

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Goodbaby International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---

# **Goodbaby**

International

## **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)**

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
PROPOSED RE-APPOINTMENT OF AUDITORS  
AND  
PROPOSED DECLARATION OF FINAL DIVIDEND  
AND  
PROPOSED GRANT OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

The notice convening the Annual General Meeting of Goodbaby International Holdings Limited to be held at 9/F, No. 5 Building, the Hub, No. 99 Shaohong Road, Minhang District, Shanghai, PRC on Friday, 29 May 2026 at 10:00 a.m. is set out on pages 19 to 24 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gbinternational.com.hk](http://www.gbinternational.com.hk)).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to 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, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

*The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.*



---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at 9/F, No. 5 Building, the Hub, No. 99 Shaohong Road, Minhang District, Shanghai, PRC on Friday, 29 May 2026 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 24 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force, as amended from time to time
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Company”	Goodbaby International Holdings Limited 好孩子國際控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting

---

## DEFINITIONS

---

“Latest Practicable Date”	27 April 2026, being the latest practicable date prior to its publication for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan)
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

# Goodbaby

International

## 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)

*Executive Directors:*

Mr. SONG Zhenghuan (*Chairman*)  
Mr. LIU Tongyou (*Chief Executive Officer*)  
Mr. Martin POS  
Mr. XIA Xinyue

*Non-executive Directors:*

Ms. FU Jingqiu  
Mr. HO Kwok Yin, Eric

*Independent Non-executive Directors:*

Ms. CHIANG Yun  
(*Lead Independent Non-Executive Director*)  
Mr. WONG Shun Tak  
Mr. JIN Peng

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Head Office:*

28 East Lufeng Road,  
Lujia Town, Kunshan City  
Jiangsu Province, 215331  
People's Republic of China

*Principal Place of Business*

*in Hong Kong:*  
Unit 1501, 15/F,  
Stelux House  
698 Prince Edward Road East  
San Po Kong  
Kowloon  
Hong Kong

7 May 2026

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
PROPOSED RE-APPOINTMENT OF AUDITORS  
AND  
PROPOSED DECLARATION OF FINAL DIVIDEND  
AND  
PROPOSED GRANT OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

## LETTER FROM THE BOARD

---

### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 29 May 2026.

### 2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 108 of the Articles of Association, Mr. SONG Zhenghuan, Mr. Martin POS, and Mr. JIN Peng shall retire at the Annual General Meeting. In addition, Mr. XIA Xinyue who has been appointed by the Board on 27 March 2026, shall hold office until the next following annual general meeting pursuant to Article 112 of the Articles of Association. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

If Mr. JIN Peng is re-elected at the Annual General Meeting, he will have served on the Board as an independent non-executive Director for more than nine years. As such, a separate resolution will be proposed for Mr. JIN Peng's re-election as independent non-executive Director at the Annual General Meeting.

Throughout Mr. JIN Peng's tenure as an independent non-executive Director, he has developed an in-depth understanding of the Company's operations and business, has expressed objective views and given independent insights to the Company over the years as demonstrated at various meetings of the Board. Taking into consideration of his valuable contributions, impartiality and independent judgement provided to the Company in the past and there being no empirical evidence that the long service of Mr. JIN Peng would impair his independent judgement, the Board is of the view that Mr. JIN Peng has the required character, integrity and experience to continue to fulfill his role as an independent non-executive Director effectively, and he would continue to bring valuable experience, knowledge and professionalism to the Board.

The Nomination Committee has considered the background, skills, professional knowledge, qualifications and experience of each of Mr. SONG Zhenghuan, Mr. Martin POS, Mr. JIN Peng and Mr. XIA Xinyue, and having regard to the Board diversity policy and the independence confirmation provided by Mr. JIN Peng pursuant to the independence guidelines as set out in Rule 3.13 of the Listing Rules, it is of the view that they have extensive experience and related expertise that are relevant to the Company's business development.

