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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.

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**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 GRANT OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
PROPOSED ADOPTION OF THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of Goodbaby International Holdings Limited to be held at 8/F, No. 5 Building, the Hub, No. 99 Shaohong Road, Minhang District, Shanghai, PRC on Monday, 22 May 2023 at 10:00 am is set out on pages 49 to 55 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.*

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## DEFINITIONS

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*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 8/F, No. 5 Building, the Hub, No. 99 Shaohong Road, Minhang District, Shanghai, PRC on Monday, 22 May 2023 at 10:00 am, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 49 to 55 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
“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 same 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 as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	14 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company currently in force
“PUD”	Pacific United Developments Limited, a limited liability company incorporated in the British Virgin Islands and a substantial shareholder of the Company
“PRC”	the People’s Republic of China
“Second Amended and Restated Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company incorporating the changes set out in Appendix III to this circular proposed to be approved and adopted by the Shareholders at the Annual General Meeting
“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 as at the date of passing of the proposed ordinary resolution contained in item 5 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
“%”	per cent



**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  
Mr. Michael Nan QU

*Non-executive Directors:*

Ms. FU Jingqiu  
Mr. HO Kwok Yin, Eric

*Independent Non-executive Directors:*

Ms. CHIANG Yun  
Mr. SHI Xiaoguang  
Mr. JIN Peng  
Mr. SO Tak Young

*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:*  
Room 2502, 25/F  
Tung Chiu Commercial Centre  
193 Lockhart Road  
Wan Chai  
Hong Kong

20 April 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
PROPOSED GRANT OF GENERAL MANDATES TO  
BUY BACK SHARES AND TO ISSUE SHARES  
AND  
PROPOSED ADOPTION OF THE SECOND AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**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 22 May 2023.

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## LETTER FROM THE BOARD

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

In accordance with Article 108 of the Articles of Association, Mr. Martin POS, Mr. LIU Tongyou, Mr. JIN Peng and Mr. SO Tak Young shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

### **3. PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK SHARES**

At the annual general meeting of the Company held on 23 May 2022 (the “**2022 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 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 of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 49 to 55 of this circular (i.e. a total of 166,803,116 Shares 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.

### **4. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES**

At the 2022 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 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 of the Company 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 49 to 55 of this circular (i.e. a total of 333,606,233 Shares 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

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## LETTER FROM THE BOARD

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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.

### 5. PROPOSED ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 28 March 2023.

The Board proposes to amend the Memorandum and Articles of Association by adopting the Second Amended and Restated Memorandum and Articles of Association, in order to (a) bring the Memorandum and Articles of Association to conform with the core shareholder protection standards set out in Appendix 3 to the Listing Rules; (b) provide flexibility to the Company in relation to the conduct of general meetings by allowing general meetings of the Company to be held as virtual meetings or hybrid meetings where Shareholders may participate by electronic communication facilities in substitution for or in addition to physical attendance at one or more locations; and (c) incorporate certain general updating and housekeeping amendments (the “**Proposed Amendments**”), details of which are set out in Appendix III to this circular. A special resolution will be proposed at the Annual General Meeting to approve the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum and Articles of Association.

The major Proposed Amendments are summarised as follows:

1. to include or revise the definitions of “Companies Act”, “Close Associate(s)”, “Companies Ordinance”, “Electronic Record”, “Specified Place”, “Special Resolution”, “Ordinary Resolution” and references to anything done by electronic means and vote casting or taking, so as to align them with the relevant provisions in the Second Amended and Restated Memorandum and Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules, and make corresponding changes to the relevant articles;
2. to clarify that no shares of the Company shall be issued to bearer;
3. to remove the reference to the reduction of the Company’s share premium account by ordinary resolution;
4. to remove the references to (a) a maximum price where the Company purchase for redemption a redeemable Share not through the market or by tender, and (b) if purchases are by tender, the tenders shall be available to all Shareholders alike;
5. to clarify that the register of members of the Company may be closed for such longer period exceeding 30 days as the Shareholders may by ordinary resolution determine, provided that such period shall not be extended beyond 60 days in any year;

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## LETTER FROM THE BOARD

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6. to specify that the Company shall hold an annual general meeting in each financial year within six months after the end of the financial year (unless a longer period would not infringe the Listing Rules or as authorised by the Stock Exchange, if applicable);
7. to expressly allow that a general meeting may be held by means of such telephone, electronic or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting;
8. to expressly allow that a general meeting may be held, as may be determined by the Board from time to time: (a) by physical attendance and participation by the Shareholders at the specified place and where applicable, one or more places; (b) wholly by means of telephone, electronic or other communication facilities as mentioned above; or (c) by physical attendance at a specified place at which the chairman of the meeting shall preside (the “**Specified Place**”) and where applicable, one or more places and at the same time by means of telephone, electronic or other communication facilities as mentioned above;
9. to provide that in case a general meeting (save a meeting held wholly by means of telephone, electronic or other communication facilities) is to be held at more than one location, the notice of the meeting shall state the places of the meeting, and also the Specified Place;
10. to provide that in case a general meeting is to be held wholly or partly by means of telephone, electronic or other communication facilities, the notice of meeting shall state the details of the communication facilities for attendance and participation or how such details will be made available by the Company;
11. to expressly allow any one or more members holding not less than one-tenth of the voting rights, on a one vote per share basis, of the issued Shares shall have the right to convene a general meeting of the Company and add resolutions to the meeting agenda;
12. to expressly specified more detailed arrangements for the counting of quorum, counting of votes, the chairman’s power to interrupt or adjourn the general meeting under certain prescribed circumstances as well as other discretionary power to make arrangements for the purpose of managing the general meeting and/or to vary the arrangements and/or to make new arrangements in relation thereto;



