain Ferguson BRUCE, Mr LONG Yongtu and Mr SHI Xiaoguang.