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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)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made by the Company pursuant to Rule 13.18 of the Listing Rules.

On 19 October 2017, Goodbaby (Hong Kong) Limited (好孩子(香港)有限公司), a wholly-owned subsidiary of the Company, as the Borrower, entered into a Facility Agreement with a financial institution as the Lender in relation to a term loan facility in an amount of US\$100,000,000 with the maturity date falling 36 months from the Utilization Date, which contains specific performance obligations imposed on the controlling shareholder of the Company.

This announcement is made by Goodbaby International Holdings Limited (the “**Company**”) and together with its subsidiaries, collectively the “**Group**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 19 October 2017, Goodbaby (Hong Kong) Limited (好孩子(香港)有限公司), a wholly-owned subsidiary of the Company, as the borrower (the “**Borrower**”), entered into a credit facility agreement (the “**Facility Agreement**”) with a financial institution as the lender (the “**Lender**”), pursuant to which the Lender has agreed to make available a term loan facility in an amount of US\$100,000,000 (the “**Loan**”) to the Borrower with the final maturity date falling 36 months from the date of utilization of the Loan (the “**Utilization Date**”).

SPECIFIC PERFORMANCE OBLIGATIONS

Pursuant to the terms of the Facility Agreement, if Mr. Song Zhenghuan (“**Mr. Song**”) (together with members of the Concert Group) ceases to:

- (a) on or prior to the completion (the “**Completion**”) of the agreement dated 24 July 2017 entered into between the Company as the purchaser and Goodbaby China Holdings Limited as the vendor in relation to the acquisition of the entire issued capital of Oasis Dragon Limited, be the beneficial owner (directly or indirectly) of at least 15% of the issued share capital of the Company; or
- (b) at any time after the Completion:
 - (i) be the single largest beneficial owner of the issued share capital of the Company; or
 - (ii) be the beneficial owner (directly or indirectly) of at least 30% of the issued share capital of the Company,

the Lender will not be obliged to fund the Loan and it may cancel the commitment under the Facility Agreement and declare the outstanding Loan, together with accrued interests and all other amounts accrued under certain finance documents in connection with the Facility Agreement, to be immediately due and payable.

For the purpose of the Facility Agreement, members of the concert group include: (i) Ms. Fu Jingqiu; (ii) Ms. Sharon Nan Kobler; (iii) Mr. Liu Tongyou; (iv) Mr. Michael Nan Qu; (v) Mr. Wang Haiye; (vi) any trust established for estate or family wealth planning the settlor(s) of which comprise solely of Mr. Song and/or any one or more individuals referred to in (i) to (vi) above (the “**Concert Group**”).

As at the date of this announcement, Mr. Song (together with the Concert Group), is (directly and indirectly) interested in aggregate 259,000,000 shares of the Company, representing approximately 23.06% of the issued share capital of the Company.

In accordance with the requirements under Rule 13.21 of the Listing Rules, disclosure will be included in the subsequent annual and interim reports of the Company for so long as the circumstances giving rise to the obligation continue to exist.

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

Hong Kong, 19 October 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.