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## LETTER FROM THE BOARD

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13. to expressly provide that all persons seeking to attend and participate in a general meeting shall be responsible for maintaining adequate facilities to enable them to do so, and any inability of a person to attend or communicate simultaneously and instantaneously including to speak and vote at such meeting by way of electronic facilities shall not invalidate the proceedings and/or resolutions passed at that meeting;
14. to expressly provide for Shareholders' right to speak and vote at a general meeting except a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
15. to clarify that where a Shareholder is a clearing house (or its nominee(s)), each of its proxies or authorised representative(s) shall enjoy rights equivalent to the rights of other individual Shareholders, including the right to vote and the right to speak at the general meeting;
16. to provide that at any general meeting a resolution put to the vote of the meeting shall be decided on by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands and the evidence of the passing of a resolution voted on by a show of hands;
17. to remove the 5% threshold for the requirement that a Director shall not vote on resolution in which a director or any of his close associate(s) (as defined in the Listing Rules) has/have a material interest;
18. to clarify that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election, and to clarify that any Director so appointed shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at the relevant annual general meeting;
19. to expressly specify that the Shareholders may by ordinary resolution appoint or remove the auditors and the remuneration of the auditors shall be fixed by the Company at the general meeting by ordinary resolution; and
20. other amendments for house-keeping purposes are also proposed to be in line with the Proposed Amendments and to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments and adoption of the Second Amended and Restated Memorandum and Articles of Association are subject to and will become effective upon the approval of the Shareholders by way of passing a special resolution to be proposed at the Annual General Meeting. The Proposed Amendments are set out in Appendix III to this circular.

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## LETTER FROM THE BOARD

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The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments are not inconsistent with the laws of the Cayman Islands.

The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong. The Shareholders are advised that the Second Amended and Restated Memorandum and Articles of Association are adopted in English only. The Chinese translation of the Proposed Amendments provided in Appendix III to this circular in Chinese is for reference only. The Chinese translation of the Second Amended and Restated Memorandum and Articles of Association will be made available upon adoption of the Second Amended and Restated Memorandum and Articles of Association by the Company for reference only. In case of any inconsistency, the English versions of the Proposed Amendments and the Second Amended and Restated Memorandum and Articles of Association shall prevail.

### **6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 49 to 55 of this circular.

Pursuant to 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 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 Hong Kong Exchanges and Clearing Limited (<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.

### **7. 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), Appendix II (Explanatory Statement on the Share Buy-back Mandate) and Appendix III (Proposed Amendments to the Memorandum and Articles of Association) to this circular.

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## LETTER FROM THE BOARD

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### 8. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, grant of the Share Buy-back Mandate and the Issuance Mandate, the Proposed Amendments and the proposed adoption of the Second Amended and Restated Memorandum and Articles of Association 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.

### 9. 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*

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

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*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) Martin POS, aged 53, is an executive director of the Company. Mr. Pos is the founder of the world's leading high-end child car seat brand CYBEX and he is the executive chairman of CYBEX, leading the brand's strategy implementation and overall management, all the brand's business units and functions across each continent, comprising technical services, supply chain and manufacturing, brand portfolio management, international distribution, national distribution and the brand's central services, reporting directly to the Board. He is an entrepreneur with over 21 years of industry experience including the development and management of premium lifestyle brands, most notably the 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 the Company. In December 2014, Mr. Pos was appointed as the deputy chief executive officer. During the period from January 2016 to 21 March 2023, Mr. Pos acted as the chief executive officer of the Company ("CEO").

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 has executed an appointment letter as an executive Director with the Company for a term of three years. Mr. Pos has renewed the appointment letter with the Company for a term of three years commenced from 18 March 2023. Mr. Pos has executed a service agreement with the Company on 15 January 2016 (as amended on 21 March 2023 in relation to his acting as the executive chairman of CYBEX). Under the service agreement, Mr. Pos is entitled to receive a fixed annual salary of EUR1,200,000, performance bonus payable at the discretion of the Board for his service as an executive director and other fringe benefits as stipulated thereof. Mr. Pos' remuneration has been determined by the Board based on the recommendation of the remuneration committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy and Mr. Pos' duties, responsibilities with the Company as well as his performance. 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.

Mr. Pos does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Pos is directly interested in 49,647,293 shares of the Company within the meaning of Part XV of the SFO and is deemed to have an interest in the 24,100,000 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.

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

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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.

- (2) LIU Tongyou, aged 55, was appointed as an executive director of the Company on 21 February 2017 and Regional Chairman APAC on 15 July 2017. Mr. Liu has been appointed as the CEO since 21 March 2023. Apart from being responsible for the overall management of the Group in his role as the CEO, Mr. Liu has also been responsible for the direct supervision and management of Group's finance, internal audit, legal affairs, investor relations and mergers and acquisitions, and the development and implementation of strategy and target for these areas in his direct supervision and management. Mr. Liu started to support the Group from 1994 and formally joined the Group in 1996. Since joining the Group, Mr. Liu has been responsible for the Group's finance, internal audit, legal affairs and investment & financing management, and has successively served as the vice president and chief financial officer of the Group. Mr. Liu received his bachelor's degree of science in 1989 and master's degree in economics in 1992. Mr. Liu worked for a famous Economist, Jiang Yiwei (蔣一葦), as his academic secretary in 1992. He joined the Beijing Standard Consultancy Company (北京標準股份諮詢有限公司) in 1993 as the business director and responsible for consulting on the restructuring as well as listing consultancy of a number of Chinese enterprises, including Haier Electric Appliance Company and Hainan Airlines Company. Mr. Liu was awarded the "2010 China Top Ten Outstanding CFOs" by China's "Chief Financial Officer" magazine and the "CFO of the Year" by the Hong Kong "2017 China Finance Awards".

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

- (i) Goodbaby (Hong Kong) Limited;
- (ii) Goodbaby Child Products Co., Ltd.\*;
- (iii) Ningbo Goodbaby Child Products Co., Ltd.\*;
- (iv) EQO Testing and Certification Services Co., Ltd.\*;
- (v) Goodbaby Czech Republic s.r.o.;
- (vi) Columbus Trading-Partners Japan Limited;
- (vii) Goodbaby Europe Holdings Limited; and
- (viii) Kunshan Goodbaby Yijia Retail Co., Ltd.\*.

\* For identification purpose only

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

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Mr. Liu is also a director of PUD, a substantial shareholder of the Company.

Mr. Liu is a shareholder and director of Silvermount Limited. Mr. Liu is also a shareholder of Sure Growth Investments Limited, a substantial shareholder of the Company.

