
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Goodbaby International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED GRANT OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
PROPOSED AMENDMENTS TO THE AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND ADOPTION OF THE THIRD AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Goodbaby International Holdings Limited to be held at 8/F, No. 5 Building, the Hub, No. 99 Shaohong Road, Minhang District, Shanghai, PRC on Monday, 20 May 2024 at 10:00 a.m. is set out on pages 22 to 28 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.gbinternational.com.hk).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it 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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

19 April 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 8/F, No. 5 Building, the Hub, No. 99 Shaohong Road, Minhang District, Shanghai, PRC on Monday, 20 May 2024 at 10:00 a.m. or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 22 to 28 of this circular
“Articles of Association”	the articles of association of the Company currently in force, as amended from time to time
“Board”	the board of Directors
“Company”	Goodbaby International Holdings Limited 好孩子國際控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Latest Practicable Date”	12 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company currently in force
“PRC”	the People’s Republic of China
“Proposed Amendments”	as defined on page 5 of the section headed “Letter from the Board” of this circular
“PUD”	Pacific United Developments Limited, a limited liability company incorporated in the British Virgin Islands and a substantial shareholder of the Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“Third Amended and Restated Memorandum and Articles of Association”	the third amended and restated memorandum and articles of association of the Company incorporating the Proposed Amendments set out in Appendix III to this circular, and proposed to be approved and adopted by the Shareholders at the Annual General Meeting
“%”	per cent

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)

Executive Directors:

Mr. SONG Zhenghuan (*Chairman*)
Mr. LIU Tongyou (*Chief Executive Officer*)
Mr. Martin POS
Mr. Michael Nan QU

Non-executive Directors:

Ms. FU Jingqiu
Mr. HO Kwok Yin, Eric

Independent Non-executive Directors:

Ms. CHIANG Yun
Mr. SHI Xiaoguang
Mr. JIN Peng
Mr. SO Tak Young

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head Office:

28 East Lufeng Road
Lujia Town, Kunshan City
Jiangsu Province, 215331
People's Republic of China

Principal Place of Business

in Hong Kong:
Room 2502, 25/F
Tung Chiu Commercial Centre
193 Lockhart Road
Wan Chai
Hong Kong

19 April 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED GRANT OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
PROPOSED AMENDMENTS TO THE AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND ADOPTION OF THE THIRD AMENDED AND RESTATED
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AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 20 May 2024.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 108 of the Articles of Association, Mr. SONG Zhenghuan, Mr. Michael Nan QU, Ms. FU Jingqiu and Mr. HO Kwok Yin, Eric shall retire at the Annual General Meeting. Mr. Michael Nan QU has decided to retire and not offer himself for re-election at the Annual General Meeting due to his personal reason and he will continue his role as Chairman Americans of the Group responsible for the strategic planning and culture development of our American business and organization. Mr. Michael Nan Qu will therefore retire with effect from the ending of the Annual General Meeting. Except for Mr. Michael Nan QU, all of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANT OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 22 May 2023 (the “**2023 AGM**”), a general mandate was granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of Shares in issue immediately following the date of passing of the ordinary resolution regarding the grant of the Share Buy-back Mandate. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 22 to 28 of this circular (i.e. a total of 166,803,116 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the 2023 AGM, a general mandate was granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of Shares in issue immediately following the date of passing of the ordinary resolution regarding the grant of the Issuance Mandate. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6

LETTER FROM THE BOARD

of the notice of the Annual General Meeting as set out on pages 22 to 28 of this circular (i.e. a total of 333,606,233 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

5. PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 26 March 2024.

Following the Consultation Conclusions on Proposals to Expand the Paperless Listing Regime and Other Rule Amendments published by the Stock Exchange in June 2023, the Listing Rules have been amended with effect from 31 December 2023 such that, among others, that any “corporate communication” (as defined under the Listing Rules) must, to the extent permitted under all applicable laws and regulations, be satisfied by the listed issuer by (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the Stock Exchange’s website. Listed issuers must make any necessary amendments to their constitutional documents no later than the first annual general meeting following 31 December 2023 to facilitate their compliance with such requirements. In view of that, the Board proposes to amend the Memorandum and Articles of Association (the “**Proposed Amendments**”) in order to facilitate the Company’s compliance with the said electronic communication requirements.

Details of the Proposed Amendments are set out in Appendix III to this circular. A special resolution will be proposed at the Annual General Meeting to approve the Proposed Amendments and the adoption of the Third Amended and Restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the Memorandum and Articles of Association.

