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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)**

**(1) APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR  
(2) ESTABLISHMENT OF ESG COMMITTEE  
(3) ADOPTION OF TERMS OF REFERENCE OF ESG COMMITTEE  
(4) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of Goodbaby International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) are pleased to announce that with effect from 26 March 2025 following the close of the Board meeting held on the same date, (1) Mr. Wong Shun Tak (“**Mr. Wong**”) has been appointed as an independent non-executive Director, the chairperson of the audit committee of the Company (the “**Audit Committee**”), a member of each of the nomination committee of the Company (the “**Nomination Committee**”), the remuneration committee of the Company (the “**Remuneration Committee**”) and the environmental, social and governance committee of the Company (the “**ESG Committee**”); (2) the ESG Committee has been established; (3) the terms of reference for the ESG Committee has been adopted by the Company; and (4) there has been a change in composition of members of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Mr. Wong, aged 63, has been appointed as an independent non-executive Director, the chairperson of the Audit Committee, a member of each of the Nomination Committee, Remuneration Committee and the ESG Committee, with effect from 26 March 2025.

Mr. Wong has more than 20 years of experience in financial control, operations, strategic planning and implementation, private equity investments and exit strategies in relation to different corporations.

He is currently an independent non-executive director of Xiaomi Corporation (Stock Code:1810 (HKD counter and 81810 (RMB counter)), the shares of which are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and a number of its subsidiaries. He is also the chairman of each of the audit committee and the nomination committee, and a member of each of the remuneration committee and the corporate governance committee of the above company.

He is also an independent non-executive director of Kingsoft Corporation Limited (Stock Code: 3888), the shares of which are listed on the Stock Exchange. He is the chairman of each of the nomination committee and the remuneration committee, a member of each of the audit committee and the environmental, social and governance committee of such company.

Mr. Wong previously served in a number of other positions in different corporations, including but not limited to the vice president of finance (product division) of IDT International Limited (Stock Code: 167), the shares of which are listed on the Stock Exchange, from September 2001 to July 2003, and the chief financial officer of Goodbaby Child Products Co., Ltd., a subsidiary of the Company, from August 2003 to August 2007. Between August 2007 and September 2011, Mr. Wong served as a vice president of finance and corporate controller of Alibaba Group Holding Limited, the shares of which are listed on the Stock Exchange (Stock Code: 9988 (HKD counter) and 89988 (RMB counter)), and the American depositary shares of which are listed on the New York Stock Exchange (Stock Symbol: BABA). In 2014, Mr. Wong co-founded and concurrently served as the chief financial officer of Rokid Corporation Ltd.

Mr. Wong received a master's degree in finance from the University of Lancaster in December 1987 and a master's degree in accountancy from Charles Stuart University in Australia in April 1994. He is also a fellow of the Hong Kong Institute of Certified Public Accountants and a fellow CPA member of CPA Australia.

Mr. Wong has entered into a letter of appointment with the Company for an initial term of three years commencing on 26 March 2025, subject to retirement by rotation and re-election in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and the Company's Third Amended and Restated Memorandum and Articles of Association (as amended from time to time). Mr. Wong is entitled to receive a director's fee of RMB\$600,000 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.

As at the date of this announcement and saved as disclosed in this announcement, Mr. Wong (i) does not have or is not deemed to have any interests or short positions in any shares, underlying shares, or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**"); (ii) does not hold any other positions with the Company or any members of the Group; (iii) does not have any relationship with any Directors, senior management or substantial shareholders or controlling shareholders (has the meaning as defined under the Listing Rules) of the Company; (iv) does not have any other major appointments and professional qualifications; and (v) has not held any other directorships in any other listed public companies in the last three years.

Mr. Wong has confirmed (a) his independence as regards to each of the factors contained in Rule 3.13(1) to (8) of the Listing Rules; (b) that save as disclosed in this announcement, he has no past or present financial or other interest in the business of the Company or its subsidiaries nor any connection with any core connected persons (has the meaning as defined under the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, there are no other matters relating to the appointment of Mr. Wong that need to be brought to the attention of the shareholders of the Company or are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. Wong in joining the Board.

## **ESTABLISHMENT OF ESG COMMITTEE AND ADOPTION OF TERMS OF REFERENCE OF THE ESG COMMITTEE**

The Board is pleased to announce that the ESG Committee has been established on 26 March 2025.

The ESG Committee is mainly responsible for reporting to the Board matters relating to the Group's environmental, social and governance practices, as well as monitoring the formulation and implementation of the Group's vision, strategies, goals and policies regarding ESG issues. Two independent non-executive Directors, being Ms. Chiang Yun (“**Ms. Chiang**”) and Mr. Wong, and one non-executive Director, Mr. Ho Kwok Yin, Eric (“**Mr. Ho**”) have been appointed as members of the ESG Committee. Ms. Chiang has been appointed as the chairperson of the ESG Committee.

The terms of reference for the ESG Committee will be published on the websites of the Stock Exchange and the Company respectively.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

### **Audit Committee**

The Board hereby announces that, with effect from the close of the Board meeting on 26 March 2025, Mr. Wong has also been appointed as the chairperson of the Audit Committee in replacement of Ms. Chiang who shall remain as a member of the Audit Committee. Mr. Ho has been appointed as an additional member of the Audit Committee. The members of the Audit Committee consist of five members, namely Mr. Wong, Ms. Chiang, Mr. Ho, Mr. Shi Xiaoguang and Mr. So Tak Young, with Mr. Wong serving as the chairperson.

## **Remuneration Committee and Nomination Committee**

The Board further announces that, with effect from the close of the Board meeting on 26 March 2025, Mr. Ho has been appointed as an additional member of each of the Remuneration Committee and Nomination Committee. Each of the Remuneration Committee and Nomination Committee consists of five members, namely Ms. Chiang, Mr. Wong, Mr. Ho, Mr. Shi Xiaoguang and Mr. So Tak Young, with Ms. Chiang serving as the chairperson for both the Remuneration Committee and Nomination Committee.

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

Hong Kong, 26 March 2025

*As at the date of this announcement, the executive Directors are Mr. SONG Zhenghuan, Mr. LIU Tongyou and Mr. Martin POS; 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. WONG Shun Tak, Mr. SHI Xiaoguang, Mr. JIN Peng and Mr. SO Tak Young.*