

**Please use this form if you want the Hong Kong Offer Shares to be issued in your name**  
如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

**Staple your  
payment here**  
請將股款  
緊釘在此

This Application Form uses the same terms as defined in the prospectus of Goodbaby China Holdings Limited (the “Company”) dated January 28, 2016 (the “Prospectus”).

本申請表格使用好孩子中國控股有限公司（「本公司」）於二零一六年一月二十八日刊發的招股章程（「招股章程」）所界定的詞語。

Neither this Application Form nor the Prospectus constitutes an offer to sell or a solicitation of an offer to buy any Hong Kong Offer Shares in any jurisdiction other than Hong Kong. The Hong Kong Offer Shares may not be offered or sold in the United States without registration or an exemption from registration under the U.S. Securities Act.

本申請表格及招股章程概不構成在香港以外任何司法權區出售要約或要約購買任何香港發售股份的游說。若無根據美國《證券法》登記或豁免登記，香港發售股份不得在美國提呈發售或出售。

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction.

在任何根據當地法例不得發送、派發或複製本申請表格及招股章程的司法權區內概不得發送或派發或複製（不論方式，也不論全部或部分）本申請表格及招股章程。

Copies of the Prospectus, all related Application Forms and the other documents specified in the “Documents Delivered to the Registrar of Companies and Available for Inspection” section in Appendix V to the Prospectus, have been registered by the Registrar of Companies in Hong Kong. Hong Kong Exchanges and Clearing Limited, the Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Hong Kong Securities Clearing Company Limited (the “HKSCC”), the Securities and Futures Commission of Hong Kong (the “SFC”) and the Registrar of Companies of Hong Kong take no responsibility for the contents of these documents.

招股章程副本、所有相關申請表格及招股章程附錄五「送呈公司註冊處處長及備查文件」一節所述其他文件已送呈香港公司註冊處處長登記。香港交易及結算所有限公司、香港聯合交易所有限公司（「聯交所」）、香港中央結算有限公司（「香港結算」）、香港證券及期貨事務監察委員會（「證監會」）及香港公司註冊處處長對此等文件的內容概不負責。



**好孩子**

**Goodbaby China Holdings Limited**

**好孩子中國控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立的有限公司)*

**Stock code : 6186**

**股份代號 : 6186**

**Maximum Offer Price : HK\$3.76 per Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)**

**最高發售價 : 每股股份3.76港元，另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費（須於申請時以港元繳足，多繳款項可予退還）**

**You should read this Application Form in conjunction with the Prospectus, which contains further information on the application procedures.**

**招股章程尚有關於申請程序的其他資料，本申請表格應與招股章程一併閱讀。**

**Application Form 申請表格**

To: Goodbaby China Holdings Limited  
Joint Global Coordinators  
Joint Bookrunners  
The Hong Kong Underwriters

致：好孩子中國控股有限公司  
聯席全球協調人  
聯席賬簿管理人  
香港包銷商

**Applicants' declaration**

**I/We agree to the terms and conditions and application procedures in this Application Form and the Prospectus. Please refer to the “Effect of completing and submitting this Application Form” section of this Application Form.**

**申請人聲明**

**本人／吾等同意本申請表格及招股章程的條款及條件以及申請程序。請參閱本申請表格「填交本申請表格的效用」一節。**

**Warning: Only one application may be made for the benefit of any person. Please refer to the last four bullet points of “Effect of completing and submitting this Application Form” section.**

**警告：任何人士只限作出一次為其利益而進行的認購申請。請參閱「填交本申請表格的效用」一節最後四點。**

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Signed by (all) applicant (s) (all joint applicants must sign):  
由(所有)申請人簽署(所有聯名申請人必須簽署):

Date: 日期: ..... / ..... / .....  
D 日 M 月 Y 年

Number of Hong Kong Offer Shares applied for (not more than 16,667,000 Shares)  
申請認購香港發售股份數目(不超過16,667,000股股份)

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Total amount 總額

HK\$	港元
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Name in English 英文姓名/名稱

Family name or company name 姓氏或公司名稱	Forename(s) 名字
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Name in Chinese 中文姓名/名稱

Family name or company name 姓氏或公司名稱	Forename(s) 名字
-------------------------------------	----------------

Occupation in English 職業 (以英文填寫)

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Names of all other joint applicants in English (if any)  
所有其他聯名申請人的英文姓名/名稱(如有)

1)
2)
3)

For Broker use 此欄供經紀填寫

Broker No. 經紀號碼

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Lodged by 遞交申請的經紀

Broker's Chop 經紀印章

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Cheque/banker's cashier order number 支票/銀行本票號碼

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Name of bank on which cheque/Banker's cashier order is drawn (see "How to make your application" section) 兌現支票/銀行本票的銀行名稱 (見「申請手續」一節)

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Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No.\* (Please delete as appropriate) 香港身份證號碼/護照號碼/香港商業登記號碼\* (請刪除不適用者)

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Hong Kong Identity Card No./Passport No./Hong Kong Business Registration No. of all other joint applicants\* (Please delete as appropriate) 所有其他聯名申請人的香港身份證號碼/護照號碼/香港商業登記號碼\* (請刪除不適用者)

1)
2)
3)

Hong Kong address in English and telephone no. (joint applicants should give the address and the telephone number of first-named applicant only) 香港地址 (以英文填寫) 及電話號碼 (聯名申請人只須填寫排名首位申請人的地址及電話號碼)

