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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON MONDAY, 22 MAY 2023

Reference is made to the circular of Goodbaby International Holdings Limited (the “**Company**”) dated 20 April 2023 (the “**Circular**”). Terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that at the annual general meeting (the “**AGM**”) of the Company held on Monday, 22 May 2023, all the proposed resolutions as set out in the notice of the AGM were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2022.	1,086,845,755 (99.97%)	371,004 (0.03%)
2.	(a) To re-elect Mr. Martin POS as executive director of the Company and to authorize the board of directors to fix his remuneration.	936,636,293 (86.15%)	150,580,466 (13.85%)
	(b) To re-elect Mr. LIU Tongyou as executive director of the Company and to authorize the board of directors to fix his remuneration.	1,081,121,749 (99.44%)	6,095,010 (0.56%)
	(c) To re-elect Mr. JIN Peng as independent non-executive director of the Company and to authorize the board of directors to fix his remuneration.	936,636,293 (86.15%)	150,580,466 (13.85%)
	(d) To re-elect Mr. SO Tak Young as independent non-executive director of the Company and to authorize the board of directors to fix his remuneration.	1,079,848,774 (99.32%)	7,367,985 (0.68%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	To authorize the board of directors to fix the remuneration of the other directors of the Company.	1,086,968,786 (99.98%)	247,973 (0.02%)
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.	1,087,038,554 (99.98%)	178,205 (0.02%)
5.	To give a general mandate to the directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,086,968,786 (99.98%)	247,973 (0.02%)
6.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	1,046,589,293 (96.26%)	40,627,466 (3.74%)
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company pursuant to the mandate by resolution no. 5 as set out in the notice of the AGM.	937,250,293 (86.21%)	149,966,466 (13.79%)
Special Resolution		Number of Votes (%)	
		For	Against
8.	To consider and approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company.	972,043,816 (89.41%)	115,172,943 (10.59%)

As a majority of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 7, the resolutions numbered 1 to 7 were duly passed as ordinary resolutions at the AGM. As more than 75% of the votes were cast in favour of special resolution numbered 8, special resolution numbered 8 was duly passed as a special resolution at the AGM.

As at the date of the AGM, the total number of shares of the Company in issue was 1,668,031,166 shares. The total number of shares of the Company entitling the holders to attend and vote on the resolutions at the AGM was 1,668,031,166 shares. There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

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

All Directors of the Company (except for Mr. Martin POS, Mr. XIA Xinyue, Mr. Michael Nan QU and Mr. JIN Peng, who were unable to attend due to other work commitment) attended the AGM either in person or by electronic means.

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

ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board hereby announces that special resolution numbered 8 as set out in the notice of AGM in relation to the proposed amendments to the existing memorandum and articles of association of the Company and adoption of the second amended and restated memorandum and articles of association was duly passed as a special resolution. The second amended and restated memorandum and articles of association of the Company will take effect from 22 May 2023, the full text of which is available on the websites of the Stock Exchange and the Company.

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

Shanghai, 22 May 2023

As at the date of this announcement, the executive Directors are Mr. SONG Zhenghuan, Mr. LIU Tongyou, Mr. Martin POS, Mr. XIA Xinyue and Mr. Michael Nan QU; the non-executive Directors are Ms. FU Jingqiu and Mr. HO Kwok Yin, Eric; and the independent non-executive Directors are Mr. SHI Xiaoguang, Mr. JIN Peng, Ms. CHIANG Yun and Mr. SO Tak Young.