Save as disclosed above, Mr. Liu 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. Liu has entered into an appointment letter as an executive Director with the Company for an initial term of three years. Mr. Liu renewed the appointment letter with the Company for a term of three years on 21 February 2023. Under the appointment letter, Mr. Liu is entitled to receive salary at RMB3,424,000 per annum with discretionary bonus to be determined with reference to his target performance of the relevant year. The remuneration of Mr. Liu was determined with reference to his responsibility and experience, the remuneration policy of the Company and prevailing market practice. Mr. Liu 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. Liu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Liu is deemed to have an interest in 10,653,000 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. In addition, Mr. Liu is also deemed to have an interest in 29,057,573 shares of the Company through his controlled corporation, Silvermount Limited.

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 Directors**

- (3) JIN Peng, aged 47, was appointed as an independent non-executive Director of the Company on 21 February 2017. Mr. Jin has over 19 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

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

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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 focused 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.

Mr. Jin 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 2023. Under the appointment letter, Mr. Jin is entitled to receive a director's fee of US\$30,000 per annum. 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.

- (4) SO Tak Young, aged 52, has been appointed as an independent non-executive Director on 23 May 2022. Mr. So has more than 20 years of experience in finance, accounting, investment and private equity businesses with global financial institutions and asset management companies. He started his career as an auditor with Ernst & Young, Hong Kong from February 1993 to December 1994. Mr. So has served as a managing partner of FastLane Group since July 2012. He has been serving as an independent non-executive Director and Chairman of the Audit Committee of Shanghai Henlius Biotech, Inc. (HKEX: 2696) since September 2019 and CARsgen Therapeutics Holdings Limited (HKEX: 2171) since June 2021. Mr. So has previously served various positions, including vice president of global capital

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

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market/Asia treasury and vice president of financial controls of Bank of America, Hong Kong from January 1998 to March 2002, head of finance and operations of consumer and commercial banking in Hong Kong, head of asset and liability management of Greater China and chief financial officer of private client banking in Hong Kong of ABN AMRO Bank N.V., Hong Kong from March 2002 to January 2005, chief financial officer of Hamon Asset Management Limited, an affiliate of Bank of New York Mellon from February 2005 to August 2007, chief financial officer of Asia Pacific of asset management division for Deutsche Bank, Hong Kong from August 2007 to November 2011, and chief financial officer of PAG Capital from November 2011 to April 2012. Mr. So received his bachelor of business degree and his master of business administration degree from the University of Technology in Sydney, Australia in April 1994 and September 1998, respectively. He is a fellow member of Certified Practising Accountant Australia since August 2011.

Mr. So has entered into a letter of appointment with the Company for an initial term of three years commencing on 23 May 2022 immediately following the conclusion of the AGM held on 23 May 2022, subject to retirement by rotation and re-election in accordance with the Listing Rules and the Articles of Association of the Company. Mr. So is entitled to receive a director's fee of US\$40,000 per annum which were determined by the Board on the recommendation of the Remuneration Committee with reference to his qualifications, experience, duties and responsibilities, time commitment and remunerations paid by comparable companies.

Save as disclosed above, Mr. So does not hold and has not held any directorships in the past three years 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. So does not have any interest in any shares, underlying shares or debenture of the Company and/or its associated corporation within the meaning of Part XV of SFO. Mr. So has confirmed that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

Mr. So does not have any relationship with any directors, senior management, substantial 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.



*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 1,668,031,166 Shares.

Subject to the passing of the ordinary resolution set out in item 5 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 1,668,031,166 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 total of 166,803,116 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **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 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 2022) 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:

	<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
2022	April	1.12	0.98
	May	1.18	0.99
	June	1.08	1.00
	July	1.02	0.89
	August	0.89	0.71
	September	0.87	0.75
	October	0.80	0.48
	November	0.65	0.49
	December	0.69	0.57
	2023	January	0.78
February		0.97	0.65
March		0.73	0.60
April ( <i>up to the Latest Practicable Date</i> )		0.65	0.59

**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 Cayman Islands.

## 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.

To the best knowledge of the Company, 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, the following Shareholders were directly or indirectly interested in 5% or more of the issued Shares:

	Name of Shareholders	Number of Shares in which interested		Capacity in which Shares are held	Approximate percentage of existing shareholding
		Long position (L)	Short position (S)		
1	Mr. Song Zhenghuan ("Mr. Song") (Notes 1, 2, 3 & 4)	769,639,427 (L)		Beneficiary of a Trust/ Beneficial Owner/Interest of Controlled Corporation/Interest of spouse	46.14%
2	Ms. Fu Jingqiu ("Ms. Fu") (Notes 1, 2, 3 & 4)	769,639,427 (L)		Settlor/Beneficiary of a Trust/Beneficial Owner/ Interest of spouse	46.14%
3	Cayey Enterprises Limited (Note 2)	548,994,581 (L)		Interest of Controlled Corporation/Beneficial Owner	32.91%
4	Credit Suisse Trust Limited (Singapore) (Note 2)	548,994,581 (L)		Trustee	32.91%
5	Grappa Holdings Limited (Note 2)	548,994,581 (L)		Interest of Controlled Corporation	32.91%
6	PUD (Note 2)	409,518,229 (L)		Beneficial Owner	24.55%

	Name of Shareholders	Number of Shares in which interested		Capacity in which Shares are held	Approximate percentage of existing shareholding
		Long position (L)	Short position (S)		
		Lending pool (P)			
7	Sure Growth Investments Limited ( <i>Note 3</i> )	129,293,975 (L)		Beneficial Owner	7.75%
8	FIL Limited	115,622,000 (L)		Interest of Controlled Corporation	6.93%
9	Pandanus Associates Inc.	115,622,000 (L)		Interest of Controlled Corporation	6.93%
10	Pandanus Partners L.P.	115,622,000 (L)		Interest of Controlled Corporation	6.93%
11	Credit Suisse Trust Limited (Guernsey) ( <i>Note 4</i> )	87,753,871 (L)		Trustee	5.26%
12	Golden Phoenix Limited	87,753,871 (L)		Interest of Controlled Corporation	5.26%
13	Rosy Phoenix Limited	87,753,871 (L)		Beneficial Owner	5.26%

