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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)

**(1) MAJOR AND CONNECTED TRANSACTION
(2) ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE
AND
(3) APPLICATION FOR WHITEWASH WAIVER**

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 21 SEPTEMBER 2017**

Reference is made to the circular (the “**Circular**”) and notice of the EGM (the “**Notice of EGM**”) of the Company both dated 4 September 2017 and the announcement of the Company dated 24 July 2017 (the “**Announcement**”) in relation to, among other things, the major and connected transaction and the Whitewash Waiver. Capitalised terms used herein have the same meanings as ascribed to them in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that on 21 September 2017, the EGM was held and the resolution set out at the Notice of EGM was passed by the Independent Shareholders by way of poll, details of which are as follows:

	ORDINARY RESOLUTION	For	Against	Total number of vote cast
		Votes (%)	Votes (%)	
1(a)	to approve the Agreement and all transactions contemplated thereunder, and any one Director be and is authorised to do all such things and take all such actions as he/she may consider necessary or desirable to implement and/or give effect to the Agreement and all transactions contemplated thereunder, including, subject to, the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in the Consideration Shares, the issue and allotment of the Consideration Shares, and any one Director be and is authorised to do all such things and take all such actions as he/she may consider necessary or desirable to implement and/or give effects to any of the matters relating to or incidental to the issue and allotment of the Consideration Shares.	598,936,797 (99.99%)	75,000 (0.01%)	599,011,797
(b)	to approve, subject to and conditional upon the passing of resolution numbered 1(a) as set out in the EGM Notice, the Whitewash Waiver granted or to be granted by the Executive and any one Director be and is hereby authorised to do all such things and take all such actions as he/she may consider necessary or desirable to implement and/or give effects to any of the matters relating to or incidental to the Whitewash Waiver.	595,891,888 (99.48%)	3,118,809 (0.52%)	599,010,697

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for vote-taking at the EGM.

As at the date of the EGM, the Company has 1,122,438,000 Shares in issue.

As stated in the Circular, Shareholders with a material interest in the Acquisition and/or the Whitewash Waiver shall not vote on the resolution to be proposed at the EGM. Voting at the EGM will be conducted by way of a poll.

At the EGM, (a) the Concert Group (to the extent any of the members owns any Shares as at the date of the EGM), and (b) those who are involved in or interested in the Acquisition and/or the Whitewash Waiver were required to abstain from voting.

As at the date of the EGM, the following members of the Concert Group have abstained from voting on the resolutions approving the Acquisition and the Whitewash Waiver at the EGM:

- i. PUD holds 259,000,000 Shares, representing approximately 23.07% of the issued share capital of the Company; and
- ii. Mr. Martin Pos, an executive Director, holds 39,033,498 Shares, representing approximately 3.48% of the issued share capital of the Company.

Except as disclosed above, no other Shareholders have stated any intention in the Circular to vote against any of the resolutions at the EGM or were required to abstain from voting at the EGM, there was no Share entitling any Shareholder to (i) attend and abstain from voting in favour of any resolution at the EGM; nor (ii) to attend and vote only for or against any resolutions at the EGM. As such, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolutions proposed at the EGM was 824,404,502 Shares.

As more than 50% of the votes were cast in favour of the ordinary resolution proposed at the EGM, the resolution was duly passed as ordinary resolution of the Company by way of poll.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Assuming that there are no other changes in the issued share capital of the Company after the date of this announcement, set out below is a table showing the shareholding structure of the Company as at the date of this EGM, and immediately upon Completion and completion of the Repurchase and the Distribution:

Name of Shareholder	As at the date of EGM		Immediately upon Completion and completion of the Repurchase and the Distribution	
	Number of Shares	Approximate percentage of total issued Shares	Number of Shares	Approximate percentage of total issued Shares (Note 1)
The Concert Group (excluding Mr. Martin Pos)	259,000,000	23.07%	795,100,000	47.94%
Mr. Martin Pos (Note 2)	39,033,498	3.48%	39,033,498	2.35%
Public Shareholders	<u>824,404,502</u>	<u>73.45%</u>	<u>824,404,502</u>	<u>49.71%</u>
Total	<u>1,122,438,000</u>	<u>100.0%</u>	<u>1,658,538,000</u>	<u>100.0%</u>

Notes:

- (1) Assuming no other Shares are issued other than the Consideration Shares from the date of the EGM until Completion.
- (2) Mr. Martin Pos is presumed to be acting in concert with PUD under class (6) presumption until Completion. This class (6) presumption will cease to apply after Completion.

GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 20 September 2017, subject to (i) the allotment and issue of the Consideration Shares by the Company being approved by Independent Shareholders at the EGM by way of poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by PUD and parties acting in concert with it between the date of the Announcement (i.e. 24 July 2017) and the Completion Date.

Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by PUD for all the securities of the Company not already owned or agreed to be acquired by it or parties acting in concert with it as a result of the issue of such Consideration Shares.

Shareholders and potential investors should note that the Acquisition, which is subject to a number of conditions precedent, may or may not be completed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 21 September 2017

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

All the Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement (except for the information relating to the Vendor or the Target Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than opinions expressed by the Vendor) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

All the directors of the Vendor, being Mr. SONG Zhenghuan and Ms. Fu Jingqiu, jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.