The Board, on the recommendation of the Nomination Committee, is of the view that the re-election of the retiring Directors, namely, Mr. SONG Zhenghuan, Mr. Martin POS, Mr. JIN Peng and Mr. XIA Xinyue, would be in the best interests of the Company and its Shareholders as a whole. Accordingly, resolutions will be put forward to the Shareholders in relation to the proposed re-election of the retiring Directors at the Annual General Meeting. Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

---

## LETTER FROM THE BOARD

---

### 3. PROPOSED RE-APPOINTMENT OF AUDITORS

The Board proposed to re-appoint Ernst & Young as the auditors of the Company for the year ending 31 December 2026 and to hold the office until the conclusion of the next annual general meeting of the Company. The estimated audit fee payable to Ernst & Young for the audit of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 31 December 2026 is expected to be in the range of approximately RMB7.0 million to RMB7.7 million. The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and Ernst & Young, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit, the audit timetable, and the level and mix of professional staff to be deployed. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies, or regulatory environment during the financial year. In the event of any material change, the Company will make further disclosure as appropriate.

### 4. PROPOSED DECLARATION OF FINAL DIVIDEND

The Board has recommended a final dividend of HK\$0.05 per Share for the year ended 31 December 2025 to be declared and paid to the Shareholders whose names appear on the register of members of the Company on Tuesday, 9 June 2026. The record date for determining the entitlement to the proposed final dividend will be Tuesday, 9 June 2026. Subject to the approval of the Shareholders at the forthcoming Annual General Meeting to be held on 29 May 2026, the proposed final dividend is expected to be paid on or around Tuesday, 23 June 2026.

### 5. PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 27 May 2025 (the "2025 AGM"), a general mandate was granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of Shares in issue (excluding treasury shares, if any) immediately following the date of passing of the ordinary resolution regarding the grant of the Share Buy-back Mandate. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 19 to 24 of this circular (i.e. a total of 167,333,216 Shares (excluding treasury shares, if any) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

### 6. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the 2025 AGM, a general mandate was granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of Shares in issue (excluding treasury shares, if any) immediately following the date of passing of the ordinary resolution regarding the grant of the Issuance Mandate. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares (excluding treasury shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 19 to 24 of this circular (i.e. a total of 334,666,433 Shares (excluding treasury shares, if any) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

### 7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 24 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gbinternational.com.hk](http://www.gbinternational.com.hk)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority 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, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish.

---

## LETTER FROM THE BOARD

---

### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Share Buy-back Mandate) to this circular.

### 9. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, the re-appointment of auditors, the declaration of final dividend and grant of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief and information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**Goodbaby International Holdings Limited**  
**SONG Zhenghuan**  
*Chairman*

---

## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

### **Executive Directors**

- (1) **Mr. SONG Zhenghuan (“Mr. Song”)**, aged 77, is the chairman and executive Director of the Company, and responsible for the effective operation of the Board and the strategic guidance of the Group business. He was also the chief executive officer of the Company from listing to 15 January 2016. Mr. Song is the founder with more than 30 years of experience in the juvenile products industry. Mr. Song majored in mathematics and graduated from Jiangsu Teachers University (江蘇師範學院) in 1981 with a certificate of graduation.

Prior to establishing the Company, Mr. Song was a teacher in Lujia Middle School in Kunshan City from 1973 to 1984 and he was the Vice Principal from 1984 to 1993.

Between 1989 and 1993, Mr. Song was also in charge of a factory run by Lujia Middle School, the predecessor of Goodbaby Group Co., Ltd., which is a major founding shareholder of our Group. In 1989, Mr. Song invented a “push and rock” stroller and subsequently founded our Group to engage in the design, manufacture and marketing of strollers under the “好孩子 Goodbaby” brand in China. Because of Mr. Song’s outstanding achievements, he was awarded the Ernst & Young Entrepreneur of the Year Award (安永企業家獎) for the Greater China region in 2006. In 2012, Mr. Song was awarded the “Chinese Toy Industry’s Outstanding Achievement Award” (中國玩具行業傑出成就獎) by the China Toy Association. In 2013, Mr. Song was selected as winner of Walter L. Hurd Executive Medal 2013 by the Walter L. Hurd Fo.

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

- (i) Goodbaby Child Products Co., Ltd.\*;
- (ii) Goodbaby Children’s Products, Inc.;
- (iii) Goodbaby (Hong Kong) Limited;
- (iv) Shanghai Goodbaby Fashion Co., Ltd.;
- (v) Magellan Holding GmbH;
- (vi) Goodbaby US Holdings, Inc.;
- (vii) Serena Merger Co., Inc.;
- (viii) WP Evenflo Holdings, Inc.;

\* For identification purpose only

---

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

---

- (ix) Evenflo Company, Inc.;
- (x) Evenflo Asia, Inc.;
- (xi) Lisco Feeding, Inc.;
- (xii) Lisco Furniture, Inc.;
- (xiii) Goodbaby (Europe) Group Limited;
- (xiv) Rollplay (Hong Kong) Co., Limited;
- (xv) Oasis Dragon Limited;
- (xvi) Goodbaby Retail & Service Holdings Company; and
- (xvii) Goodbaby (China) Retail & Service Company.