*Notes:*

- (1) Mr. Song holds 1,390,000 share options exercisable into 1,390,000 shares of the Company. Ms. Fu. Holds 2,207,000 share options exercisable into 2,207,000 shares of the Company. As Ms. Fu is the spouse of Mr. Song, each of Mr. Song and Ms. Fu is deemed to be interested in each other's share options, which is 3,597,000 underlying shares of the Company.
- (2) PUD is owned as to approximately 53.44% by Cayey Enterprises Limited, which in turn is, as at 31 December 2022, wholly owned by Grappa Holdings Limited the issued share capital of which is owned as to 50% by Seletar Limited and as to 50% by Serangoon Limited, as nominees for Credit Suisse Trust Limited (Singapore), which is the trustee holding 548,994,581 interest on trust for the beneficiaries of the Grappa Trust. The beneficiaries of the Grappa Trust include Mr. Song, Ms. Fu and family members of Mr. Song and Ms. Fu. The Grappa Trust is a revocable discretionary trust established under the laws of Singapore.
- (3) Sure Growth Investments Limited is owned as to 44.44% by Mr. Song, as to 22.22% by Ms. Fu, as to 11.11% by Mr. LIU Tongyou, an executive Director of the Company and as to 5.56% by Mr. Michael Nan QU, an executive Director of the Company.
- (4) Rosy Phoenix Limited is indirectly held by Credit Suisse Trust Limited (Guernsey) as the trustee of the Golden Phoenix Trust. Ms. Fu is the settlor of the Golden Phoenix Trust and Credit Suisse Trust Limited (Guernsey) is the trustee holding 87,753,871 interest on trust for the beneficiaries that include Ms. Fu.

Assuming that no further Shares are issued between the Latest Practicable Date and the date of a buy-back under the proposed Share Buy-back Mandate, in the event that the Directors exercise the power to buy back Shares in full in accordance with the proposed Share Buy-back Mandate, the aggregate shareholding of the above Shareholders in the issued share capital of the Company would be increased to:-

Name of Shareholders	Approximate percentage of shareholding if the proposed Share Buy-back Mandate is exercised in full
Mr. Song	51.27% (L)
Ms. Fu	51.27% (L)
Cayey Enterprises Limited	36.57% (L)
Credit Suisse Trust Limited (Singapore)	36.57% (L)
Grappa Holdings Limited	36.57% (L)
PUD	27.28% (L)
Sure Growth Investments Limited	8.61% (L)
FIL Limited	7.70% (L)
Pandanus Associates Inc.	7.70% (L)
Pandanus Partners L.P.	7.70% (L)
Credit Suisse Trust Limited (Guernsey)	5.85% (L)
Golden Phoenix Limited	5.85% (L)
Rosy Phoenix Limited	5.85% (L)

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 51.27% of the issued share capital of the Company. The Directors consider that such increase in shareholding would give rise to an obligation 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).

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**APPENDIX III                      PROPOSED AMENDMENTS TO THE EXISTING  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

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**GENERAL AMENDMENTS**

- (1) Replacing all references to the terms:
- “Companies Law” with “Companies Act”;
  - “Companies Law (2010 Revision)” with “Companies Act (as revised)”;
  - “Associates” with “Close Associates”; and
  - “Associate(s)” with “Close Associate(s)”,
- besides other minor edits for spelling and capitalization consistency to improve the readability of the text.
- (2) Replacing numbers with numerals in English in certain provisions.
- (3) Making consequential updates to the table of contents and paragraphs and article numbers.

**SPECIFIC AMENDMENTS**

*The following are the other specific changes to the existing Memorandum and Articles of Association introduced by the Second Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, paragraphs and articles referred to herein are paragraphs and articles of the Second Amended and Restated Memorandum and Articles of Association.*

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
<i>Changes to the existing Memorandum of Association</i>		
2	The registered office will be <del>situat</del> <sup>esituated</sup> at the offices of <del>Coda</del> <sup>Conyers</sup> Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, <del>PO</del> <sup>P.O.</sup> Box 2681, Grand Cayman KY1-1111, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.	
4.16	To distribute any of the property of the Company among the <del>Members</del> <sup>members</sup> of the Company in specie.	
4.17	To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or company or to take or <del>other</del> <sup>otherwise</sup> acquire and hold shares, stock, debentures or other securities of or interest in any other company carrying on any business or possessed of any property or rights.	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
6	The liability of the <del>Members</del> <u>members</u> of the Company is limited.	
7	The authorised share capital of the Company is HK\$500,000,000 consisting of 50,000,000,000 <u>ordinary</u> shares of <u>par value</u> HK\$0.01 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.	
<i>Changes to the existing Articles of Association</i>		
1(b)	<del>“Associates” shall have the meaning as defined in the Listing Rules;</del>	Definition deleted
	<del>“Chairman” means, except where the context otherwise requires, the Chairman presiding at any meeting of Shareholders or of the Board;</del>	Definition deleted
	<u>Close Associate(s): shall have the meaning as defined in the Listing Rules;</u>	New definition
	<u>“Companies Ordinance”</u> : means the Companies Ordinance, Cap. <del>326</del> <u>22</u> of the Laws of Hong Kong as amended from time to time;	
	<u>“Director”</u> : means such person or persons as shall be appointed to the Board from time to time <del>and “Directors” means two or more of them;</del>	
	<u>electronic record</u> : has the same meaning as in the <u>Electronic Transactions Act (as revised) of the Cayman Islands;</u>	New definition
	<u>“Holding Company”</u> : has the meaning ascribed to it by Section <del>213</del> <u>13</u> of the Companies Ordinance;	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
	<p><b>“Relevant Period”</b>: means the period commencing from the date on which any of the securities of the Company first become listed on the HK Stock Exchange to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time <del>listing</del> trading of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);</p>	
	<p><b>“Share”</b>: means a share in the share capital of the Company and includes stock except where a distinction between stock and Shares is expressed or implied <del>and</del>  <b>“Shares”</b> means <del>2 or more of such Shares</del>;</p>	
	<p><b>“Shareholder”</b>: means the person who is duly registered in the Register as holder for the time being of any Share <del>or Shares</del> and includes persons who are jointly so registered <del>and</del> <b>“Shareholders”</b> means <del>2 or more of them</del>;</p>	
	<p><b>“Special Resolution”</b>: means a resolution as described in Article 1(<del>ed</del>) of these Articles;</p>	
	<p><b>Specified Place</b>: means the place, if any, specified in the <u>notice of any general meeting or adjourned meeting, at which the chairman of the meeting shall preside;</u></p>	New definition
	<p><b>“Subsidiary”</b>: has the meaning ascribed to it by Section <u>215</u> of the Companies Ordinance;</p>	
1(c)(v)	<p><u>a reference to anything being done by electronic means includes its being done by means of any electronic or other communications equipment or facilities and reference to any communication being delivered or received, or being delivered or received at a particular place, includes the transmission of an electronic record to a recipient identified in such manner or by such means as the Board may from time to time approve or prescribe, either generally or for a particular purpose; and</u></p>	New article
1(c)(vi)	<p><u>any reference in these Articles to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of the Shareholders attending in person, by corporate representative or by proxy at that meeting.</u></p>	New article



Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
1(d)	<p>At all times during the Relevant Period, a resolution shall be a Special Resolution when it has been passed by a majority of not less than <math>\frac{3}{4}</math> of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting <u>held in accordance with these Articles and of which not less than 21 days' notice, specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution, special resolution</u> has been duly given. <del>Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 % in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.</del></p>	
1(e)	<p>A resolution shall be an Ordinary Resolution when it has been passed by a simple majority <u>of the votes cast by such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation Shareholders which are corporations, by its/their respective duly authorised representative/representatives</u> at a general meeting held in accordance with these Articles <del>and of which not less than 14 days' notice has been duly given.</del></p>	
1(h)	<p><u>Section 8 and Section 19 of the Electronic Transactions Act (as revised) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.</u></p>	New article

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
3	Without prejudice to any special rights or restrictions for the time being attaching to any Shares or any class of Shares including preference Shares, any Share may be issued upon such terms and conditions and with such preferred, deferred or other qualified or special rights, or such restrictions, whether in regard to Dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any Share may be issued on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company, or at the option of the holder. <u>No Shares shall be issued to bearer.</u>	New sentence in Article 3
5(a)	If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ <del>in nominal value of the</del> <u>voting rights of the</u> of the <del>issued</del> <u>holder of</u> Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than <u>two</u> persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third <del>in nominal value of the voting rights</del> <u>of the issued Shares</u> of that class, <del>that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them)</del> and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
6	The authorised share capital of the Company on the date of the adoption of these Articles is HK\$500,000,000 <del>divided into</del> <u>consisting of 50,000,000,000 Shares</u> <del>ordinary shares</del> of par value HK\$0.01 each.	
13	(f) make provision for the issue and allotment of Shares which do not carry any voting rights; <u>and</u>  (g) change the currency of denomination of its share capital; <u>and</u>  (h) <del>reduce its share premium account in any manner authorised, and subject to any conditions prescribed by law.</del>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
15(a)	<p>Subject to the Companies Law<del>Act</del>, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of Shares, the Company shall have the power to purchase or otherwise acquire all or any of its own Shares (which expression as used in this Article includes redeemable Shares) provided that the manner <u>and terms</u> of purchase <del>has</del><u>have</u> first been <del>authorized</del><u>authorised</u> by an Ordinary Resolution of the Shareholders, and to purchase or otherwise acquire warrants and other securities for the subscription or purchase of its own Shares, and shares and warrants and other securities for the subscription or purchase of any shares in any company which is its Holding Company and may make payment therefor in any manner <u>authorized and terms authorised</u> or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any Shares or warrants or other securities in the Company or any company which is a Holding Company of the Company and should the Company purchase or otherwise acquire its own Shares or warrants or other securities neither the Company nor the Board shall be required to select the Shares or warrants or other securities to be purchased or otherwise acquired rateably or in any other manner <u>and terms</u> as between the holders of Shares or warrants or other securities of the same class or as between them and the holders of Shares or warrants or other securities of any other class or in accordance with the rights as to Dividends or capital conferred by any class of Shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with the relevant code, rules or regulations issued from time to time by the HK Stock Exchange and/or the Securities and Futures Commission of Hong Kong from time to time in force.</p>	
15(b)	<p>(ii) <del>Where the Company purchases for redemption a redeemable Share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all Shareholders alike.</del></p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
17(d)	<p>The Register may, <del>after notice has been given by advertisement in a newspaper circulating generally in Hong Kong or where applicable, subject to the Listing Rules,</del> be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine <u>(or such longer period as the Shareholders may by Ordinary Resolution determine, provided that such period shall not be extended beyond 60 days in any year).</u></p>	
18(a)	<p>Every person whose name is entered as a Shareholder in the Register shall be entitled <del>without payment</del> to receive within the relevant time limit as prescribed in the Companies Law <del>Act</del> or as the HK Stock Exchange may from time to time determine, whichever is shorter, after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or is required by the applicable rules of the stock exchange of the Relevant Territory) one certificate for all his Shares, or, if he shall so request, in a case where the allotment or transfer is of a number of Shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange of the Relevant Territory on which the Shares are listed upon payment of such sum (in the case of a transfer, not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, <del>HK\$2.50 or such other</del> sum as may from time to time be allowed or not prohibited under the Listing Rules, and in the case of any other Shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for Shares in stock exchange board lots or whole multiples thereof as he shall request and one for the balance (if any) of the Shares in question, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.</p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
22	<p>If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, <del>HK\$2.50</del> or such other sum as may from time to time be allowed or not prohibited under the Listing Rules, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant Register is situated, or such other sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all costs and out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.</p>	
38	<p>The Board may, if it thinks fit, receive from any Shareholder willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any Shares held by him, and in respect of all or any of the moneys so advanced may pay interest at such rate (if any) not exceeding 20% per annum, as the Board may decide but a payment in advance of a call shall not entitle the Shareholder to receive any Dividend <u>subsequently declared</u> or to exercise any other rights or privileges as a Shareholder in respect of the Share or the due portion of the Shares upon which payment has been advanced by such Shareholder before it is called up. The Board may at any time repay the amount so advanced upon giving to such Shareholder not less than one Month's notice in writing of its intention on that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the Shares in respect of which it was advanced.</p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
40	<p>The instrument of transfer of any Share shall be executed by or on behalf of the transferor and by <del>and</del><u>or</u> on behalf of the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferor or the transferee or accept mechanically executed transfers in any case in which it in its absolute discretion thinks fit to do so. The transferor shall be deemed to remain the holder of the Share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any Share by the allottee in favour of some other person.</p>	
62	<p>At all times during the Relevant Period<del>other than the year of the Company's adoption of these Articles</del>, the Company shall in each <u>financial year</u> hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; <del>and not more than 15 Months</del>. <u>The annual general meeting must be held within six (6) months after the end of the Company's financial year (or such longer period as may be permitted by the Listing Rules or as authorised by the HK Stock Exchange, if applicable)</u> shall elapse between the date of one annual general meeting of the Company and that of the next. <del>The annual general meeting and</del> shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and <u>(if applicable)</u> place as the Board shall appoint. <del>A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</del></p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
64	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the <del>paid-up</del><u>voting rights (on a one vote per Share basis) in the capital of the Company</u><del>having the right of voting at general meetings</del>. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board <u>and adding resolutions to the agenda of the meeting for the</u> transaction of any business specified in such requisition. Such meeting shall be held within <del>two</del><u>two</u> Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	
64A	<p><u>A general meeting may be held by means of such telephone, electronic or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. A general meeting may be held, as may be determined by the Board from time to time: (a) by physical attendance and participation by the Shareholders at the Specified Place and where applicable, one or more places; (b) wholly by means of telephone, electronic or other communication facilities as mentioned above; or (c) by physical attendance at the Specified Place and where applicable, one or more places and at the same time by means of telephone, electronic or other communication facilities as mentioned above.</u></p>	New article



Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
65	<p>An annual general meeting <del>and an extraordinary general meeting called for the passing of a Special Resolution of the</del> <u>Company shall be called by at least 21 days' notice in writing, and a general meeting of the Company, other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution, shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place; (a) the day, the hour, time and date of the agenda of the meeting and particulars of the resolutions to be considered at that meeting; (b) save for a meeting held wholly by means of telephone, electronic or other communication facilities, the places of the meeting and if there is more than one meeting location, the Specified Place; (c) if the general meeting is to be held wholly or partly by means of telephone, electronic or other communication facilities, the notice shall include a statement to that effect and with details of the communication facilities for attendance and participation or how such details will be made available by the Company prior to the meeting; and, (d) in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</u></p>	
65(b)	<p>in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than <del>95% in nominal value of the total voting rights at the</del> <u>meeting of all members of the Shares giving that right</u> <del>Company.</del></p>	
65A	<p><u>The provisions of this Article shall apply if any general meeting is convened at or adjourned to more than one place.</u></p>	New article

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
	<p>(a) <u>The notice of any general meeting or adjourned meeting shall specify the Specified Place and the Board shall make arrangements for simultaneous attendance and participation in a satellite meeting at other places (whether adjoining the Specified Place or in a different and separate place or places altogether or otherwise) by the Shareholders. The Shareholders present at any such satellite meeting place in person or by proxy and entitled to vote shall be counted in the quorum for, and shall be entitled to vote at, the general meeting in question if the chairman of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that the Shareholders attending at all the meeting places are able to:</u></p> <p>(i) <u>communicate simultaneously and instantaneously with the persons present at the other meeting place or places, whether by use of microphones, loud-speakers, audio-visual or other communications equipment or facilities; and</u></p> <p>(ii) <u>have access to all documents which are required by the Companies Act and these Articles to be made available at the meeting.</u></p> <p>(b) <u>The chairman of the general meeting shall be present at, and the meeting shall be deemed to take place at, the Specified Place. If it appears to the chairman of the general meeting that the facilities at the Specified Place or any satellite meeting place are or become inadequate to give all persons entitled to do so a reasonable opportunity to communicate simultaneously and instantaneously including to speak and vote at the meeting, then the chairman may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at that general meeting up to the time of such adjournment shall be valid.</u></p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
	<p>(c) <u>The Board or, at any general meeting, the chairman of the meeting may from time to time make such arrangements for the purpose of managing the level of attendance at any such satellite meeting as they/he shall in their/his absolute discretion consider appropriate, and may from time to time vary any such arrangements or make new arrangements in place of them, provided that a Shareholder who is not entitled to attend, in person or by proxy, at any particular place shall be entitled so to attend at one of the other places and the entitlement of any Shareholder so to attend the meeting or adjourned meeting at such place shall be subject to any such arrangements as may be for the time being in force and by the notice of meeting or adjourned meeting stated to apply to the meeting.</u></p> <p>(d) <u>If a meeting is adjourned to more than one place, notice of the adjourned meeting shall specify the details of the meeting set out in Article 65.</u></p> <p>(e) <u>All persons seeking to attend and participate in a general meeting: (a) wholly by means of telephone, electronic or other communication facilities as mentioned above; or (b) by physical attendance at the Specified Place and where applicable, one or more places and at the same time by means of telephone, electronic or other communication facilities, shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 65A (b), any inability of a person or persons to attend or to communicate simultaneously and instantaneously including to speak and vote at the meeting in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p>	
67A	<u>All Shareholders shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u>	New article