Telephone No. 電話號碼

For Nominees: You will be treated as applying for your own benefit if you do not complete this section. Please provide an account number or identification code for each (joint) beneficial owner. 由代名人遞交: 代名人若不填寫本節, 是項認購申請將視作為閣下利益提出。請填寫每名(聯名)實益擁有人的賬戶號碼或識別編碼。

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ADDRESS LABEL 地址標貼 (Your name(s) and address in Hong Kong in BLOCK letters 請用英文正楷填寫姓名/名稱及香港地址)


For Internal use  
此欄供內部使用

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\* (1) An individual must provide his Hong Kong Identity Card number or, if he does not hold a Hong Kong Identity Card, his passport number. A body corporate must provide its Hong Kong Business Registration number. Each joint applicant must provide its or his relevant number. The Hong Kong Identity Card number (s)/passport number(s)/ Hong Kong Business Registration number(s) will be transferred to a third party for checking the Application Form's validity.

個別人士須填寫其香港身份證號碼或(如非香港身份證持有人)護照號碼。法人團體須填寫其香港商業登記號碼。每名聯名申請人均須提供其相關號碼。該等香港身份證號碼／護照號碼／香港商業登記號碼將轉交第三方以核實申請表格的有效性。

(2) Part of the Hong Kong Identity Card number/passport number of you or, for joint applicants, the first-named applicant may be printed on your refund cheque (if any). Your banker may require verification of your Hong Kong Identity Card number/passport number before you can cash your refund cheque.

退款支票(如有)上或會印有閣下或(如屬聯名申請人)排名首位申請人的香港身份證號碼／護照號碼的一部分。銀行兌現退款支票前或會要求查證閣下的香港身份證號碼／護照號碼。

(3) If an application is made by an unlisted company and:

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company,

then the application will be treated as being made for your benefit.

倘若申請人是一家非上市公司，而：

- 該公司主要從事證券買賣業務；及
- 閣下對該公司可行使法定控制權，

是項申請將視作為閣下的利益提出。

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**How to make your application**

1. Use the table below to calculate how much you must pay. Your application must be for a minimum of 1,000 Hong Kong Offer Shares and in one of the numbers set out in the table, or your application will be rejected.

NUMBER OF HONG KONG OFFER SHARES THAT MAY BE APPLIED FOR AND PAYMENTS					
No. of Hong Kong Offer Shares applied for	Amount payable on application (HK\$)	No. of Hong Kong Offer Shares applied for	Amount payable on application (HK\$)	No. of Hong Kong Offer Shares applied for	Amount payable on application (HK\$)
1,000	3,797.89	45,000	170,905.03	2,000,000	7,595,779.04
2,000	7,595.78	50,000	189,894.48	3,000,000	11,393,668.56
3,000	11,393.66	60,000	227,873.37	4,000,000	15,191,558.08
4,000	15,191.56	70,000	265,852.27	5,000,000	18,989,447.60
5,000	18,989.45	80,000	303,831.16	6,000,000	22,787,337.12
6,000	22,787.34	90,000	341,810.06	7,000,000	26,585,226.64
7,000	26,585.23	100,000	379,788.95	8,000,000	30,383,116.16
8,000	30,383.11	200,000	759,577.90	9,000,000	34,181,005.68
9,000	34,181.00	300,000	1,139,366.86	10,000,000	37,978,895.20
10,000	37,978.90	400,000	1,519,155.81	11,000,000	41,776,784.72
15,000	56,968.34	500,000	1,898,944.76	12,000,000	45,574,674.24
20,000	75,957.79	600,000	2,278,733.71	13,000,000	49,372,563.76
25,000	94,947.24	700,000	2,658,522.66	14,000,000	53,170,453.28
30,000	113,936.69	800,000	3,038,311.62	15,000,000	56,968,342.80
35,000	132,926.13	900,000	3,418,100.57	16,667,000 <sup>(1)</sup>	63,299,424.63
40,000	151,915.58	1,000,000	3,797,889.52		

<sup>(1)</sup> Maximum number of Hong Kong Offer Shares you may apply for.

2. Complete the form in English and sign it. Only written signatures will be accepted (and not by way of personal chop).
3. Staple your cheque or banker's cashier order to the form. Each application for the Hong Kong Offer Shares must be accompanied by either one separate cheque or one separate banker's cashier order. Your application will be rejected if your cheque or banker's cashier order does not meet all the following requirements:

The cheque must:	Banker's cashier order must:
<ul style="list-style-type: none"> <li>be in Hong Kong dollars;</li> <li>not be post-dated;</li> <li>be made payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED – GOODBABY CHINA HOLDINGS PUBLIC OFFER";</li> <li>be crossed "Account Payee Only";</li> </ul>	
<ul style="list-style-type: none"> <li>be drawn on your Hong Kong dollar bank account in Hong Kong; and</li> <li>show your account name, which must either be preprinted on the cheque, or be endorsed on the back by a person authorised by the bank. This account name must correspond with your name. If it is a joint application, the account name must be the same as the first-named applicant's name.</li> </ul>	<ul style="list-style-type: none"> <li>be issued by a licensed bank in Hong Kong, and have your name certified on the back by a person authorised by the bank. The name on the banker's cashier order must correspond with your name. If it is a joint application, the name on the back of the banker's cashier order must be the same as the first-named applicant's name.</li> </ul>

