

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



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 ADOPTION OF SHARE OPTION SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME

The Existing Share Option Scheme

The Existing Share Option Scheme was adopted on 5 November 2010. The Existing Share Option Scheme will expire on the tenth anniversary of its adoption.

To enable the Company to continue to grant Share Options to Eligible Participants as incentives or rewards for their contributions to the success of the Group, the Board proposes to recommend to the Shareholders at the forthcoming Annual General Meeting to terminate the Existing Share Option Scheme with effect from the Adoption Date and to approve the adoption of the Share Option Scheme.

The Share Option Scheme

The adoption of the Share Option Scheme will enable the Company to continue the grant of Share Options to Eligible Participants as incentives or rewards for their contribution or potential contribution to the Group.

The provisions of the Share Option Scheme comply with the requirements of Chapter 17 of the Listing Rules.

A summary of the principal terms of the Share Option Scheme will be set out in the Circular.

The Share Option Scheme is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares which may fall to be issued pursuant to the exercise of options to be granted under the Share Option Scheme; and
- (ii) the passing of ordinary resolution(s) by the Shareholders at the Annual General Meeting to approve and adopt the Share Option Scheme, authorise the Board to grant Share Options under the Share Option Scheme, to allot and issue Shares pursuant to the exercise of any Share Options to be granted pursuant to the Share Option Scheme.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Adoption Date”	the date on which the Share Option Scheme will be approved and adopted by an ordinary resolution of the Shareholders
“Annual General Meeting”	the annual general meeting of the Company to be held for the purpose of, among others, approving the Share Option Scheme
“Circular”	the circular of the Company containing, among other things, details of the Share Option Scheme
“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, and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the directors of the Company
“Eligible Participant”	any full-time or part-time employees, executives or officers or directors (including executive, non-executive and independent non-executive directors) of the Company or any of the subsidiaries and any suppliers, customers, consultants, agents and advisers who, in the sole opinion of the Board, will contribute or have contributed to the Group
“Existing Share Option Scheme”	the share option scheme adopted by the Company on 5 November 2010
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	the ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Options”	share options to be granted under the Share Option Scheme

“Share Option Scheme” the share option scheme of the Company proposed to be adopted by the Shareholders at the Annual General Meeting

“Stock Exchange” The Stock Exchange of Hong Kong Limited

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

Hong Kong, 24 March 2020

As at the date of this announcement, the Executive Directors of the Company are Mr. SONG Zhenghuan, Mr. Martin POS, Mr. XIA Xinyue, Mr. LIU Tongyou and Mr. Michael Nan QU; the Non-Executive Directors are Ms. FU Jingqiu and 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.