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Goodbaby International Holdings Limited

好孩子國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1086)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that:

- (1) Mr. Iain Ferguson Bruce has retired as an independent non-executive Director and ceased to be the chairman and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee with effect from the conclusion of the AGM held on 23 May 2022; and
- (2) Ms. Chiang Yun has been appointed as the chairlady of each of the Audit Committee, Remuneration Committee and Nomination Committee with effect from the retirement of Mr. Iain Ferguson Bruce; and
- (3) Mr. So Tak Young has been appointed as an independent non-executive and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee with effect from the conclusion of the AGM held on 23 May 2022.

The board (the “**Board**”) of directors (the “**Director(s)**”) of Goodbaby International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces the following:

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHAIRMAN AND MEMBER OF EACH OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Mr. Iain Ferguson Bruce (“**Mr. Bruce**”) has retired as an independent non-executive Director with effect from the conclusion of the annual general meeting of the Company (the “**AGM**”) held on 23 May 2022 in order to devote more time to his personal matters.

With immediate effect following Mr. Bruce's retirement, he has also ceased to be the chairman of each of the audit committee of the Company (the "**Audit Committee**"), the remuneration committee of the Company (the "**Remuneration Committee**") and the nomination committee of the Company (the "**Nomination Committee**").

Mr. Bruce confirmed that he has no disagreement with the Board and there are no matters with respect to his retirement that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

APPOINTMENT OF EXISTING INDEPENDENT NON-EXECUTIVE DIRECTOR AS THE CHAIRLADY OF EACH OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

With immediate effect following Mr. Bruce's retirement mentioned above, Ms. Chiang Yun ("**Ms. Chiang**"), an existing independent non-executive Director, has been appointed as the chairlady of each of the Audit Committee, Remuneration Committee and Nomination Committee.

Ms. Chiang, aged 54, was re-designated as an independent non-executive Director with effect from 23 May 2014. Ms. Chiang was a non-executive director of the Company for the period from 15 November 2007 to 22 May 2014 and a director of the Company for the period from 14 July 2000 to 14 November 2007. Ms. Chiang has over 28 years of private equity investment experience and is the founder of Prospere Capital Ltd. She was a founding managing partner of the private equity business of Pacific Alliance Group ("**PAG**"). Ms. Chiang is an independent non-executive director of Sands China Ltd. (HKEX: 1928) ("**Sands**"), and a member of the audit committee, the nomination committee and the Chairlady of the ESG Committee of Sands. Ms. Chiang is also an independent non-executive director of Pacific Century Premium Developments Limited (HKEX: 432) ("**PCPD**"), the chairlady of PCPD's remuneration committee and a member of PCPD's audit committee and nomination committee. Ms. Chiang was appointed as a non-executive director of Yantai Changyu Pioneer Wine Company Limited, a company listed on the Shenzhen Stock Exchange, on 1 June 2020. Ms. Chiang received an EMBA degree from The Kellogg Graduate School of Management of North-western University in the U.S. and Hong Kong University of Science and Technology in 1999. Ms. Chiang also received her Bachelor of Science degree, cum laude, from Virginia Polytechnic Institute and State University in the U.S. in 1992.

Save as disclosed above, Ms. Chiang (i) 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; (ii) does not hold any other positions with member of the Group; (iii) does not have other major appointments and professional qualifications; and (iv) does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company.

Ms. Chiang is deemed to have an interest in the 896,000 underlying shares of the Company within the meaning of Part XV of the SFO in respect of the share options of the Company granted to her.

Ms. Chiang has executed a supplemental appointment letter with the Company pursuant to which (i) she has been appointed as the chairlady of the said board committees; and (ii) her director's remuneration has been increased to US\$60,000 per annum, which were determined by the Board on the recommendation of the Remuneration Committee in view of her duties and responsibilities in her new position as the chairlady of the three board committees.

Save as disclosed above, there are no other matters relating to Ms. Chiang's appointment that need to be brought to the attention of the shareholders of the Company and there is no other information to be disclosed pursuant to any of the requirements set out in the Rule 13.51(2) of the Listing Rules.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF EACH OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Mr. So Tak Young ("Mr. So"), aged 52, has been appointed as an independent non-executive Director and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee with effect from the conclusion of the AGM held 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 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 (i) 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; (ii) does not hold any other positions with member of the Group; (iii) does not have other major appointments and professional qualifications; and (iv) does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company.

As at the date of this announcement, 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 the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. So has confirmed that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, there are no other matters relating to Mr. So's appointment that need to be brought to the attention of the shareholders of the Company and there is no other information to be disclosed pursuant to any of the requirements set out in the Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Bruce for his valuable contributions to the Company during his tenure of services, and welcome Mr. So for joining the Board.

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

Hong Kong, 23 May 2022

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