The Proposed Amendments and the adoption of the Third Amended and Restated Memorandum and Articles of Association are subject to and will become effective upon the approval of the Shareholders by way of passing a special resolution at the Annual General Meeting.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments are not inconsistent with the laws of the Cayman Islands.

The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong. The Shareholders are advised that the Third Amended and Restated Memorandum and Articles of Association are adopted in English only. The Chinese translation of the Proposed Amendments provided in Appendix III to this circular in Chinese is for reference only. The Chinese translation of the Third Amended and Restated Memorandum and Articles of Association will be made available

LETTER FROM THE BOARD

upon adoption of the Third Amended and Restated Memorandum and Articles of Association by the Company for reference only. In case of any inconsistency, the English versions of the Proposed Amendments and the Third Amended and Restated Memorandum and Articles of Association shall prevail.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 22 to 28 of this circular.

Pursuant to 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.gbinternational.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 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, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting), Appendix II (Explanatory Statement on the Share Buy-back Mandate) and Appendix III (Proposed Amendments to the Memorandum and Articles of Association) to this circular.

8. RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, grant of the Share Buy-back Mandate and the Issuance Mandate, the Proposed Amendments and the proposed adoption of the Third Amended and Restated Memorandum and Articles of Association are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief and information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Goodbaby International Holdings Limited
SONG Zhenghuan
Chairman

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

Executive Directors

- (1) SONG Zhenghuan, aged 75, is the chairman and executive Director of the Company. He was also the chief executive officer of the Company from listing to 15 January 2016. With more than 30 years of experience in the juvenile products industry, Mr. Song is the founder and primarily responsible for our Group's overall strategic direction and the management of the Group's business. Mr. Song majored in mathematics and graduated from Jiangsu Teachers University in 1981 with a certificate of graduation. Prior to establishing the Company, Mr. Song was a teacher in Lujia Middle School in Kunshan City from 1973 to 1984 and was the Vice Principal from 1984 to 1993. Between 1989 and 1993, Mr. Song was also in charge of a factory run by Lujia Middle School, the predecessor of Goodbaby Group Co., Ltd., which is a major founding shareholder of the Group. In 1989, Mr. Song invented the first "push and rock" stroller and subsequently founded the Group to engage in the design, manufacture and marketing of strollers under the 好孩子 Goodbaby brand in China. Because of Mr. Song's outstanding achievements, he was awarded the Ernst & Young Entrepreneur of the Year Award for the Greater China region in 2006. In 2012, Mr. Song was awarded the "Chinese Toy Industry's Outstanding Achievement Award" by the China Toy Association. In 2013, Mr. Song was selected as winner of Walter L. Hurd Executive Medal 2013 by the Walter L. Hurd Fo.

Mr. Song is currently a director of each of the following companies in the Group:

- (i) Goodbaby Child Products Co., Ltd.*;
- (ii) Ningbo Goodbaby Child Products Co., Ltd.*;
- (iii) Goodbaby Children's Products, Inc.;
- (iv) Goodbaby (Hong Kong) Limited;
- (v) Shanghai Goodbaby Fashion Co., Ltd.;
- (vi) Magellan Holding GmbH;
- (vii) Goodbaby US Holdings, Inc.;
- (viii) Serena Merger Co., Inc.;
- (ix) WP Evenflo Holdings, Inc.;
- (x) Evenflo Company, Inc.;

* For identification purpose only

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

- (xi) Evenflo Asia, Inc.;
- (xii) Lisco Feeding, Inc.;
- (xiii) Lisco Furniture, Inc.;
- (xiv) Goodbaby (Europe) Group Limited;
- (xv) Rollplay (Hong Kong) Co., Limited;
- (xvi) OASIS DRAGON LIMITED;
- (xvii) Goodbaby Retail & Service Holdings Company;
- (xviii) Goodbaby (China) Retail & Service Company; and
- (xix) Goodbaby Europe Holdings Limited.

Mr. Song is a shareholder and a director of Cayey Enterprises Limited, and is also an indirect shareholder and director of PUD, both of which are substantial shareholders of the Company.

Mr. Song is also an indirect shareholder and director of Sure Growth Investments Limited, a substantial shareholder of the Company.

Save as disclosed above, Mr. Song does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does he hold any other positions in the Company or members of the Group.