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4. Tear off the Application Form, fold it once and lodge your completed Application Form (with cheque or banker's cashier order attached) to one of the collection boxes at any of the following branches and sub-branches of:

**Bank of China (Hong Kong) Limited**

	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Bank of China Tower Branch	3/F, 1 Garden Road
	409 Hennessy Road Branch	409-415 Hennessy Road, Wan Chai
	Lee Chung Street Branch	29-31 Lee Chung Street, Chai Wan
<b>Kowloon</b>	Tsim Sha Tsui East Branch	Shop 3, LG/F, Hilton Towers, 96 Granville Road, Tsim Sha Tsui East, Kowloon
	Wong Tai Sin Branch	Shop G13, Wong Tai Sin Plaza, Wong Tai Sin
	Tseung Kwan O Plaza Branch	Shop 112-125, Level 1, Tseung Kwan O Plaza, Tseung Kwan O
<b>New Territories</b>	Sheung Shui Branch	136 San Fung Avenue, Sheung Shui
	Securities Services Centre Tuen Mun San Hui Branch	G13-G14 Eldo Court, Heung Sze Wui Road, Tuen Mun

**Standard Chartered Bank (Hong Kong) Limited**

	<b>Branch Name</b>	<b>Address</b>
<b>Hong Kong Island</b>	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
	Hennessy Road Branch	399 Hennessy Road, Wanchai
<b>Kowloon</b>	68 Nathan Road Branch	Basement, Shop B1, G/F and M/F Golden Crown Court, 66-70 Nathan Road, Tsimshatsui
	San Po Kong Branch	Shop A, G/F, Perfect Industrial Building, 31 Tai Yau Street, San Po Kong
	Telford Gardens Branch	Shop P9-12, Telford Centre, Telford Gardens, Tai Yip Street, Kwun Tong
<b>New Territories</b>	Maritime Square Branch	Shop 308E, Level 3, Maritime Square, Tsing Yi
	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O
	Shatin Plaza Branch	Shop No. 8, Shatin Plaza, 21-27 Shatin Centre Street, Shatin

5. Your Application Form can be lodged at these times:

<b>Thursday, January 28, 2016</b>	<b>— 9:00 a.m. to 5:00 p.m.</b>
<b>Friday, January 29, 2016</b>	<b>— 9:00 a.m. to 5:00 p.m.</b>
<b>Saturday, January 30, 2016</b>	<b>— 9:00 a.m. to 1:00 p.m.</b>
<b>Monday, February 1, 2016</b>	<b>— 9:00 a.m. to 5:00 p.m.</b>
<b>Tuesday, February 2, 2016</b>	<b>— 9:00 a.m. to 12:00 noon</b>

6. The latest time for lodging your application is 12:00 noon on Tuesday, February 2, 2016. The application lists will be open from 11:45 a.m. to 12:00 noon on that day, subject only to the weather conditions, as described in "10. Effect of Bad Weather on the Opening of the Application Lists" in the "How to Apply for Hong Kong Offer Shares" section of the Prospectus.

如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

## 申請手續

1. 使用下表計算閣下應付的款項。閣下申請認購的股數須至少為1,000股香港發售股份，並為下表所列的其中一個數目，否則恕不受理。

可供申請認購的香港發售股份數目及應繳款項					
申請認購的 香港發售 股份數目	申請時 應繳款項 (港元)	申請認購的 香港發售 股份數目	申請時 應繳款項 (港元)	申請認購的 香港發售 股份數目	申請時 應繳款項 (港元)
1,000	3,797.89	45,000	170,905.03	2,000,000	7,595,779.04
2,000	7,595.78	50,000	189,894.48	3,000,000	11,393,668.56
3,000	11,393.66	60,000	227,873.37	4,000,000	15,191,558.08
4,000	15,191.56	70,000	265,852.27	5,000,000	18,989,447.60
5,000	18,989.45	80,000	303,831.16	6,000,000	22,787,337.12
6,000	22,787.34	90,000	341,810.06	7,000,000	26,585,226.64
7,000	26,585.23	100,000	379,788.95	8,000,000	30,383,116.16
8,000	30,383.11	200,000	759,577.90	9,000,000	34,181,005.68
9,000	34,181.00	300,000	1,139,366.86	10,000,000	37,978,895.20
10,000	37,978.90	400,000	1,519,155.81	11,000,000	41,776,784.72
15,000	56,968.34	500,000	1,898,944.76	12,000,000	45,574,674.24
20,000	75,957.79	600,000	2,278,733.71	13,000,000	49,372,563.76
25,000	94,947.24	700,000	2,658,522.66	14,000,000	53,170,453.28
30,000	113,936.69	800,000	3,038,311.62	15,000,000	56,968,342.80
35,000	132,926.13	900,000	3,418,100.57	16,667,000 <sup>(1)</sup>	63,299,424.63
40,000	151,915.58	1,000,000	3,797,889.52		

<sup>(1)</sup> 閣下可申請認購的香港發售股份最高數目。

2. 以英文填妥及簽署申請表格。只接納親筆簽名(不得以個人印章代替)。
3. 閣下須將支票或銀行本票釘於表格上。每份香港發售股份申請須附一張獨立開出支票或一張獨立開出銀行本票。支票或銀行本票必須符合以下所有規定，否則有關的認購申請不獲接納：