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
69	If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and <u>(if applicable)</u> place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the Shareholder or the Shareholders present in person (or, in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.	
70	The <del>Chairman</del> chairman (if any) of the <del>Board</del> Company or if he is absent or declines to take the chair at such meeting, the Vice <del>Chairman</del> chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such <del>Chairman</del> chairman or Vice <del>Chairman</del> chairman, or, if at any general meeting neither of such <del>Chairman</del> chairman or Vice <del>Chairman</del> chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as <del>Chairman</del> chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the <del>Chairman</del> chairman chosen shall retire from the chair, then the Shareholders present shall choose one of their number to be <del>Chairman</del> chairman of the meeting.	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
71	<p>The <del>Chairman</del> <u>chairman</u> of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place <u>(if any)</u> and <u>from one form to another</u> as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least <del>7</del> <u>seven</u> clear days' notice, specifying the place <u>(if any)</u>, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any Shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>	
72	<p>At any general meeting a resolution put to the vote of the meeting shall be decided <del>on</del> <u>by</u> poll save that the <u>chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted on by a show of hands</u> <del>unless a poll.</del> <u>Where a show of hands is (allowed, before or on the declaration of the result of the show of hands</u> <del>or on the withdrawal of any other demand for a poll) demanded or otherwise required under the Listing Rules. A <u>a</u> poll may be demanded by:</del></p> <p>(a) <del>the Chairman of the meeting;</del> <u>or</u></p>	
73	<p><del>Unless</del> <u>Where</u> a poll be so required or demanded as aforesaid and, in the latter case, <del>not withdrawn</del> <u>resolution is voted on by a show of hands</u>, a declaration by the <del>Chairman</del> <u>chairman</u> of the meeting that a resolution has on a show of hands been carried or carried unanimously, or <u>by a particular majority, or not carried</u> by a particular majority, or lost, and an entry to that effect made in the <u>minute book containing the minutes of the proceedings</u> of the Company shall be conclusive evidence of the <del>fact</del> <u>facts</u> without proof of the number or proportion of the votes recorded in favour <u>of</u> or against such resolution.</p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
74	<p>If <del>a</del> poll is required or demanded as aforesaid, it shall (subject as provided in Article 75) shall be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and (if applicable) place <del>not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was required or demanded</del> as the <del>Chairman</del> <u>chairman</u> of the meeting directs. No notice need to <u>be</u> given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. <del>The</del> <u>In the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 72, the demand for a poll may be withdrawn, with the consent of the</u> <del>Chairman</del> <u>chairman of the meeting, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.</u></p>	
75	<p>Any poll <del>required or duly demanded</del> on the election of a <del>Chairman</del> <u>chairman</u> of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.</p>	
76	<p>In the case of an equality of votes, whether on a show of hands or on a poll, the <del>Chairman</del> <u>chairman</u> of the meeting <del>at which the show of hands takes place (where no poll is demanded) or at which the poll is required or demanded,</del> shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the <del>Chairman</del> <u>chairman</u> of the meeting shall determine the same, and such determination shall be final and conclusive.</p>	
78	<p>If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the <del>Chairman</del> <u>chairman</u> of the meeting, the proceedings shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.</p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
79	<p>Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting <del>on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one (1) vote, and on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share), and on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one (1) vote.</del> <u>On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way.</u></p> <p>Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands <u>and on a poll, each such proxy is under no obligation to cast all his votes in the same way.</u></p>	
82	<p>A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a <u>poll or on a show of hands</u> <del>or on a poll</del>, by his committee or receiver, or other person in the nature of a committee or receiver appointed by that court, and any such committee, receiver or other person may vote on a poll by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Articles for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not later than the latest time at which an instrument of proxy must, if it is to be valid for the meeting, be delivered.</p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
84	No objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the <del>Chairman</del> <u>chairman of the meeting</u> , whose decision shall be final and conclusive.	
86	No appointment of a proxy shall be valid unless it names the person appointed and his appointor. The Board may, unless it is satisfied that the person purporting to act as proxy is the person named in the relevant instrument for his appointment and the validity and authenticity of the signature of his appointor, decline such person's admission to the relevant meeting, reject his vote or, <u>in the event that a poll is demanded after the chairman of the meeting allows a show of hands pursuant to Article 72, his</u> demand for a poll and no Shareholder who may be affected by any exercise by the Board of its power in this connection shall have any claim against the Directors or any of them nor may any such exercise by the Board of its powers invalidate the proceedings of the meeting in respect of which they were exercised or any resolution passed or defeated at such meeting.	



Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
88	<p>The instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting <del>or poll</del>(as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 Months from the date of its execution, except at an adjourned meeting <del>or on a poll demanded at a meeting or an adjourned meeting in a case</del>where the meeting was originally held within 12 Months from such date. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person (or in the case of a Shareholder being a corporation, its duly authorised representative) at the meeting <del>or upon the poll</del> concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>	
89	<p>Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve, provided that <del>any</del><u>it shall not preclude the use of the two-way form.</u> Any form issued to a Shareholder for use by him for appointing a proxy to attend and vote at an extraordinary general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the Shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business.</p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
92(b)	Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be <u>deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands and the right to speak.</u>	
104(b)	Except as would, if the Company were a company incorporated in Hong Kong, be permitted by <del>Section 157H of the Companies Ordinance</del> as in force at the date of adoption of these Articles, and except as permitted under the Companies <del>Law</del> Act, the Company shall not directly or indirectly:	
107(c)(iii)	<del>(iii) any proposal concerning any other company in which the Director or his Associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his Associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his Associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his Associate(s) is derived) or of the voting rights;</del>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
107(c)	<p>A company shall be deemed to be a company in which a Director and/or his Associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his Associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his Associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his Associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his Associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his Associate(s) is/are interested only as a unit holder.</p> <p>Where a company in which a Director and/or his Associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his Associate(s) shall also be deemed materially interested in such transaction.</p>	
107(e)	<p>Where proposals are under consideration concerning the appointment (including fixing or varying the terms of or terminating the appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not prohibited from voting under paragraph (ed)) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.</p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
107(f)	<p>If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the <del>Chairman</del> <u>chairman of the meeting</u>) or his <u>Close Associates</u> or as to the entitlement of any Director (other than <del>such Chairman</del> <u>the chairman of the meeting</u>) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the <del>Chairman</del> <u>chairman of the meeting</u> and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his <u>Close Associates</u> concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the <del>Chairman</del> <u>chairman of the meeting</u> or his <u>Close Associates</u> such question shall be decided by a resolution of the Board (for which purpose such <del>Chairman</del> <u>chairman</u> shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such <del>Chairman</del> <u>chairman</u> or his <u>Close Associates</u> as known to him has not been fairly disclosed to the Board.</p>	
112	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy <u>or as an addition to the existing Board</u> shall hold office only until the first <u>annual general meeting</u> of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed <del>by the Board as an addition to the existing Board shall hold office only until the next following</del> <u>under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting of the Company and shall then be eligible for re-election.</u></p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
114	<p>The <del>Company</del>Shareholders may by Ordinary Resolution remove any Director (including a <del>Managing Director</del>managing director or other <del>Executive Director</del>executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any <del>person</del>Director so elected<del>appointed</del> shall <del>hold office only until the next general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are</del>be subject to <del>retire</del>retirement by rotation at such meeting<del>pursuant to Article 108.</del></p>	
132	<p>The Board may from time to time elect or otherwise appoint one of them to the office of <del>Chairman</del>chairman of the Company and another to be the <del>Vice Chairman</del>vice chairman of the Company (or <del>2</del>two or more <del>Vice</del>vice Chairmen) and determine the period for which each of them is to hold office. The <del>Chairman</del>chairman of the Company or, in his absence, the <del>Vice Chairman</del>vice chairman of the Company shall preside as chairman at meetings of the Board, but if no such <del>Chairman</del>chairman or <del>Vice Chairman</del>vice chairman be elected or appointed, or if at any meeting the <del>Chairman</del>chairman or <del>Vice Chairman</del>vice chairman is not present within <del>5</del>five minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. All the provisions of Articles 103, 108, 123, 124 and 125 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.</p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
153(a)	<p>The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any sum standing to the <u>credit of any of the Company's reserves</u> <del>reserve accounts which are available for distribution</del> (including <del>any</del><u>its</u> share premium account <del>or undistributable reserve</del>), or any undivided profits not required for the payment or provision of the Dividend on any Shares with a preferential right to Dividend, by <del>appropriating</del><u>and capital redemption reserve fund</u>, subject to the Companies Act) and to <del>appropriate</del> such <del>sum or profits</del><u>sums</u> to the holders of Shares on the Register at the close of business on the date of the relevant resolution (or such other date as may be specified therein or determined as provided therein) in <del>such proportion as may be approved by the Board, whether pro-rata to all Shareholders or otherwise either in or towards paying up any amounts for the time being unpaid on any Shares held by such Shareholders respectively or</del> <u>the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares or debentures or other securities of the Company to be allotted</u><u>for allotment</u> and <del>distributed</del><u>distribution</u> credited as fully paid-up to and amongst <del>such Shareholders</del><u>them</u> in <del>such</del><u>the</u> proportions as may be approved by the Board as aforesaid, <del>or partly in one way and partly in the other.</del></p>	
157	<p>Notice of the declaration of an interim Dividend shall be given by advertisement in the Relevant Territory and in <del>such other territory or territories and</del> in such manner as the Board shall determine.</p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
169	<p><del>Any</del>Subject to the Listing Rules, any resolution declaring a Dividend or other distribution on Shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or made to the persons registered as the holder of such Shares at the close of business on a particular date or at a particular time on a particular date, <del>notwithstanding that it may be a date prior to that on which the resolution is passed,</del>and thereupon the Dividend or other distribution shall be payable or made to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such Dividend or other distribution between the transferors and transferees of any such Shares. The provisions of this Article shall <i>mutatis mutandis</i> apply to <u>determining the Shareholders entitled to receive notice and vote at any general meeting of the Company,</u> bonuses, capitalisation issues, distributions of realised and unrealised capital profits or other distributable reserves or accounts of the Company and offers or grants made by the Company to the Shareholders.</p>	
172	<p><u>The financial year end of the Company shall be 31 December in each calendar year or as otherwise determined by the Board.</u></p>	New paragraph in Article 172