Mr. Song entered into a service contract with the Company for a term of three years commencing on 1 November 2019 of which expired on 24 November 2022. On 1 November 2022, Mr. Song renewed the service contract with the Company for a term of three years commencing on 24 November 2022. Under the renewed service contract, he is not entitled to receive director's remuneration but is entitled to receive an annual fixed salary in the amount of RMB2,625,000 (after tax) per annum. Mr. Song is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Mr. Song is the spouse of Ms. FU Jingqiu ("**Ms. Fu**"), the non-executive Director of the Company. Mr. Song is deemed to be interested in 608,550,380 shares of the Company, through his controlled corporations, namely PUD, Cayey Enterprises Limited and Sure Growth Investments Limited, within the meaning of Part XV of the SFO.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Ms. Fu is holding 157,492,047 shares of the Company through Rosy Phoenix Limited. As such, Mr. Song is deemed to be interested in 157,492,047 shares of the Company, held by Rosy Phoenix Limited, through Ms. Fu within the meaning of Part XV of the SFO.

Mr. Song is deemed to have an interest in the 1,390,000 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 him. In addition, Mr. Song is also deemed to be interested in the 2,207,000 underlying shares of the Company in respect of the share options of the Company granted to Ms. Fu.

Save as aforesaid, Mr. Song does not have relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders

Non-executive Directors

- (2) FU Jingqiu, aged 72, was appointed as a non-executive Director of the Company on 10 November 2017. With her over 30 years of extensive experience in retail and distribution of juvenile products in China, Ms. Fu provides business operation guidance and advisory consulting services to the Group for development and management of its business in China market. Ms. Fu is the co-founder of Goodbaby China Holdings Limited (together with its subsidiaries collectively referred to “**CAGB Group**”) and is now primarily responsible for the overall business management and strategic development of CAGB Group. Before the founding of CAGB group, Ms. Fu was the vice president of Goodbaby Child Products Co., Ltd. (“**GCPC**”), from February 1993 to July 2010, where she was primarily responsible for retail and distribution of GCPC products in China market.

Ms. Fu is currently a director of the following companies in the Group:

- (i) Shanghai Goodbaby Fashion Co., Ltd.;
- (ii) Goodbaby (China) Retail & Service Company;
- (iii) Kunshan Goodbaby Yijia Retail Co., Ltd.*; and
- (iv) Goodbaby (Nantong) Fashion Co., Ltd.*.

* For identification purpose only

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Ms. Fu is a shareholder and a director of Cayey Enterprises Limited and is also an indirect shareholder and a director PUD, both of which are substantial shareholders of the Company.

Ms. Fu is an indirect shareholder and director of Sure Growth Investments Limited, a substantial shareholder of the Company. Ms. Fu is also a shareholder and director of Rosy Phoenix Limited, a substantial shareholder of the Company.

Save as disclosed above, Ms. Fu does not at present, nor did she in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does she hold other positions in the Company or members of the Group.

Ms. Fu entered into an appointment letter with the Company for an initial term of three years commencing on 10 November 2017 of which expired on 9 November 2020. On 10 November 2020, Ms. Fu renewed the appointment letter with the Company for a term of three years commenced on 10 November 2020 and expired on 9 November 2023. On 10 November 2023, Ms. Fu further renewed the appointment letter with the Company for a term of three years commenced on 10 November 2023. Ms. Fu is entitled to receive director's remuneration in the amount of US\$30,000 per annum and an additional remuneration up to a maximum of RMB1,290,000 per annum for providing business operation guidance and advisory consulting services to the China market and discretionary bonus commensurate with her responsibility and experience, the remuneration policy of the Company and prevailing market conditions. Ms. Fu is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Ms. Fu is the spouse of Mr. Song, the chairman and executive Director of the Company. Mr. Song is holding 608,550,380 shares of the Company through PUD, Cayey Enterprises Limited and Sure Growth Investments Limited. As such, Ms. Fu is deemed to be interested in 608,550,380 shares of the Company, held by PUD and Cayey Enterprises Limited, through Mr. Song within the meaning of Part XV of the SFO.

Ms. Fu is deemed to be interested in 157,492,047 shares of the Company, through her controlled corporation, namely Rosy Phoenix Limited, within the meaning of Part XV of the SFO.

Ms. Fu is deemed to have an interest in the 2,207,000 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. In addition, Ms. Fu is also deemed to be interested in the 1,390,000 underlying shares of the Company in respect of the share options of the Company granted to Mr. Song.

Save as disclosed above, Ms. Fu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders.