支票必須：	銀行本票必須：
<ul style="list-style-type: none"><li>• 為港元；</li><li>• 不得為期票；</li><li>• 註明抬頭人為「中國銀行(香港)代理人有限公司－好孩子中國控股公開發售」；</li><li>• 劃線註明「只准入抬頭人賬戶」；</li></ul>	<ul style="list-style-type: none"><li>• 須由香港持牌銀行開出，並由有關銀行授權的人士在銀行本票背面簽署核證閣下姓名／名稱。銀行本票所示姓名／名稱須與閣下姓名／名稱相同。如屬聯名申請，銀行本票背面所示姓名／名稱必須與排名首位申請人的姓名／名稱相同。</li></ul>
<ul style="list-style-type: none"><li>• 從閣下在香港的港元銀行賬戶中開出；及</li><li>• 顯示閣下的賬戶名稱，而該賬戶名稱必須已預印在支票上，或由有關銀行授權的人士在支票背書。賬戶名稱必須與閣下姓名／名稱相同。如屬聯名申請，賬戶名稱必須與排名首位申請人的姓名／名稱相同。</li></ul>	

如 閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

4. 請撕下申請表格，對摺一次，然後將填妥的申請表格（連同支票或銀行本票）投入下列任何一家分行及支行特備的收集箱：

**中國銀行（香港）有限公司**

	分行名稱	地址
香港島	中銀大廈分行	花園道1號3樓
	軒尼詩道409號分行	灣仔軒尼詩道409-415號
	利眾街分行	柴灣利眾街29-31號
九龍	尖沙咀東分行	九龍尖沙咀東加連威老道96號 希爾頓大廈低層地下3號舖
	黃大仙分行	黃大仙黃大仙中心地下G13號
	將軍澳廣場分行	將軍澳將軍澳廣場L1層112-125號
新界	上水分行證券 服務中心	上水新豐路136號
	屯門新墟分行	屯門鄉事會路雅都花園商場G13-14號

**渣打銀行（香港）有限公司**

	分行名稱	地址
香港島	灣仔修頓分行	灣仔軒尼詩道156-162號 利榮大廈地下C2舖、一樓及二樓
	軒尼詩道分行	灣仔軒尼詩道399號
九龍	68彌敦道分行	尖沙咀彌敦道66-70號金冠大廈地庫、 地下B1號舖及中層
	新蒲崗分行 德福花園分行	新蒲崗大有街31號善美工業大廈地下A號舖 觀塘大業街德福花園德福中心商場P9-12號舖
新界	青衣城分行 將軍澳分行	青衣青衣城3樓308E號舖 將軍澳厚德邨厚德商場東翼地下G37-40號舖
	沙田廣場分行	沙田沙田正街21-27號沙田廣場8號舖

5. 閣下可於下列時間遞交申請表格：

二零一六年一月二十八日（星期四）	— 上午九時正至下午五時正
二零一六年一月二十九日（星期五）	— 上午九時正至下午五時正
二零一六年一月三十日（星期六）	— 上午九時正至下午一時正
二零一六年二月一日（星期一）	— 上午九時正至下午五時正
二零一六年二月二日（星期二）	— 上午九時正至中午十二時正

6. 截止遞交申請的時間為二零一六年二月二日（星期二）中午十二時正。本公司將於當日上午十一時四十五分至中午十二時正登記認購申請，唯一會影響此時間的變化因素為當日的天氣情況（詳見招股章程「如何申請香港發售股份」一節「10. 惡劣天氣對開始辦理申請登記的影響」）。





## Goodbaby China Holdings Limited

### 好孩子中国控股有限公司

(Incorporated in the Cayman Islands with limited liability)

#### GLOBAL OFFERING

##### Conditions of your application

###### A. Who can apply

1. You or any person (s) for whose benefit you are applying must be 18 years of age or older and must have a Hong Kong address.
2. If you are a firm, the application must be in the individual members' names.
3. The number of joint applicants may not exceed 4.
4. If you are a body corporate, the application must be signed by a duly authorized officer, who must state his or her representative capacity, and stamped with your corporation's chop.
5. You must be outside the United States, not be a United States person (as defined in Regulation S under the U.S. Securities Act) and not be a legal or natural person of the PRC.
6. Unless permitted by the Listing Rules, you cannot apply for any Hong Kong Offer Shares if you are:
  - an existing beneficial owner of Shares in the Company and/or any of its subsidiaries;
  - a Director or chief executive officer of the Company and/or its subsidiaries;
  - a connected person (as defined in the Listing Rules) of the Company or will become a connected person of the Company immediately upon completion of the Global Offering;
  - an associate (as defined in the Listing Rules) of any of the above; or
  - have been allocated or have applied for or indicated an interest in any International Offer Shares under the International Offering.

###### B. If you are a nominee

You, as a nominee, may make more than one application for the Hong Kong Offer Shares by: (i) giving electronic application instructions to HKSCC via Central Clearing and Settlement System ("CCASS") (if you are a CCASS participant); or (ii) using a **WHITE** or **YELLOW** Application Form, and lodge more than one application in your own name on behalf of different beneficial owners.

