

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 OF THE ANNUAL GENERAL MEETING HELD ON FRIDAY, 23 MAY 2014

Reference is made to the circular of Goodbaby International Holdings Limited (the “**Company**”) dated 22 April 2014 (the “**Circular**”). Terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on Friday, 23 May 2014, 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 of the Company and its subsidiaries and the reports of the Directors and auditors of the Company for the year ended 31 December 2013.	599,661,199 (99.999833%)	1,000 (0.000167%)
2.	To declare a final dividend of HK\$0.05 per ordinary share for the year ended 31 December 2013.	599,659,199 (99.999500%)	3,000 (0.000500%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	(a) To re-designate Ms. CHIANG Yun as independent non-executive Director.	595,968,551 (99.384045%)	3,693,648 (0.615955%)
	(b) To re-elect Mr. Iain Ferguson BRUCE as independent non-executive Director.	551,891,936 (92.033805%)	47,770,263 (7.966195%)
	(c) To re-elect Mr. Martin POS as executive Director.	564,579,026 (94.149511%)	35,083,173 (5.850489%)
	(d) To re-elect Mr. Michael Nan QU as executive Director.	564,579,026 (94.149511%)	35,083,173 (5.850489%)
	(e) To authorize the Board to fix the respective Directors' remuneration.	564,994,199 (99.999823%)	1,000 (0.000177%)
4.	To re-appoint Ernst & Young as auditors and to authorize the Board to fix their remuneration.	599,661,199 (99.999833%)	1,000 (0.000167%)
5.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	599,658,199 (99.999333%)	4,000 (0.000667%)
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.	385,734,487 (64.325296%)	213,927,712 (35.674704%)
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of the shares repurchased by the Company.	393,162,487 (65.563994%)	206,499,712 (34.436006%)

As at the date of the AGM, the number of issued shares of the Company was 1,100,934,700 shares. The total number of shares entitling the holders to attend and vote on the resolutions at the AGM is 1,100,934,700 shares. There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions 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 of the Company 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 6 June 2014, pay a final dividend of HK\$0.05 per ordinary share for the year ended 31 December 2013 to its shareholders whose names appear on the register of members of the Company on 3 June 2014.

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

Hong Kong, 23 May 2014

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