- (3) HO Kwok Yin, Eric, aged 67, was appointed as a non-executive Director of the Company on 1 February 2013. Mr. Ho was admitted as a solicitor in England and Wales in 1987 and as a solicitor in Hong Kong in 1988. He was a founding partner of Sidley Austin in Hong Kong and remained a partner of the firm until his retirement in 2010. Mr. Ho received his Bachelor of Social Science Degree from the Chinese University of Hong Kong in 1980.

Save as disclosed above, Mr. Ho does not at present, nor did he in the past three years, hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, nor does he hold other positions in the Company or members of the Group.

Mr. Ho is deemed to have an interest in the 1,096,000 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 him.

Mr. Ho entered into a service contract with the Company on 31 January 2019 to renew his appointment as a non-executive Director of the Company for a term of three years commenced on 1 February 2019 and expired on 31 January 2022. Mr. Ho further renewed his appointment as a non-executive Director of the Company on 31 January 2022 for a term of three years commenced on 1 February 2022. Mr. Ho is entitled to receive a director's fee of US\$50,000 per annum with effect from 1 January 2024. Mr. Ho is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Articles of Association.

Mr. Ho does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

There is no information which is required to be disclosed pursuant to the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,668,031,166 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,668,031,166 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 166,803,116 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds entirely from the Company's available cash flow or working capital facilities which will be funds legally available for such purpose in accordance with its Memorandum and Articles of Association (as amended from time to time) and the applicable laws of the Cayman Islands.

4. IMPACT OF SHARE BUY-BACK

There is no material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023	April	0.650	0.520
	May	0.650	0.530
	June	0.620	0.490
	July	0.600	0.500
	August	0.600	0.510
	September	0.590	0.460
	October	0.470	0.395
	November	0.600	0.370
	December	0.720	0.520
2024	January	0.720	0.580
	February	0.650	0.550
	March	0.690	0.620
	April (<i>up to the Latest Practicable Date</i>)	0.690	0.630

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed share buy back has any unusual features.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Mr. Song and Ms. Fu, both being our controlling shareholders (as defined in the Listing Rules), and persons acting in concert with them were collectively interested in 766,042,427 Shares, representing approximately 45.92% of the issued Shares (without taking into account 1,390,000 underlying Shares in relation to the share options granted to Mr. Song and 2,207,000 underlying Shares in relation to share options granted to Ms. Fu).

In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the shareholding of Mr. Song, Ms. Fu and persons acting in concert with them would be increased to approximately 51.03% of the issued share capital of the Company (without taking into account 1,390,000 underlying Shares in relation to the share options granted to Mr. Song and 2,207,000 underlying Shares in relation to share options granted to Ms. Fu). The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

**APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION**

The details of the Proposed Amendments, in addition to certain consequential updates to the table of contents and paragraphs and article numbers, are as follows. Unless otherwise specified, clauses, paragraphs and article numbers referred herein are clauses, paragraphs and article numbers of the Third Amended and Restated Memorandum and Articles of Association:

	Proposed Amendments to the Cover	Remarks
	<p>SECOND<u>THIRD</u> AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION</p> <p>GOODBABY INTERNATIONAL HOLDINGS LIMITED 好孩子國際控股有限公司</p> <p>(as adopted by a Special Resolution passed on 22 May 2023<u>20 May 2024</u>)</p>	
	Proposed Amendments to the Memorandum of Association	Remarks
Heading	<p>SECOND<u>THIRD</u> AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF GOODBABY INTERNATIONAL HOLDINGS LIMITED 好孩子國際控股有限公司 (Company)</p> <p>(adopted by a Special Resolution passed on 22 May 2023<u>20 May 2024</u>)</p>	
Article	Proposed Amendments to the Articles of Association	Remarks
Heading	<p>SECOND<u>THIRD</u> AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF GOODBABY INTERNATIONAL HOLDINGS LIMITED 好孩子國際控股有限公司 (Company)</p> <p>(adopted by a Special Resolution passed on 22 May 2023<u>20 May 2024</u>)</p>	
1(b)	<p>The following definition was proposed to be added immediately after the definition of “Company”:</p> <p>Company’s website: means the website of the Company to which any Shareholder may have access, the address or domain name of which has been notified to the Shareholders by the Company or as subsequently amended by notice given to the Shareholders by the Company;</p>	New definition