Mr. Song is an indirect shareholder and a director of Sure Growth Investments Limited and Pacific United Developments Limited (“PUD”), both of which are substantial shareholders of the Company.

Mr. Song is also a shareholder and a director of Cayey Enterprises Limited, which is a shareholder of the Company, and a shareholder of both PUD and Sure Growth Investments Limited.

Save as disclosed above, Mr. Song does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does he hold other positions in the Company or members of the Group.

Mr. Song entered into a service contract with the Company for a term of three years commencing on 24 November 2022 of which expired on 23 November 2025. On 1 November 2025, Mr. Song renewed the service contract with the Company for a term of three years commencing on 24 November 2025. Mr. Song will not receive any additional remuneration for acting as an executive Director; his remuneration for taking on other roles in the Company will be determined based on his duties and performance review, with reference to the Company’s relevant remuneration policies. Mr. Song is entitled to receive a fixed annual salary of RMB2,625,000 (after tax) and performance-related bonus at the discretion of the Board for his employment by the Group. For the year ended 31 December 2025, Mr. Song’s remuneration (inclusive of salaries, allowances and benefits in kind) received from the Group amounted to approximately HK\$4,292,000. Mr. Song is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

---

## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

Mr. Song is the spouse of Ms. FU Jingqiu (“**Ms. Fu**”), a non-executive Director of the Company.

As at the Latest Practicable Date, Mr. Song is deemed to be interested in 608,550,380 Shares, through Grappa Trust, within the meaning of Part XV of the SFO. Mr. Song is a beneficiary of the Grappa Trust, of which Trident Trust Company (HK) Limited is the trustee. Grappa Enterprises Limited is indirectly wholly-owned by Trident Trust Company (HK) Limited. Grappa Enterprises Limited holds a 99.99% interest in Cayey Enterprises Limited directly. Cayey Enterprises Limited holds a 27.22% interest in PUD and a 53.33% interest in Sure Growth Investments Limited.

As at the Latest Practicable Date, Ms. Fu held 696,304,251 Shares through Gramma Trust. Ms. Fu is a beneficiary of the Gramma Trust, of which Trident Trust Company (HK) Limited is the trustee. Gramma Enterprises Limited is indirectly wholly-owned by Trident Trust Company (HK) Limited. Gramma Enterprises Limited directly holds a 99% interest in Rosy Phoenix Limited, which in turn holds a 27.22% interest in PUD and a 26.67% interest in Sure Growth Investments Limited. Accordingly, Mr. Song is deemed to be interested in the 696,304,251 Shares, held by Ms. Fu through Gramma Enterprise Limited within the meaning of Part XV of the SFO.

Trident Trust Company (HK) Limited acts as the trustee of Gramma Trust and Grappa Trust, holding the trust interests in trust for the respective beneficiaries of such trusts. The beneficiaries of Grappa Trust include Mr. Song and his family members and the beneficiaries of Gramma Trust include Ms. Fu and her family members.

As at the Latest Practicable Date, Mr. Song is deemed to be interested in 1,668,000 underlying Shares of the Company within the meaning of Part XV of the SFO in respect of the share options of the Company granted to him. In addition, Mr. Song is also deemed to be interested in 2,485,000 underlying Shares of the Company in respect of the share options of the Company granted to Ms. Fu.

Save as aforesaid, Mr. Song does not have relationships with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

---

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

---

- (2) **Mr. Martin POS** (“**Mr. Pos**”), aged 56, is an executive Director of the Company. Mr. Pos is the founder of the Group’s strategic brand CYBEX. As the executive chairman of CYBEX, Mr. Pos is responsible for leading the brand’s strategy implementation and overall management. He is an entrepreneur with over 23 years of industry experience including the development and management of premium lifestyle brands, most notably the brand development, global distribution, design and development of premium baby products. Following the merger of CYBEX in early 2014, Mr. Pos was appointed as the executive director of the Company in March 2014 primarily responsible for the management of portfolio of global brands for our Company. In December 2014, Mr. Pos was appointed as the deputy CEO. During the period from January 2016 to 21 March 2023, Mr. Pos acted as the CEO of the Company.

