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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)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR APPOINTMENT OF MEMBER OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE AND APPOINTMENT OF EXECUTIVE DIRECTORS

The Board would like to announce the following changes with effect from 18 March 2014:

1. Mr. Long Yongtu has resigned as an independent non-executive director, and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company;
2. Ms. Chiang Yun, an existing non-executive director, has been appointed as a member of the audit committee, the remuneration committee and the nomination committee of the Company in place of Mr. Long with effect from 18 March 2014; and
3. Mr. Martin Pos and Mr. Michael Nan Qu have been appointed as executive directors of the Company.

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Goodbaby International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Long Yongtu (“**Mr. Long**”), has resigned as an independent non-executive director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 18 March 2014. The reason for his resignation was due to his own decision to devote more time to his personal endeavours.

Mr. Long has confirmed that he has no disagreement with the Board in relation to his resignation as the independent non-executive director of the Company. Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (w) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company in relation to the resignation of Mr. Long as an independent non-executive director of the Company.

The Board would like to take this opportunity to express its gratitude to Mr. Long for his valuable contribution to the Company during his tenure of office.

APPOINTMENT OF MEMBER OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

The Board further announces that Ms. Chiang Yun (“**Ms. Chiang**”), who is currently a non-executive director of the Company, has been appointed as a member of the audit committee, the remuneration committee and the nomination committee of the Company in place of Mr. Long with effect from 18 March 2014.

Consequent upon Mr. Long’s resignation with effect from 18 March 2014, the number of independent non-executive directors of the Company fell from three to two and hence, the Company fails to meet the requirements under Rules 3.10 and 3.10A of the Listing Rules. The Board has therefore proposed to the shareholders of the Company to approve the re-designation of Ms. Chiang from a non-executive director to an independent non-executive director of the Company at the annual general meeting of the Company to be held on 23 May 2014. The Company will publish an announcement regarding Ms. Chiang’s re-designation when her re-designation has been approved at the Company’s forthcoming annual general meeting.

APPOINTMENT OF EXECUTIVE DIRECTORS

The Board further announces that Mr. Martin Pos (“**Mr. Pos**”) and Mr. Michael Nan Qu (“**Mr. Qu**”) have been appointed as executive directors of the Company with effect from 18 March 2014.

(1) **Mr. Pos**

Mr. POS, aged 44, was appointed as an executive Director of the Company on 18 March 2014. Mr. Pos is primarily responsible for the management of the Company’s Portfolio of Global Brands.

Mr. Pos is an entrepreneur with an international background and has over 20 years’ industry experience in development and management of premium lifestyle brands, global distribution, design and development of premium technical juvenile Products.

At the age of 23, Mr. Pos started his career in 1993 at Germany’s leading car seat company Concord GmbH as the global sales and marketing director. In 2000 Mr. Pos took over the lead of Concord as an executive director.

In 2003, Mr. Pos started his entrepreneurial career and founded his first company, Columbus Trading-Partners GmbH, which evolved very quickly to a leading distribution and brand development company in Germany, Austria and Switzerland.

In 2005, Mr. Pos founded CYBEX, a fast growing premium juvenile lifestyle and technology brand, that is firmly focused on the creation of premium technology and design products, combined with innovative functionality focusing on parents who do not want to compromise in quality and design. Cybex won over 100 awards for child safety, design and innovation, such as Germany’s ADAC safety award and numerous Red Dot Design awards.

Mr. Pos is currently a director of the following companies of the Group:

- (i) Columbus Holding GmbH (Germany)
- (ii) Cybex Industrial Ltd. (Hong Kong)
- (iii) Cybex GmbH (Germany)

An appointment letter was entered into between Mr. Pos and the Company in relation to his appointment as an executive director, for a term of three years, with effect from 18 March 2014. Mr. Pos will hold the office until the forthcoming annual general meeting of the Company and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Pos is entitled to receive an aggregate amount of remuneration (including director's fee and salary) of EUR400,000 per annum, with bonus payable at the discretion of the Board, for his service as an executive director of the Company. Mr. Pos' remuneration was determined having giving consideration to the prevailing market practice, the company's remuneration policy and his level of responsibility.

Mr. Pos did not hold any directorship in any other listed companies in Hong Kong or overseas in the past three years.

Mr. Pos is not connected with any directors, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. As as the date of this announcement, Mr. Pos is interested in approximately 4.62% of the issued Share Capital of the Company.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (w) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Pos as an executive director of the Company.

(2) **Mr. Qu**

Mr. Qu, aged 46, was appointed as an executive director of the Company on 18 March 2014. Mr. Qu was the Group's vice president primarily responsible for managing key overseas accounts and strategic overseas resources of the Group from 1994 to 2014. Mr. Qu joined the Group in 1994 and he is one of founding members of the overseas business of the Group. Mr. Qu studied economics in the Economics School of Peking University from 1986 to 1989, then went to the United States to study business administration at George Mason University from 1989 to 1992.

An appointment letter was entered into between Mr. Qu and the Company in relation to his appointment as an executive director, for a term of three years, with effect from 18 March 2014. Mr. Qu will hold the office until the forthcoming annual general meeting of the Company and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company. Mr. Qu is entitled to receive an aggregate amount of remuneration (including director's fee and salary) of USD408,000 per annum, with bonus payable at the discretion of the Board, for his service as an executive director of the Company. Mr. Qu's remuneration was determined having giving consideration to the prevailing market practice, the company's remuneration policy and his level of responsibility.

Mr. Qu did not hold any directorship in any other listed companies in Hong Kong or overseas in the past three years.

Mr. Qu is not connected with any directors, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. Mr. Qu does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (w) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company in relation to the appointment of Mr. Qu as an executive director of the Company.

The Board would like to take this opportunity to welcome Mr. Pos and Mr. Qu for joining the Board.

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

Hong Kong, 18 March 2014

As at the date of this announcement, the executive directors of the Company are Mr. SONG Zhenghuan, Mr. WANG Haiye, Mr. Martin POS and Mr. Michael Nan QU; the non-executive directors of the Company are Mr. HO Kwok Yin, Eric and Ms. CHIANG Yun; and the independent non-executive directors of the Company are Mr. Iain Ferguson BRUCE and Mr. SHI Xiaoguang.