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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON THURSDAY, 25 MAY 2017

Reference is made to the circular of Goodbaby International Holdings Limited (the “**Company**”) dated 24 April 2017 (the “**Circular**”). Terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on Thursday, 25 May 2017, all the proposed resolutions as set out in the notice of the AGM were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2016.	795,006,611 (100.00%)	0 (0.00%)
2.	To declare a final dividend of HK\$0.05 per ordinary share for the year ended 31 December 2016.	795,005,611 (99.99%)	1,000 (0.01%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	(a) To re-elect Mr. Martin POS as executive director of the Company and to authorize the board of directors to fix his remuneration.	755,402,300 (97.41%)	20,087,563 (2.59%)
	(b) To re-elect Mr. WANG Haiye as executive director of the Company and to authorize the board of directors to fix his remuneration.	774,919,048 (97.47%)	20,087,563 (2.53%)
	(c) To re-elect Mr. Jan REZAB as executive director of the Company and to authorize the board of directors to fix his remuneration.	774,919,048 (97.47%)	20,087,563 (2.53%)
	(d) To re-elect Mr. LIU Tongyou as executive director of the Company and to authorize the board of directors to fix his remuneration.	774,918,048 (97.47%)	20,088,563 (2.53%)
	(e) To re-elect Mr. Iain Ferguson BRUCE as independent non-executive director of the Company and to authorize the board of directors to fix his remuneration.	702,680,482 (89.74%)	80,366,566 (10.26%)
	(f) To re-elect Mr. JIN Peng as independent non-executive director of the Company and to authorize the board of directors to fix his remuneration.	783,047,048 (100.00%)	0 (0.00%)
4.	To re-appoint Ernst & Young as auditors and to authorize the board of directors to fix their remuneration.	795,006,611 (100.00%)	0 (0.00%)
5.	To give a general mandate to the directors to buy back shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of this resolution.	795,003,611 (99.99%)	3,000 (0.01%)
6.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution.	483,311,366 (60.79%)	311,695,245 (39.21%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company pursuant to the mandate by resolution 5.	486,263,366 (61.16%)	308,743,245 (38.84%)
8.	To approve and adopt the refreshment of the scheme limit of the share option scheme of the Company to 10% of the shares of the Company in issue as at the date of passing of this resolution.	523,067,598 (65.79%)	271,939,013 (34.21%)

As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 8, all resolutions were duly passed as ordinary resolutions.

As at the date of the AGM, the total number of shares of the Company in issue was 1,116,306,000 shares. The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 1,116,306,000 shares. There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

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

Hong Kong, 25 May 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.