Save as disclosed above, Mr. Pos does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does he hold other positions in the Company or members of the Group.

Mr. Pos renewed the appointment letter as an executive Director with the Company for a term of three years, which took effect on 18 March 2026. Mr. Pos will not receive any additional remuneration for acting as an executive Director; his remuneration for taking on other roles in the Company will be determined based on his duties and performance review, with reference to the Company’s relevant remuneration policies. Under Mr. Pos’s service agreement as the executive chairman of CYBEX, he is entitled to receive a fixed annual salary of EUR1,320,000 (before tax), performance-related bonus at the discretion of the Board and other fringe benefits. For the year ended 31 December 2025, Mr. Pos’s remuneration (inclusive of salaries, allowances and benefits in kind, and performance-related bonuses) received from the Group amounted to approximately HK\$26,450,000. Mr. Pos is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

As at the Latest Practicable Date, Mr. Pos is directly interested in 126,580,915 Shares within the meaning of Part XV of the SFO and is deemed to have an interest in the 38,380,000 underlying Shares of the Company within the meaning of Part XV of the SFO in respect of the share options granted to him by the Company.

Save as aforesaid, Mr. Pos does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

---

## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

- (3) **Mr. XIA Xinyue** (“**Mr. Xia**”), Mr. Xia, aged 56, has been appointed as an executive Director, with effect from 27 March 2026. He has been appointed as the chief operating officer of the Group since 9 March 2026. Mr. Xia is responsible for the Group’s operations and global supply chain strategy and its execution, including manufacturing systems, procurement and logistic systems, and the information technology for the Group. Mr. Xia is also responsible for core business processes optimization, innovation, digital transformation, and sustainability and so on to build the Group’s future-oriented core competitiveness.

Mr. Xia previously served in a number of positions in the Company from November 2017 to February 2024. He formerly acted as the chief competition officer of the Company from November 2017 to February 2024; the chief operating officer of the Company from May 2018 to February 2024; and an executive Director of the Company from 10 November 2017 to 29 February 2024.

Mr. Xia has extensive management experience in automotive industry for over 28 years and has held positions at several companies of automotive industry in China. He previously worked for the China division of the Faurecia Automotive Seating Business Group, where he held positions ranging from plant general manager to deputy general manager of the China division, and ultimately the president of the China division, managing 15 factories for more than 7 years.

Mr. Xia obtained a bachelor’s degree in Tele-Communication Engineering from the Shanghai Tiedao University in 1992. He also obtained a master of business administration degree from the DongHua University in 2001 and a doctorate degree in management science from the Shanghai Jiao Tong University in 2007.

Mr. Xia has entered into an appointment letter with the Company for an initial term of three years commencing on 27 March 2026. Mr. Xia will not receive any additional remuneration for acting as an executive Director; his remuneration for taking on other roles in the Company will be determined based on his duties and performance review, with reference to the Company’s relevant remuneration policies. As the chief operating officer of the Group, Mr. Xia is entitled to receive a fixed salary of RMB2,400,000 per annum and variable annual performance-based bonus. He is also entitled to enjoy compulsory social benefit according to applicable labor laws. Mr. Xia is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Save as disclosed above, Mr. Xia does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does he hold other positions in the Company or members of the Group.

---

## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

As at the Latest Practicable Date, Mr. Xia does not have or is not deemed to have any interests or short positions in any Shares, underlying Shares, or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Xia does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

### Independent Non-executive Director

- (4) **Mr. JIN Peng** (“Mr. Jin”), aged 50, was appointed as an independent non-executive Director of the Company on 21 February 2017. Mr. Jin has over 20 years of experience in technology investments, entrepreneurship, financial advisory and corporate management. Mr. Jin started his career in 1998 as a member of Bear Stearns Asia’s New Media & Telecom group. In 2000, Mr. Jin joined 21Vianet Group Inc. (NASDAQ: VNET) as an executive vice president where he was responsible for overseeing business development, product, marketing and international sales and was later appointed as a chief financial officer. From 2003 to 2007, Mr. Jin served as a partner in CEC Capital Group (formerly known as China eCapital Corporation) where he provided fund raising, merger and acquisition advisory services for growth stage companies in the PRC. In 2008, Mr. Jin co-founded Keytone Ventures, a venture fund focusing on early stage technology investment opportunities with a total asset under management of US\$420 million. Mr. Jin left Keytone Ventures in 2014 to start Emerge Ventures, a venture studio specializing in mostly seed and angel investments and incubating technology startups. Mr. Jin was appointed as Chief Operating Officer and secretary of Bison Capital Acquisition Corp. (NASDAQ: BCACU) on 20 December 2016. In addition, Mr. Jin was appointed as an executive director of Cinedigm Corp. (NASDAQ: CIDM) on 1 November 2017. Mr. Jin obtained a bachelor’s degree with a dual major in Finance and Information Systems from the New York University in 1998.