###### C. Effect of completing and submitting this Application Form

By completing and submitting this Application Form, you (and if you are joint applicants, each of you jointly and severally) for yourself or as an agent or a nominee on behalf of each person for whom you act:

- undertake to execute all relevant documents and instruct and authorize the Company and/or the Joint Global Coordinators (or their agents or nominees), as agents of the Company, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name as required by the Articles of Association;
- agree to comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Articles of Association;
- confirm that you have read the terms and conditions and application procedures set out in the Prospectus and in this Application Form and agree to be bound by them;

- confirm that you have received and read the Prospectus and have only relied on the information and representations contained in the Prospectus in making your application and will not rely on any other information or representations except those in any supplement to the Prospectus;
- confirm that you are aware of the restrictions on the Global Offering in the Prospectus;
- agree that none of the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters' Representative, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering is or will be liable for any information and representations not in the Prospectus (and any supplement to it);
- undertake and confirm that you or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest in, and will not apply for or take up, or indicate an interest in, any Offer Shares under the International Offering nor participated in the International Offering;
- agree to disclose to the Company, our Hong Kong Share Registrar, the receiving banks, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters' Representative, the Underwriters and/or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- if the laws of any place outside Hong Kong apply to your application, agree and warrant that you have complied with all such laws and none of the Company, the Sole Sponsor, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters' Representative, the Underwriters nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in the Prospectus and this Application Form;
- agree that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- agree that your application will be governed by the Laws of Hong Kong;
- represent, warrant and undertake that (i) you understand that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act; and (ii) you and any person for whose benefit you are applying for the Hong Kong Offer Shares are outside the United States (as defined in Regulation S) or are a person described in paragraph (h) (3) of Rule 902 of Regulation S;
- warrant that the information you have provided is true and accurate;
- agree to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to you under the application;

## Please use this form if you want the Hong Kong Offer Shares to be issued in your name

- authorize the Company to place your name(s) or the name of the HKSCC Nominees, on the Company's register of members as the holder(s) of any Hong Kong Offer Shares allocated to you, and the Company and/or its agents to send any share certificate(s) and/or any refund cheque(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the address stated on the application, unless you have fulfilled the criteria mentioned in "Personal Collection" section in the Prospectus to collect the share certificate(s) and/or refund cheque(s) in person;
- declare and represent that this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying;
- understand that the Company, the Sole Sponsor and the Joint Global Coordinators will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Hong Kong Offer Shares to you and that you may be prosecuted for making a false declaration;
- (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving electronic application instructions to HKSCC or to the White Form eIPO Service Provider by you or by anyone as your agent or by any other person; and
- (if you are making the application as an agent for the benefit of another person) warrant that (i) no other application has been or will be made by you as agent for the benefit of that person or by that person or by any other person as agent for that person on a **WHITE** or **YELLOW** Application Form or by giving electronic application instructions to HKSCC; and (ii) you have due authority to sign the Application Form or give electronic application instructions on behalf of that other person as their agent.

### D. Power of attorney

If your application is made through an authorized attorney, the Sole Sponsor and the Joint Global Coordinators may accept or reject your application at their discretion, and on any conditions they think fit, including evidence of the attorney's authority.

### Determination of Offer Price and Allocation of Hong Kong Offer Shares

The Offer Price is expected to be fixed on or around Wednesday, February 3, 2016. Applicants are required to pay the maximum Offer Price of HK\$3.76 for each Hong Kong Offer Share together with 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee. If the Offer Price is not agreed between the Company and the Underwriters' Representative (on behalf of the Underwriters) on or before Thursday, February 11, 2016, the Global Offering will not proceed and will lapse.

Applications for Hong Kong Offer Shares will not be processed and no allotment of any Hong Kong Offer Shares will be made until the application lists close.

The Company expects to announce the fixed Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of Offer Shares under the Hong Kong Public Offering on Thursday, February 11, 2016 in the South China Morning Post (in English), the Hong Kong Economic Times (in Chinese), the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.goodbabychina.com](http://www.goodbabychina.com). Results of allocations in the Hong Kong Public Offering, and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants (where applicable) will be available on the above websites.

### If your application for the Hong Kong Offer Shares is successful (in whole or in part)

If you apply for 1,000,000 or more Hong Kong Offer Shares, you may collect your share certificate(s) and/or refund cheque(s) in person from: Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong from 9:00 a.m. to 1:00 p.m. on Thursday, February 11, 2016 or such other date as notified by us in the newspapers.

If you are an individual who is eligible for personal collection, you must not authorize any other person to collect for you. If you are a corporate applicant which is eligible for personal collection, your authorized representative must bear a letter of authorisation from your corporation stamped with your corporation's chop.

Both individuals and authorized representatives must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited.

If you do not collect your share certificate(s) and/or refund cheque(s) personally within the time period specified for collection, they will be dispatched promptly to the address as specified on this Application Form by ordinary post at your own risk.

If you apply for less than 1,000,000 Hong Kong Offer Shares, your refund cheque(s) and/or share certificate(s) will be sent to the address on the relevant Application Form on or before Thursday, February 11, 2016, by ordinary post and at your own risk.

### Refund of your money

If you do not receive any Hong Kong Offer Shares or if your application is accepted only in part, the Company will refund to you your application monies (including the related 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee) without interest. If the Offer Price is less than the maximum Offer Price, the Company will refund to you the surplus application monies (including the related 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee) without interest.

The refund procedures are stated in the "14. Dispatch/Collection of Share Certificates and Refund Monies" in the "How to Apply for Hong Kong Offer Shares" section of the Prospectus.

### Application by HKSCC Nominees Limited ("HKSCC Nominees")

Where this Application Form is signed by HKSCC Nominees on behalf of persons who have given electronic application instructions to apply for the Hong Kong Offer Shares, the provisions of this Application Form which are inconsistent with those set out in the Prospectus shall not apply and provisions in the Prospectus shall prevail.

