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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)

NOTICE OF EGM

Notice is hereby given that an EGM of Goodbaby International Holdings Limited will be held at 8/F, No. 5 Building, the Hub, No. 99 Shaohong Road, Minhang District, Shanghai, PRC on Tuesday, 27 May 2025 immediately after the conclusion of the annual general meeting of the Company to be held at 10:00 a.m. on the same day and at the same place for the following purposes:

ORDINARY RESOLUTION

To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

1. **“THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) granting the approval for the listing of, and permission to deal in, the ordinary shares of HK\$0.01 each in the share capital of the Company (the **“Shares”**) falling to be issued pursuant to the exercise of any options to be granted under the 2025 Share Option Scheme (the **“2025 Share Option Scheme”**), the terms of which are set out in the document marked **“A”** produced to this meeting and initialled by the chairman of this meeting for the purposes of identification,
 - (a) the 2025 Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorized to take all such steps as they may deem necessary, desirable or expedient to carry into effect, waive or amend the 2025 Share Option Scheme subject to the terms of the 2025 Share Option Scheme and Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time); and

- (b) the Directors be and are hereby authorised to grant options to subscribe for Shares in accordance with the rules of the 2025 Share Option Scheme up to the Scheme Mandate Limit (as defined in the 2025 Share Option Scheme) representing 10% of the Shares in issue (excluding treasury shares) as at the date of passing of this resolution, to issue and allot Shares pursuant to the exercise of the options so granted, to administer the 2025 Share Option Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Directors deem fit.”

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

Hong Kong, 12 May 2025

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and 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 above 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 holding of the meeting or any adjournment thereof. Delivery 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. The record date for the purpose of determining the entitlements of the shareholders to attend and vote at the EGM will be on Tuesday, 27 May 2025. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Thursday, 22 May 2025 to Tuesday, 27 May 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 May 2025.

5. A circular containing further details concerning item 1 set out in the above notice will be sent to all shareholders of the Company.
6. In the event that the EGM is to be convened in Hong Kong and if a tropical cyclone warning signal number 8 or above is hoisted or is expected to be hoisted or a black rainstorm warning signal is in force or expected to be in force in Hong Kong at any time between 8:00 a.m. and 10:00 a.m. on the date of the EGM, the meeting will be automatically postponed to a later date. The Company will post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the date, time and location of the rescheduled meeting. The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the meeting in adverse weather conditions.
7. This notice is prepared in both English and Chinese. In case of any inconsistency, the English version shall prevail.

This circular (“**Circular**”) (in both English and Chinese versions) has been posted on the Company’s website at www.gbinternational.com.hk. Shareholders who have chosen to receive the Company’s Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) via the Company’s website and for any reason have difficulty in gaining access to the Circular posted on the Company’s website will promptly upon request be sent by post the Circular in printed form free of charge. Shareholders may at any time change their choice of means of receipt and language of the Corporate Communications.

Shareholders may request for printed copy of the Circular or change their choice of means of receipt and language of the Corporate Communications by sending reasonable notice in writing 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 or by sending an email to 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.

As at the date of this notice, the Board comprises Mr. SONG Zhenghuan, Mr. LIU Tongyou and Mr. Martin POS, being the Executive Directors; Ms. FU Jingqiu and Mr. HO Kwok Yin, Eric, being the Non-Executive Directors; and Ms. CHIANG Yun, Mr. Wong Shun Tak, Mr. SHI Xiaoguang, Mr. JIN Peng and Mr. SO Tak Young, being the Independent Non-Executive Directors.