Save as disclosed above, Mr. Jin does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does he hold other positions in the Company or members of the Group.

As at the Latest Practicable Date, Mr. Jin is directly interested in 3,010,000 Shares within the meaning of Part XV of the SFO and is deemed to have an interest in the 96,000 underlying Shares of the Company within the meaning of Part XV of the SFO in respect of the share options granted to him by the Company.

Mr. Jin has entered into an appointment letter with the Company for an initial term of three years. Mr. Jin has renewed the appointment letter with the Company for a term of three years on 21 February 2026. Under the appointment letter, Mr. Jin is

---

## APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

---

entitled to receive a director's fee of US\$30,000 per annum. For the year ended 31 December 2025, Mr. Jin's remuneration received from the Group amounted to approximately HK\$234,000. Mr. Jin is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Mr. Jin does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

### **CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR WHO HAS SERVED MORE THAN NINE YEARS**

According to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, if an independent non-executive Director serves more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. Mr. Jin was appointed as an independent non-executive Director in February 2017, and has served the Company for more than nine years. The Company has received Mr. Jin's confirmation of independence according to Rule 3.13 of the Listing Rules. Mr. Jin has not engaged in any executive management of the Group. Taking into consideration of (a) his independent scope of works in the past years; (b) he is able to confirm his independence in respect of each of the factors set out in Rule 3.13 of the Listing Rules; (c) he has demonstrated continued independent judgement which contributes positively to the development of the Company's strategy and policies; (d) he has not had and does not have any executive or management role or functions in the Company and its subsidiaries, nor has he been employed by any member of the Group; (e) he does not receive any remuneration from the Company apart from Director's fees; (f) he does not receive any remuneration from a third party in relationship to his directorship; (g) he does not have any financial, business, family or other material relationships with the Group, its management, advisers and business; (h) he holds less than 1% of the total issued share capital of the Company; and (i) he does not serve as a director or employee of a significant competitor of the Group, the Board considers Mr. Jin continues to be independent under the Listing Rules and is able to carry out his duties as an independent non-executive Director despite the fact that he has been serving the Company for more than nine years. The Board believes that Mr. Jin continuous tenure will bring considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Jin who has contributed valuable insight into the Group over time. Separate resolution will be proposed for his re-election at the Annual General Meeting. Mr. Jin confirmed that he has satisfied all factors set out in Rule 3.13 of the Listing Rules in assessing his independence. Mr. Jin does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,673,332,166 Shares and the Company did not have any treasury shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,673,332,166 Shares, and that the Company does not have any treasury shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a maximum of 167,333,216 Shares (excluding treasury shares, if any), representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

The Listing Rules (i) allow repurchased Shares to be held in treasury; and (ii) govern the resale of treasury shares. If the Company repurchases Shares pursuant to the Share Buy-back Mandate, the Company may (a) cancel the repurchased Shares; and/or (b) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution set out in item 7 of the notice of the Annual General Meeting and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) giving any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

## **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### 3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds entirely from the Company's available cash flow or working capital facilities, which will be funds legally available for such purpose in accordance with its Memorandum and Articles of Association (as amended from time to time) and the applicable laws of the Cayman Islands.

### 4. IMPACT OF SHARE BUY-BACK

There is no material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2025) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

### 5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Month	Highest HK\$	Lowest HK\$
2025	April	1.490	0.910
	May	1.470	1.090
	June	1.280	1.020
	July	1.260	1.050
	August	1.470	1.060
	September	1.470	1.260
	October	1.360	1.190
	November	1.240	1.110
	December	1.160	1.010
	2026	January	1.160
February		1.110	1.030
March		1.080	0.950
April (up to the Latest Practicable Date)		1.040	0.940

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed Share buy back has any unusual features.