Article	Proposed Amendments to the Articles of Association	Remarks
175(b)	<p data-bbox="375 283 976 314">Article 175(b) was proposed to be amended as follows:</p> <p data-bbox="375 357 1177 1170">Subject to paragraph (c) below, every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the Company at its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report thereon, shall, not less than 21 days before the date of the meeting be delivered or sent by post in accordance with Article 180(b) to every Shareholder and every Debenture Holder of the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of these Articles, provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any Shares or Debentures, but any Shareholder or Debenture Holder to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the Shares or Debentures or other securities of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange or market, there shall be forwarded to such stock exchange or market such number of copies of such documents as may for the time being be required under its regulations or practice.</p>	

Article	Proposed Amendments to the Articles of Association	Remarks
180(b)	<p>Article 180(b) was proposed to be amended as follows:</p> <p>Except where otherwise expressly stated, any notice or document to be given to or by any person pursuant to these Articles (including any corporate communications within the meaning ascribed thereto under the Listing Rules) may be served on or delivered to any Shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such Shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the Shareholder or by any other means authorised in writing by the Shareholder concerned or (other than share certificate) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, a notice or document may be served or delivered by the Company to any Shareholder by electronic means to such address as may from time to time be authorised<u>supplied</u> by the Shareholder concerned or by publishing it on at the Company's website and the website of the HK Stock Exchange notifying the Shareholder concerned that it has been published.</p>	
181(a)	<p>Article 181(a) was proposed to be amended as follows:</p> <p>Any Shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of <u>(i) an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address; or (ii) an electronic address for the purpose of service of notice.</u> Where the registered address of the Shareholder is outside the Relevant Territory, notice, <u>(i) if given through the post, shall be sent by prepaid airmail letter where available or (ii) if served by electronic means, shall be sent in accordance with Article 180(b).</u></p>	

Article	Proposed Amendments to the Articles of Association	Remarks
181(b)	<p>Article 181(b) was proposed to be amended as follows:</p> <p>Any Shareholder who fails (and, where a Share is held by joint holders, where the first joint holder named on the register fails) to supply his registered address or a correct registered address <u>or, in case of electronic communications, fails to supply his electronic address or a correct electronic address</u>, to the Company for service of notices and documents on him shall not (and where a Share is held by joint holders, none of the other joint holders whether or not they have supplied a registered address shall) be entitled to service of any notice or documents by the Company and any notice or document which is otherwise required to be served on him may, if the Board in its absolute discretion so elects (and subject to them re-electing otherwise from time to time), be served, in the case of notices, by displaying a copy of such notice conspicuously at the Registered Office and the Head Office or, if the Board sees fit, by advertisement in the Newspapers, and, in the case of documents, by posting up a notice conspicuously at the Registered Office and the Head Office addressed to such Shareholder which notice shall state the address within the Relevant Territory at which <u>he may obtain a copy of the relevant document, or by displaying or otherwise making available the relevant notice or document on the Company's website and stating the address within the Relevant Territory at which he may obtain a copy of the notice or the document.</u> Any notice or document served in the manner so described which shall be sufficient service as regards Shareholders with no registered or incorrect addresses, <u>or, in case of electronic communications, no or an incorrect electronic address</u>, provided that nothing in this paragraph (b) shall be construed as requiring the Company to serve any notice or document on any Shareholder with no or an incorrect registered address for the service of notice or document on him or on any Shareholder other than the first named on the register of members of the Company.</p>	

Article	Proposed Amendments to the Articles of Association	Remarks
181(c)	<p>Article 181(c) was proposed to be amended as follows:</p> <p>If on three consecutive occasions notices or other documents have been sent through the post to any Shareholder (or, in the case of joint holders of a share, the first holder named on the register) at his registered address but have been returned undelivered, such Shareholder (and, in the case of joint holders of a Share, all other joint holders of the share) shall not thereafter be entitled to receive or be served (save as the Board may elect otherwise pursuant to paragraph (b) of this Article) and shall be deemed to have waived the service of notices and other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address for the service of notices on him. <u>If the Company has attempted to send a corporate communication by electronic means to an electronic address provided by a Shareholder and thereafter has received a non-delivery message, the Company shall re-send the corporate communication using other contact details provided by the Shareholder (if any) in the manner the Company considers appropriate (e.g., in hard copy or by way of publication of the document on the Company’s website and the website of the HK Stock Exchange).</u></p>	
181(d)	<p>The following was proposed to be inserted as Article 181(d):</p> <p><u>“(d) Notwithstanding any election by a Shareholder, if the Company is advised that the sending of any notice or other documents to any electronic address supplied by a Shareholder may or might infringe the law of any relevant jurisdiction, or if the Company cannot verify the location of the server at which the electronic address of the Shareholder is located, the Company may in lieu of the sending of any notice or other document to the electronic address supplied by the Shareholder concerned, place the same on the Company’s website and the website of the HK Stock Exchange, and any such placement shall be deemed effective service on the Shareholder, and the relevant notice and document shall be deemed to be served on the Shareholder on the date on which the same is first placed on the Company’s website and the website of the HK Stock Exchange.”</u></p>	New Article