Without limiting the generality of this paragraph, the following sections of this Application Form are inapplicable where this form is signed by HKSCC Nominees:

- "Applicants' declaration" on the first page;
- "Warning" on the first page;
- "If you are a nominee";
- All representations and warranties under the "Effect of completing and submitting this Application Form" section, except the first one regarding registration of Hong Kong Offer Shares in the applicant's name and the signing of documents to enable the applicant to be registered as the holder of the Hong Kong Offer Shares;
- "If your application for Hong Kong Offer Shares is successful (in whole or in part)"; and
- "Refund of your money".

The following sections in the "How to Apply for Hong Kong Offer Shares" section of the Prospectus are inapplicable where this form is signed by HKSCC Nominees:

- "8. How Many Applications Can You Make"; and
- "12. Circumstances in Which You Will Not Be Allotted Offer Shares".

如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格



Goodbaby China Holdings Limited

好孩子中國控股有限公司

(於開曼群島註冊成立的有限公司)

## 全球發售

### 申請條件

#### 甲 可提出申請的人士

- 閣下或閣下為其利益提出申請的人士必須年滿18歲並有香港地址。
- 如閣下為商號，申請須以個別成員名義提出。
- 聯名申請人不得超過四名。
- 如閣下為法人團體，申請須經獲正式授權人員簽署，並註明其所屬代表身份及蓋上公司印章。
- 閣下必須身處美國境外，並非美國籍人士(定義見美國證券法S規例)，亦非中國法人或自然人。
- 除上市規則批准外，下列人士概不得申請認購任何香港發售股份：
  - 本公司及／或其任何附屬公司股份的現有實益擁有人；
  - 本公司及／或其任何附屬公司的董事或最高行政人員；
  - 本公司關連人士(定義見上市規則)或緊隨全球發售完成後將成為本公司關連人士的人士；
  - 上述任何人士的聯繫人(定義見上市規則)；或
  - 已獲分配或已申請或表示有意申請國際發售的任何國際發售股份。

#### 乙 如閣下為代名人

閣下作為代名人可提交超過一份香港發售股份申請，方法是(i)透過中央結算及交收系統(「中央結算系統」)向香港結算發出電子認購指示(如閣下為中央結算系統參與者)；或(ii)使用白色或黃色申請表格，以本身名義代表不同的實益擁有人提交超過一份申請。

#### 丙 填交本申請表格的效用

閣下填妥並遞交本申請表格，即表示閣下(及如屬聯名申請人，即各人共同及個別)代表閣下本身，或作為閣下代其行事的每位人士的代理或代名人：

- 承諾簽立所有有關文件，及指示並授權本公司及／或聯席全球協調人(或其代理或代名人)作為本公司代理為閣下簽立任何文件，並代表閣下處理一切必要事務，以便根據組織章程細則的規定，以閣下名義登記閣下獲分配的任何香港發售股份；
- 同意遵守公司條例、公司(清盤及雜項條文)條例及組織章程細則；

- 確認閣下已閱讀招股章程及本申請表格所載條款及條件以及申請手續，並同意受有關資料的約束；
- 確認閣下已接獲及閱讀招股章程，並於作出申請時僅倚賴招股章程所載資料及陳述，且將不會倚賴招股章程任何補充文件以外的任何其他資料或陳述；
- 確認閣下已知悉招股章程內有關全球發售的限制；
- 同意本公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、包銷商代表、包銷商及彼等各自的董事、高級職員、僱員、合夥人、代理、顧問及任何參與全球發售的其他各方均不會或將不會對招股章程(及其任何補充文件)之外的任何資料及陳述負責；
- 承諾及確認閣下或閣下為其利益提出申請的人士並無申請或認購或表示有意申請或認購國際發售項下的任何發售股份，亦將不會申請或認購或表示有意申請或認購國際發售項下的任何發售股份，亦不會參與國際發售；
- 同意向本公司、香港證券登記處、收款銀行、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、包銷商代表、包銷商及／或彼等各自顧問及代理披露彼等所需有關閣下及閣下為其利益提出申請的人士的任何個人資料；
- 倘香港以外任何地區的法律適用於閣下的申請，則閣下同意及保證閣下已遵守所有有關法律，而本公司、獨家保薦人、聯席全球協調人、聯席賬簿管理人、聯席牽頭經辦人、包銷商代表、包銷商或彼等各自的任何高級職員或顧問將不會因接納閣下的購買要約或因閣下於招股章程及本申請表格所載條款及條件項下的權利與義務所產生的任何行動而違反香港以外地區的任何法律；
- 同意閣下的申請一經接納，則閣下不可因無意作出的失實陳述而撤銷申請；
- 同意閣下的申請將受香港法例規管；
- 表示、保證及承諾：(i)閣下明白香港發售股份並無及將不會根據美國證券法登記；及(ii)閣下及閣下為其利益提出申請香港發售股份的人士身處美國境外(定義見S規例)，或屬S規例第902條第(h)(3)段所述的人士；
- 保證閣下所提供資料屬真實準確；
- 同意接納所申請的香港發售股份或根據申請向閣下所分配任何較少數目的股份；