**7. TAKEOVERS CODE**

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. Song and Ms. Fu, both being our controlling Shareholders (as defined in the Listing Rules), and persons acting in concert with them were collectively interested in 770,195,427 Shares, representing approximately 46.03% of the issued Shares (without taking into account 1,668,000 underlying Shares in relation to the share options granted to Mr. Song and 2,485,000 underlying Shares in relation to share options granted to Ms. Fu).

In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of Mr. Song, Ms. Fu and persons acting in concert with them would be increased to approximately 51.14% of the issued share capital of the Company (without taking into account 1,668,000 underlying Shares in relation to the share options granted to Mr. Song and 2,485,000 underlying shares in relation to share options granted

to Ms. Fu). The Directors consider that such increase in shareholding would give rise to an obligation for Mr. Song, Ms Fu and parties acting in concert with them to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

#### **8. SHARE BUY-BACK MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, 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 document.*



### **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)**

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Goodbaby International Holdings Limited (the “**Company**”) will be held at 9/F, No. 5 Building, the Hub, No. 99 Shaohong Road, Minhang District, Shanghai, PRC on Friday, 29 May 2026 at 10:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2025.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) To re-elect Mr. SONG Zhenghuan as an executive director of the Company and to authorize the board of directors to fix his remuneration.
  - (b) To re-elect Mr. Martin POS as an executive director of the Company and to authorize the board of directors to fix his remuneration.
  - (c) To re-elect Mr. XIA Xinyue as an executive director of the Company and to authorize the board of directors to fix his remuneration.
  - (d) To re-elect Mr. JIN Peng as an independent non-executive director of the Company and to authorize the board of directors to fix his remuneration.
3. To authorize the board of directors to fix the remuneration of the other directors of the Company.
4. To declare a final dividend of HK\$0.05 per share for the year ended 31 December 2025.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

5. To re-appoint Ernst & Young as auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorize the board of directors to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (including any treasury shares to be resold or transferred) by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).

References to an allotment, issue, grant or offer of securities or shares shall include sale or transfer of treasury shares and references to allottees shall include purchasers or transferees of such treasury shares. For the avoidance of doubt, the Directors may only use such general mandate for the resale of treasury shares to the extent permitted under all applicable laws, rules and regulations.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back / by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

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

Hong Kong, 7 May 2026

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and on a poll, 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 Annual General Meeting. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power of attorney or authority, 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, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2026.
5. For determining the entitlement to the final dividend for the year ended 31 December 2025, the register of members of the Company will be closed on Tuesday, 9 June 2026, during which day no transfer of shares will be registered. The record date for determining the entitlements to the final dividend will be on Tuesday, 9 June 2026. In order to qualify for the final dividend, all completed share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 pm on Monday, 8 June 2026.
6. A circular containing further details concerning items 2, 6, 7 and 8 set out in the above notice will be posted on Company’s website to all shareholders of the Company together with the 2025 Annual Report.
7. If a tropical cyclone warning signal number 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning is/are in force or is expected to be hoisted or in force in Hong Kong between 8 a.m. to 10 a.m. on Friday, 29 May 2026, the Annual General Meeting will automatically be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company notifying shareholders of the date, time and location of the rescheduled meeting. “Business Day”, in the context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong.
8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
9. References to time and dates in this notice are to Hong Kong time and dates.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

This circular (in both English and Chinese versions) has been posted on the Company's website at [www.gbinternational.com.hk](http://www.gbinternational.com.hk).

Shareholders may request for printed copy of the circular free of charge or change their choice of means of receipt and language of the Company's corporate communications by sending reasonable notice in writing to 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, Wan Chai, Hong Kong or by sending an email to [goodbaby.ecom@computershare.com.hk](mailto:goodbaby.ecom@computershare.com.hk).

Shareholders who have chosen to receive the Company's corporate communications in either English or Chinese version will receive both English and Chinese versions of this circular since both languages are bound together into one booklet.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong. If any shareholder has any question relating to the meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre,  
183 Queen's Road East, Wan Chai, Hong Kong  
Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)  
HK Tel: 2862 8555  
Fax: 2865 0990

*As at the date of this notice, the executive Directors are Mr. SONG Zhenghuan, Mr. LIU Tongyou, Mr. Martin POS and Mr. XIA Xinyue; the non-executive Directors are Ms. FU Jingqiu and Mr. HO Kwok Yin, Eric; and the independent non-executive Directors are Ms. CHIANG Yun, Mr. WONG Shun Tak, and Mr. JIN Peng.*