Article	Proposed Amendments to the Articles of Association	Remarks
181(e)	<p>The following was proposed to be inserted as Article 181(e):</p> <p><u>“(e) Notwithstanding any election by a Shareholder from time to time to receive any notice or document through electronic means, such Shareholder may, at any time, require the Company to send to him, in addition to an electronic copy thereof, a printed copy of any notice or document which he, in his capacity as Shareholder, is entitled to receive.”</u></p>	New Article
182	<p>Article 182 was proposed to be amended as follows:</p> <p>Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service, it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at a registered address shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company <u>provided that, if the notice or document is sent by electronic means to the electronic contact details provided by the Shareholder (other than by publishing on the Company’s website and the website of the HK Stock Exchange), the Company does not receive a non-delivery message.</u> Any notice or document served or delivered by the Company by any other means authorised in writing by the Shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose, <u>provided that if the Company has attempted to send a corporate communication electronically and received a non-delivery message, the Company shall re-send the corporate communication using other contact details provided by the Shareholder (if any) in the manner the Company considers appropriate (e.g., in hard copy or by way of publication of the document on the Company’s website and the website of the HK Stock Exchange).</u> Any notice or other document published by way of advertisement or on at <u>the Company’s website and the website of the HK Stock Exchange</u> shall be deemed to have been served or delivered on the <u>first</u> day it was so published.</p>	

NOTICE OF ANNUAL GENERAL MEETING

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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)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Goodbaby International Holdings Limited (the “**Company**”) will be held at 8/F, No. 5 Building, the Hub, No. 99 Shaohong Road, Minhang District, Shanghai, PRC on Monday, 20 May 2024 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) To re-elect Mr. SONG Zhenghuan as executive director and to authorize the board of directors to fix his remuneration.
 - (b) To re-elect Ms. FU Jingqiu as non-executive director and to authorize the board of directors to fix her remuneration.
 - (c) To re-elect Mr. HO Kwok Yin, Eric as non-executive director and to authorize the board of directors to fix his remuneration.
3. To authorize the board of directors to fix the remuneration of the other directors of the Company.
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.

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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

“THAT conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back/by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (a) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 19 April 2024, be and are hereby approved;
- (b) the third amended and restated memorandum and articles of association of the Company (incorporating and consolidating the Proposed Amendments) (the “**Third Amended and Restated Memorandum and Articles of Association**”), in the form of the document which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect upon the close of this meeting; and
- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Third Amended and Restated Memorandum and Articles of Association, including without limitation, dealing with the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

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

Hong Kong, 19 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and on a poll, 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 Annual General 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 meeting or the adjourned meeting (as the case may be). Completion and return 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. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 14 May 2024 to Monday, 20 May 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, 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, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 13 May 2024.
5. A circular containing further details concerning items 2, 5, 6, 7 and 8 set out in the above notice will be sent to all shareholders of the Company together with the 2023 Annual Report.
6. If a tropical cyclone warning signal number 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning is/are in force or is expected to be hoisted or in force in Hong Kong between 8 a.m. to 10 a.m. on Monday, 20 May 2024, the Annual General Meeting will automatically be postponed to a later date and if postponed, the Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company notifying shareholders of the date, time and location of the rescheduled meeting. “Business Day”, in the context, shall mean a day (excluding Saturday) on which banks are open for general banking business in Hong Kong.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. References to time and dates in this notice are to Hong Kong time and dates.

This circular (in both English and Chinese versions) has been posted on the Company’s website at www.gbinternational.com.hk.

Shareholders may request for printed copy of the circular free of charge or change their choice of means of receipt and language of the Company’s 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.

NOTICE OF ANNUAL GENERAL MEETING

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong. If any shareholder has any question relating to the meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre,
183 Queen's Road East, Wan Chai, Hong Kong
Website: www.computershare.com/hk/contact
HK Tel: 2862 8555
Fax: 2865 0990

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