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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 7 October 2015, the Company offered to grant 25,850,000 share options (the “**Share Options**”, each a “**Share Option**”) to subscribe for an aggregate of 25,850,000 new shares of HK\$0.01 each (the “**Shares**”, each a “**Share**”) in the capital of the Company, to certain eligible participants (the “**Grantees**”, each a “**Grantee**”), subject to the acceptance of the Grantees, under the share option scheme adopted by the shareholders of the Company on 5 November 2010.

Details of the Share Options granted are as follows:

Date of grant :	7 October 2015 (the “ <b>Date of Grant</b> ”)
Exercise price of Share Options Granted :	HK\$3.75, representing the highest of (i) the official closing price of HK\$3.75 per Share as stated in the daily quotation sheets issued by The Stock Exchange of Hong Kong Limited (the “ <b>Stock Exchange</b> ”) on 7 October 2015, being the Date of Grant; (ii) the average closing price of HK\$3.498 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 :	25,850,000 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\$3.75
Validity period of the Share Options :	7 October 2018 to 6 October 2028
Vesting schedule of the Share Options :	The 25,850,000 Share Options, being Share Options granted to certain employees of the Group, 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. 7 October 2018 ; (ii) another one third of which shall be vested on the fourth anniversary of the Date of Grant, i.e. 7 October 2019; and (iii) the remaining one third of which shall be vested on the fifth anniversary of the Date of Grant, i.e. 7 October 2020.
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

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, 7 October 2015

*As at the date of this announcement, the executive directors of the Company are Mr. Song Zhenghuan, Mr. Wang Haiye, Mr. Michael Nan Qu and Mr. Martin Pos; the non-executive director of the Company is Mr. Ho Kwok Yin, Eric; and the independent non-executive directors of the Company are Mr. Iain Ferguson Bruce, Mr. Shi Xiaoguang and Ms. Chiang Yun.*