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
175(b)	<p>Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by <del>two</del> <u>two</u> of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by <del>post together with the notice of annual general meeting</del> to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.</p>	



Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
176(a)	<p>The <del>Company shall at each annual general meeting</del> Shareholders may by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by <del>or on the authority of the Company</del> the Shareholders in the annual general meeting <del>except that by Ordinary Resolution in any particular year the Company in general meeting may delegate the fixing of such remuneration to manner as the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board</del> Shareholders may determine.</p>	
176(b)	<p>The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by <del>Special</del> Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>	
188	<p><del>A</del> Subject to the Companies Act, a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.</p>	

Paragraph/ Article	Provision in the Second Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)	Remarks
191	<p>The Directors, <del>Managing Directors</del> <u>managing directors</u>, alternate Directors, Auditors, Secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own <del>fraud</del> <u>dishonesty, wilful default or fraud</u>, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may arise in the execution of their respective offices or trusts, or in relation thereto, except as the same shall happen by or through their own <u>dishonesty, wilful default or fraud</u>; <del>dishonest, or recklessness</del>. The Company may take out and pay the premium and other moneys for the maintenance of insurance, bonds and other instruments for the benefit either of the Company or the Directors (and/or other officers) or any of them to indemnify the Company and/or Directors (and/or other officers) named therein for this purpose against any loss, damage, liability and claim which they may suffer or sustain in connection with any breach by the Directors (and/or other officers) or any of them of their duties to the Company.</p>	

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## NOTICE OF ANNUAL GENERAL MEETING

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# 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)**

## 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 8/F, No. 5 Building, the Hub, No. 99 Shaohong Road, Minhang District, Shanghai, PRC on Monday, 22 May 2023 at 10:00 am 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 2022.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) To re-elect Mr. Martin POS as executive director and to authorize the board of directors to fix his remuneration.
  - (b) To re-elect Mr. LIU Tongyou as executive director and to authorize the board of directors to fix his remuneration.
  - (c) To re-elect Mr. JIN Peng as independent non-executive director and to authorize the board of directors to fix his remuneration.
  - (d) To re-elect Mr. SO Tak Young as independent non-executive director and to authorize the board of directors to fix his remuneration.
3. To authorise the board of directors to fix the remuneration of the other directors of the Company.
4. 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. 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 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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 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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.

“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).”

7. 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 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 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 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company 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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (a) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 20 April 2023, be and are hereby approved;
- (b) the second amended and restated memorandum and articles of association of the Company (incorporating and consolidating the Proposed Amendments) (the “**Second Amended and Restated Memorandum and Articles of Association**”), in the form of the document which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect upon the close of this meeting; and
- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated Memorandum and Articles of Association, including without limitation, dealing with the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

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

Hong Kong, 20 April 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 notarially 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 Wednesday, 17 May 2023 to Monday, 22 May 2023, 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 pm on Tuesday, 16 May 2023.
5. A circular containing further details concerning items 2, 5, 6, 7 and 8 set out in the above notice will be sent to all shareholders of the Company together with the 2022 Annual Report.
6. 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 am to 10 am on Monday, 22 May 2023, the Annual General Meeting will automatically 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.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. References to time and dates in this notice are to Hong Kong time and dates.

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 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.



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## NOTICE OF ANNUAL GENERAL MEETING

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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 Board comprises Mr. Song Zhenghuan, Mr. Liu Tongyou, Mr. Martin Pos, Mr. Xia Xinyue and Mr. Michael Nan Qu, being the Executive Directors; Ms. Fu Jingqiu and Mr. Ho Kwok Yin, Eric, being Non-Executive Directors, Ms. Chiang Yun, Mr. Shi Xiaoguang, Mr. Jin Peng and Mr. So Tak Young, being the Independent Non-Executive Directors.*