



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)

Number of shares to which this form of proxy relates ^(Note 1)	
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FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 16 JULY 2014, AT 10:00 A.M.

I/We^(Note 2) _____

of _____ being

the registered holder(s) of shares in the issued share capital of Goodbaby International Holdings Limited (the "Company") hereby appoint the

Chairman of the meeting^(Note 3) or _____

of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the "EGM") of the Company to be held at Regus Hong Kong Center at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 16 July 2014 at 10:00 a.m. (and at any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(Note 4).

ORDINARY RESOLUTION	FOR	AGAINST
To approve, confirm and ratify the Agreement (as defined in the circular of the Company dated 27 June 2014) and to authorize any one director of the Company to do all such further acts and things and to sign and execute all such documents and to take all such steps deemed by him/her/them to be necessary, appropriate, desirable or expedient to implement and/or to give effect to the transactions contemplated under the Agreement.		

Date: _____ 2014

Signature(s)^(Note 5) _____

Notes:

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number and class of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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 EGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.