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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of Goodbaby International Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) announces that on 29 September 2014, the Company offered to grant 53,420,000 share options (the “**Share Options**”, each a “**Share Option**”) to subscribe for an aggregate of 53,420,000 new shares of HK\$0.01 each (the “**Shares**”, each a “**Share**”) in the capital of the Company, comprising (i) 11,990,000 Share Options to eight directors of the Company (the “**Directors**”); (ii) 40,040,000 Share Options to certain employees of the Group; and (iii) 1,390,000 Share Options to Ms. Fu Jingqiu, being the chairwoman of the Group’s largest distributor in the PRC, a substantial shareholder of the Company and the spouse of Mr. Song Zhenghuan, subject to acceptance of such grantees of the Share Options (the “**Grantees**”, each a “**Grantee**”) under the share option scheme adopted by the shareholders of the Company on 5 November 2010. A summary of such grant is set out below:

Date of grant : 29 September 2014 (“**Date of Grant**”)

Exercise price of Share Options Granted	:	HK\$3.58, representing the highest of (i) the official closing price of HK\$3.40 per Share as stated in the daily quotation sheets issued by The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”) on 29 September 2014, being the Date of Grant; (ii) the average closing price of HK\$3.58 per Share as stated in the daily quotation sheets issued by the Stock Exchange for five trading days immediately preceding the Date of Grant; and (iii) the nominal value of a Share
Total number of Share Options granted	:	53,420,000 Share Options (each Share Option shall entitle the holder of the Share Option to subscribe for one Share)
Closing price of the Shares on the Date of Grant	:	HK\$3.40
Validity period of the Share Options	:	29 September 2014 to 28 September 2024
Vesting schedule of the Share Options	:	Out of the 53,420,000 Share Options, (a) 39,480,000 Share Options (including 11,990,000 Share Options granted to eight Directors, 26,100,000 Share Options granted to certain employees of the Group and 1,390,000 Share Options granted to Ms. Fu Jingqiu) shall be vested in three tranches in accordance with the following dates: (i) one third of which shall be vested on the third anniversary of the Date of Grant, i.e. 29 September 2017 ; (ii) another one third of which shall be vested on the fourth anniversary of the Date of Grant, i.e. 29 September 2018; and (iii) the remaining one third of which shall be vested on the fifth anniversary of the Date of Grant, i.e. 29 September 2019; and (b) 13,940,000 Share Options (being Share Options granted to certain employees of the Group) shall be vested on the fourth anniversary of the Date of Grant, i.e. 29 September 2018.
Exercise period of the Share Options	:	The Shares Options are exercisable within a period of 10 years from the Date of Grant subject to the above vesting schedule

A total of 11,990,000 Share Options, 40,040,000 Share Options and 1,390,000 Share Options were granted to eight Directors, certain employees of the Group and Ms. Fu Jingqiu, respectively, details of which are as follows:

Grantee	Relationship with the Group	Number of Share Options granted
Mr. Song Zhenghuan	Executive Director and a substantial shareholder of the Company	1,390,000
Mr. Wang Haiye	Executive Director	2,400,000
Mr. Michael Nan Qu	Executive Director	2,400,000
Mr. Martin Pos	Executive Director	2,400,000
Mr. Ho Kwok Yin, Eric	Non-executive Director	1,000,000
Mr. Iain Ferguson Bruce	Independent non-executive Director	800,000
Mr. Shi Xiaoguang	Independent non-executive Director	800,000
Ms. Chiang Yun	Independent non-executive Director	800,000
Sub-total of Share Options granted to Directors		11,990,000
Employees of the Group	Employees of the Group	40,040,000
Ms. Fu Jingqiu	Chairwoman of the Group's largest distributor in the PRC and a substantial shareholder of the Company	1,390,000
Total		<u>53,420,000</u>

In accordance with Rule 17.04(1) of the Listing Rules, the grant of the Share Options to each of the above Directors, chief executive or substantial shareholders of the Company has been approved by the independent non-executive Directors (excluding the independent non-executive Director who is the Grantee of the Share Options).

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined in the Listing Rules).

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

Hong Kong, 29 September 2014

As at the date of this announcement, the executive Directors are Mr. Song Zhenghuan, Mr. Wang Haiye, Mr. Michael Nan Qu and Mr. Martin Pos; 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.