

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (the “HKSCC”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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.



Goodbaby China Holdings Limited
好孩子中国控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6186)

GLOBAL OFFERING NOT TO PROCEED

GLOBAL OFFERING NOT TO PROCEED

In light of deteriorating market conditions and recent excessive market volatility, the Company, having consulted the Sole Sponsor, has decided that the Global Offering and the Listing will not proceed at this time. Accordingly, the International Underwriting Agreement relating to the International Offering will not be entered into and the Hong Kong Underwriting Agreement relating to the Hong Kong Public Offering will not become unconditional.

The Company would like to express its gratitude to all investors who expressed an interest in the Global Offering as well as their support and positive feedback during the Global Offering.

REFUND CHEQUES AND REFUND OF APPLICATION MONIES

Application monies in respect of applications made on **WHITE** or **YELLOW** Application Forms for Hong Kong Offer Shares (including brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) will be refunded in full without interest. Refund cheques will be dispatched to the applicants' address specified in their **WHITE** or **YELLOW** Application Forms by ordinary post on or before Thursday, 11 February, 2016 at the applicants' own risk.

If you have applied for less than 1,000,000 Hong Kong Offer Shares, your refund cheque will be dispatched to you by ordinary post without interest to the address indicated on the relevant Application Form on or before Thursday, 11 February, 2016 at your own risk.

If you have applied for 1,000,000 or more Hong Kong Offer Shares on a **WHITE** or **YELLOW** Application Forms and have provided all information required by your Application Form, you may collect your refund cheque(s) (where applicable) from Computershare Hong Kong Investor Services Limited, at Shops 1712—1716, 17th floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, 11 February, 2016. If you are an individual, you must not authorize any other person to make collection on your behalf. If you are a corporate applicant, you must attend by your authorized representative bearing a letter of authorization from your corporation stamped with your corporation's chop. Both individuals and authorized representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited. If you do not collect your refund cheque(s) within the time period specified for collection, they will be sent to the address as specified in your Application Form promptly thereafter by ordinary post at your own risk.

All refund cheques will be crossed "Account Payee Only" in favour of the applicant (or in the case of joint applicants, the first-named applicant) for all application monies. Part of the applicant's Hong Kong Identity Card number/passport number, or, if in the case of joint applicants, part of the Hong Kong Identity Card number/passport number of first-named applicant may be printed on the refund cheque, if any. Such data may also be transferred to a third party for refund purpose. Your banker may require verification of your Hong Kong Identity Card number or passport number before encashment of your refund cheque. Inaccurate completion of your Hong Kong Identity Card number or passport number may lead to delay in encashment of or may invalidate your refund cheque.

No invalid application, no multiple application or suspected multiple application has been identified and rejected, one application has been rejected due to bounced cheque and no application for more than 16,667,000 Hong Kong Offer Shares has been identified.

Application monies in respect of applications made under **White Form eIPO** for Hong Kong Offer Shares (including brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) will be refunded in full without interest. In the case of application monies paid from a single bank account, e-Refund payment instructions will be dispatched to the respective application payment accounts on Thursday, 11 February, 2016. In the case of application monies paid from multiple bank accounts, refund cheques will be dispatched to the applicants' addresses specified in their **White Form eIPO** applications by ordinary post on or before Thursday, 11 February, 2016 at the applicants' own risk.

Applicants who applied for Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC will have all amounts paid on application (including brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) credited to their designated bank accounts or the designated bank accounts of their brokers or custodians without interest on Thursday, 11 February, 2016.

Applicants who have instructed their brokers or custodians to give **electronic application instructions** on their behalf can check the amounts of refund monies payable to them with those brokers or custodians.

Applicants who applied as a CCASS Investor Participant can check the amounts of refund monies payable to them via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) on Thursday, 11 February, 2016. Immediately after the credit of refund monies to the applicants' bank accounts, HKSCC will also make available to them an activity statement showing the amounts of refund monies credited to their designated bank accounts.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

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

Hong Kong, February 3, 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.