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*Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated January 28, 2016 (the “**Prospectus**”) issued by Goodbaby China Holdings Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for the shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or any other jurisdiction. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities law in the United States. The securities may not be offered, sold, pledged or transferred in the United States except that Offer Shares may be offered, sold or delivered to QIBs in reliance on an exemption from the registration requirements of the U.S. Securities Act. The Offer Shares may be offered, sold or delivered outside the United States in offshore transactions in accordance with Regulation S.*

*In connection with the Global Offering, Morgan Stanley Asia Limited, as stabilizing manager (the “**Stabilizing Manager**”), or its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilizing Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on March 3, 2016, the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). The details of the intended stabilisation and how it will be regulated under the Securities and Futures Ordinance are contained in the Prospectus. In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Underwriters’ Representative on behalf of the International Underwriters. Pursuant to the Over-allotment Option, the Underwriters’ Representative has the right, exercisable from the Listing Date until 30 days after the last date for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 50,001,000 Shares (representing approximately 15% of the Offer Shares initially available under the Global Offering), at the Offer Price to, among other things, cover over-allocations in the International Offering, if any. If the Over-allotment Option is exercised in full, the Offer Shares will represent approximately 27.7% of the Company’s enlarged share capital immediately following the completion of the Global Offering and the exercise of the Over-allotment Option. In the event that such Over-allotment Option is exercised, a press announcement will be made.*

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



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

**Number of Offer Shares under the : 333,340,000 Shares (subject to the
Global Offering Over-allotment Option)**
**Number of Hong Kong Offer Shares : 33,334,000 Shares (subject to
adjustments)**
**Number of International Offer Shares : 300,006,000 Shares (subject to
adjustments and the Over-allotment
Option)**
**Maximum Offer Price : HK\$3.76 per Offer 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)**
Nominal value : HK\$0.0000001 per Share
Stock code : 6186

Sole Sponsor

Morgan Stanley

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Morgan Stanley

 **BOC INTERNATIONAL**

Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and any Shares to be issued pursuant to the Global Offering (including the additional Shares which may be issued pursuant to the exercise of the Over-allotment Option) and pursuant to the exercise of any options which may be granted under the Pre-IPO Share Option Scheme and the Share Option Scheme. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, February 12, 2016. In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.goodbabychina.com and the website of the Stock Exchange at www.hkexnews.hk. The Shares will be traded in board lots of 1,000 Shares each.

The Global Offering comprises the Hong Kong Public Offering of initially 33,334,000 Hong Kong Offer Shares (subject to adjustments), representing 10% of the Offer Shares, and the International Offering of initially 300,006,000 International Offer Shares (subject to adjustments and the Over-allotment Option), representing 90% of the Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustments as described in the section headed "Structure of the Global Offering" in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable by the Underwriters' Representative on behalf of the International Underwriters. Pursuant to the Over-allotment Option, the Underwriters' Representative has the right, exercisable from the Listing Date until 30 days after the last date for the lodging of applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 50,001,000 Shares (representing approximately 15% of the Offer Shares initially available under the Global Offering), at the Offer Price to, among other things, cover over-allocations in the International Offering, if any. If the Over-allotment Option is exercised in full, the Offer Shares will represent approximately 27.7% of the Company's enlarged share capital immediately following the completion of the Global Offering and the exercise of the Over-allotment Option. In the event that such Over-allotment Option is exercised, a press announcement will be made.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Day or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second

Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$3.76 per Offer Share and is expected to be not less than HK\$2.68 per Offer Share, unless otherwise announced. Applicants for Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$3.76 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms and the designated website (www.eipo.com.hk) in relation to the White Form eIPO).

Applicants who would like to have the allocated Hong Kong Offer Shares issued in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** Service. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, January 28, 2016, until 12:00 noon on Tuesday, February 2, 2016 from:

(1) Morgan Stanley Asia Limited
Level 46
International Commerce Centre
1 Austin Road West
Kowloon
Hong Kong

BOCI Asia Limited
26th Floor, Bank of China Tower
1 Garden Road
Central
Hong Kong

(2) or any of the following branches of the receiving banks:

(i) Bank of China (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	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
Kowloon	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
New Territories	Sheung Shui Branch Securities Services Centre	136 San Fung Avenue, Sheung Shui
	Tuen Mun San Hui Branch	G13-G14 Eldo Court, Heung Sze Wui Road, Tuen Mun

(ii) Standard Chartered Bank (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	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
Kowloon	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
New Territories	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

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Thursday, January 28, 2016 until 12:00 noon on Tuesday, February 2, 2016 from:

- the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- your stockbroker.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order marked payable to "BANK OF CHINA (HONG KONG) NOMINEES LIMITED — GOODBABY CHINA HOLDINGS PUBLIC OFFER" attached should be deposited in the special collection boxes provided at any of the branches of the receiving banks referred to above at the following times as specified in the Prospectus and the Application Forms:

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

Applicants applying by the **White Form eIPO** may submit applications through the **White Form eIPO** Service at www.eipo.com.hk from 9:00 a.m. on Thursday, January 28, 2016 until 11:30 a.m. on Tuesday, February 2, 2016 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, February 2, 2016 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Participants may input **electronic application instructions** from 9:00 a.m. on Thursday, January 28, 2016 until 12:00 noon on Tuesday, February 2, 2016 or such later time as described in the section headed "How to apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus (24 hours daily, except on the last application day). CCASS Clearing/ Custodian Participants can input electronic application instructions at the following times on the following dates:

- Thursday, January 28, 2016 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
- Friday, January 29, 2016 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
- Saturday, January 30, 2016 — 8:00 a.m. to 1:00 p.m.⁽¹⁾
- Monday, February 1, 2016 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
- Tuesday, February 2, 2016 — 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/ Custodian Participants.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement of the final 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 the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange (www.hkexnews.hk); and (iv) on our website (www.goodbabychina.com) on or before Thursday, February 11, 2016. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Thursday, February 11, 2016 as described in the section headed “How to Apply for Hong Kong Offer Shares — 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title or receipt for application fees received. Share certificates will only become valid at 8:00 a.m. on Friday, February 12, 2016 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, February 12, 2016. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 6186.

By Order of the Board of Directors
Goodbaby China Holdings Limited
Song Zhenghuan
Chairman

Hong Kong, January 28, 2016

As at the date of this announcement, the Board comprises Mr. Song Zhenghuan, Ms. Fu Jingqiu, Mr. Wang Yadong and Ms. Sharon Nan Kobler as executive Directors; Mr. Liu Tongyou as non-executive Director; and Dr. Leung Lim Kin Simon, Ms. Caroline Irene Chen and Dr. Ngai Wai Fung as independent non-executive Directors.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).