## 如閣下欲以本身名義登記將獲發行的香港發售股份，請使用本表格

- 授權本公司將閣下的姓名／名稱或香港結算代理人的名稱列入本公司的股東名冊，作為閣下獲分配香港發售股份的持有人，並授權本公司及／或本公司代理將任何股票或任何退款支票以普通郵遞方式按申請所示地址寄予閣下或(如屬聯名申請)排名首位的申請人，郵誤風險由閣下自行承擔，惟閣下符合招股章程內「親身領取」章節的條件親自領取股票及／或退款支票則除外；
- 聲明及表示此乃閣下作出的唯一申請及閣下擬以其本身或閣下為其利益提出申請的人士為受益人將作出的唯一申請；
- 明白本公司、獨家保薦人及聯席全球協調人將倚賴閣下的聲明及陳述，以決定是否向閣下分配任何香港發售股份及閣下如作出虛假聲明，則可能會被檢控；
- (倘申請以閣下本身為受益人)保證閣下或閣下任何代理或任何其他人士並無及將不會以閣下本身利益以白色或黃色申請表格或向香港結算或向白表eIPO服務供應商發出電子認購指示作出其他申請；及
- (倘閣下作為代理為其他人士利益提出申請)保證(i)閣下(作為該名人士的代理或為其利益)或該名人士或任何作為該名人士代理的其他人士並無及將不會以白色或黃色申請表格或向香港結算發出電子認購指示作出其他申請；及(ii)閣下已獲正式授權簽署申請表格或以該名其他人士代理的身份代為發出電子認購指示。

### 丁 授權書

如閣下透過授權人士提出申請，獨家保薦人及聯席全球協調人可按其認為合適的條件(包括出示獲授權證明)酌情接納或拒絕閣下的申請。

### 釐定發售價及香港發售股份的分配

預期發售價於二零一六年二月三日(星期三)或前後釐定。申請人須繳付每股香港發售股份3.76港元的最高發售價，另加1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費。倘若本公司與包銷商代表(代表包銷商)並無於二零一六年二月十一日(星期四)或之前協定發售價，全球發售將不予進行並將失效。

截止登記認購申請前，概不處理香港發售股份的申請或配發任何香港發售股份。

本公司預期於二零一六年二月十一日(星期四)在南華早報(以英文)、香港經濟日報(以中文)、聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))及本公司網站([www.goodbabychina.com](http://www.goodbabychina.com))公佈協定發售價、國際發售的踴躍程度、香港公開發售認購水平及香港公開發售發售股份分配基準。香港公開發售的分配結果以及成功申請人的香港身份證／護照／香港商業登記號碼(如適用)亦同於上述網站公佈。

### 如閣下成功申請認購香港發售股份(全部或部分)

如閣下申請認購1,000,000股或以上香港發售股份，閣下可於二零一六年二月十一日(星期四)上午九時正至下午一時正或本公司在報章上公佈的其他日期，親身前往香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室)領取股票及／或退款支票。

如閣下為個人申請人並合資格親身領取，閣下不得授權任何其他人士代領。如閣下為公司申請人並合資格派人領取，閣下的授權代表須攜同蓋上公司印章的授權書領取。

個人申請人及授權代表領取股票時均須出示獲香港中央證券登記有限公司接納的身份證明文件。

如閣下並無在指定領取時間內親身領取股票及／或退款支票，有關股票及／或退款支票將會立刻以普通郵遞方式寄往本申請表格所示地址，郵誤風險由閣下承擔。

如閣下申請認購少於1,000,000股香港發售股份，閣下的退款支票及／或股票將於二零一六年二月十一日(星期四)或之前以普通郵遞方式寄往相關申請表格所示地址，郵誤風險由閣下承擔。

### 退回款項

若閣下未獲分配任何香港發售股份或申請僅部分獲接納，本公司將不計利息退回閣下的申請股款(包括相關的1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)。如發售價低於最高發售價，本公司將不計利息退回多收申請股款(包括相關的1%經紀佣金、0.0027%證監會交易徵費及0.005%聯交所交易費)。

有關退款程序載於招股章程「如何申請香港發售股份」一節「14.寄發／領取股票及退回股款」。

### 香港中央結算(代理人)有限公司(「香港結算代理人」)提出的申請

如本申請表格由香港結算代理人代表發出電子認購指示申請香港發售股份的人士簽署，本申請表格與招股章程不符的條文將不適用，且以招股章程所述者為準。

在不限制此段一般應用的前提下，本申請表格的以下部分在香港結算代理人作簽署人的情況下並不適用：

- 第一頁的「申請人聲明」；
- 第一頁的「警告」；
- 「如閣下為代名人」；
- 「填交本申請表格的效用」一節項下的所有陳述及保證，惟首項有關以申請人名義登記香港發售股份及簽署使申請人登記成為香港發售股份持有人的文件除外；
- 「如閣下成功申請認購香港發售股份(全部或部分)」；及
- 「退回款項」。

招股章程「如何申請香港發售股份」一節的以下部分在香港結算代理人作簽署人的情況下並不適用：

- 「8. 閣下可提交的申請數目」；及
- 「12. 閣下不獲配發發售股份的情況」。

## Personal Data

### Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Hong Kong Offer Shares, of the policies and practices of the Company and its Hong Kong Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “Ordinance”).

#### 1. Reasons for the collection of your personal data

It is necessary for applicants and registered holders of securities to supply correct personal data to the Company or its agents and the Hong Kong Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Share Registrar.

Failure to supply the requested data may result in your application for securities being rejected, or in delay or the inability of the Company or its Hong Kong Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Hong Kong Offer Shares which you have successfully applied for and/or the dispatch of share certificate(s) and/or refund cheque(s) to which you are entitled.

It is important that securities holders inform the Company and the Hong Kong Share Registrar immediately of any inaccuracies in the personal data supplied.

#### 2. Purposes

The personal data of the securities holders may be used, held, processed, and/or stored (by whatever means) for the following purposes:

- processing your application and refund cheque, where applicable, verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocation of the Hong Kong Offer Shares;
- compliance with applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of securities holders including, where applicable, HKSCC Nominees;
- maintaining or updating the register of securities holders of the Company;
- verifying securities holders’ identities;
- establishing benefit entitlements of securities holders of the Company, such as dividends, rights issues and bonus issues, etc;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and securities holder profiles;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the

Hong Kong Share Registrar to discharge their obligations to securities holders and/or regulators and/or any other purposes to which the securities holders may from time to time agree.

#### 3. Transfer of personal data

Personal data held by the Company and its Hong Kong Share Registrar relating to the securities holders will be kept confidential but the Company and its Hong Kong Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose or transfer (whether within or outside Hong Kong) the personal data to any of the following:

- the Company’s appointed agents such as financial advisers, receiving banks and overseas principal share registrar;
- where applicants for securities request a deposit into CCASS, HKSCC or HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Hong Kong Share Registrar in connection with their respective business operation;
- the Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations; and
- any persons or institutions with which the securities holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

#### 4. Retention of personal data

The Company and its Hong Kong Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

#### 5. Access to and correction of personal data

Securities holders have the right to ascertain whether the Company or the Hong Kong Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the Hong Kong Share Registrar have the right to charge a reasonable fee for the processing of such requests.

All requests for access to data or correction of data should be addressed to us, at our registered address disclosed in the “Corporate Information” section of the Prospectus or as notified from time to time, for the attention of the company secretary, or our Hong Kong Share Registrar for the attention of the privacy compliance officer.

**By signing an Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.**

## 個人資料

### 個人資料收集聲明

此項個人資料收集聲明是向香港發售股份的申請人和持有人說明有關本公司及其香港證券登記處有關個人資料和香港法例第486章個人資料(私隱)條例(「條例」)方面的政策和慣例。

#### 1. 收集閣下個人資料的原因

證券申請人及登記持有人以本身名義申請證券或轉讓或受讓證券時或要求香港證券登記處提供服務時，必須向本公司或其代理人及香港證券登記處提供正確個人資料。

未能提供所需資料可能導致閣下申請證券被拒或延遲，或本公司或其香港證券登記處無法落實轉讓或提供服務。此舉也可能妨礙或延遲登記或轉讓閣下成功申請的香港發售股份及／或寄發閣下應得的股票及／或退款支票。

證券持有人所提供的個人資料如有任何錯誤，須立即通知本公司及香港證券登記處。

#### 2. 目的

證券持有人的個人資料可被採用及以任何方式持有、處理及／或保存，以作下列用途：

- 處理閣下的申請及退款支票(如適用)、核實是否符合本申請表格及招股章程載列的條款和申請程序以及公佈香港發售股份的分配結果；
- 遵守香港及其他地區的適用法律及法規；
- 以證券持有人(包括香港結算代理人(如適用))的名義登記新發行證券或轉讓或受讓證券；
- 存置或更新本公司證券持有人的名冊；
- 核實證券持有人的身份；
- 確定本公司證券持有人的受益權利，例如股息、供股和紅股等；
- 分發本公司及其附屬公司的通訊；
- 編製統計數據和證券持有人資料；
- 披露有關資料以便就權益索償；及
- 與上述有關的任何其他附帶或相關目的及／或使本公司及香港證券登記處能履行對證券持有人及／或監管機構承擔的責任及／或證券持有人不時同意的任何其他目的。

#### 3. 轉交個人資料

本公司及其香港證券登記處所持有關證券持有人的個人資料將會保密，但本公司及其香港證券登記處可以在為達到上述任何目的之必要情況下，向下列任何人士披露或轉交(無論在香港境內或境外)有關個人資料：

- 本公司委任的代理人，例如財務顧問、收款銀行和主要海外股份過戶登記處；
- (如證券申請人要求將證券存於中央結算系統)將會就中央結算系統的運作使用有關個人資料的香港結算或香港結算代理人；
- 向本公司或香港證券登記處提供與其各自業務營運有關的行政、電訊、電腦、付款或其他服務的任何代理人、承包商或第三方服務供應商；
- 聯交所、證監會及任何其他法定監管機關或政府部門或法例、規則或法規所規定的其他機構；及
- 證券持有人與其進行或擬進行交易的任何人士或機構，例如彼等的銀行、律師、會計師或股票經紀等。

#### 4. 個人資料的保留

本公司及其香港證券登記處將按收集個人資料所需的用途保留證券申請人及持有人的個人資料。無需保留的個人資料將會根據條例銷毀或處理。

#### 5. 查閱和更正個人資料

證券持有人有權確定本公司或香港證券登記處是否持有其個人資料，並有權索取有關該資料的副本並更正任何不正確資料。本公司和香港證券登記處有權就處理任何查閱資料的要求收取合理費用。

所有查閱資料或更正資料的要求應按招股章程「公司資料」一節所披露或不時通知的本公司註冊地址送交公司秘書，或向本公司的香港證券登記處的個人資料私隱事務主任提出。

閣下簽署申請表格或向香港結算發出電子認購指示，即表示同意上述各項。