

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 China Child Care Corporation 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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China Child Care Corporation Limited
中國兒童護理有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of China Child Care Corporation Limited to be held at Room Golden Bay, 2/F, Golden Bay Resort, 168 South Huandeng Road (Huandeng Nan Lu), Dadeng Islands, Xiamen, Fujian Province, the People's Republic of China on Tuesday, 30 April 2019 at 9:00 a.m. is set out on pages 7 to 8 of this circular. A form of proxy for use at the Extraordinary 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.princefrog.com.cn).

Whether or not you are able to attend the Extraordinary General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Extraordinary General Meeting (i.e. not later than 9:00 a.m. on Sunday, 28 April 2019) 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 Extraordinary General Meeting or any adjournment if they so wish, and in such case, the form of proxy previously submitted will be deemed to be revoked.

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

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

22 March 2019

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DEFINITIONS

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

“Board”	the board of Directors of the Company
“Company”	China Child Care Corporation Limited 中國兒童護理有限公司, a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company convened and to be held at Room Golden Bay, 2/F, Golden Bay Resort, 168 South Huandeng Road (Huandeng Nan Lu), Dadeng Islands, Xiamen, Fujian Province, the People’s Republic of China on Tuesday, 30 April 2019 at 9:00 a.m., to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on pages 7 to 8 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “China Child Care Corporation Limited” to “Future Development Holdings Limited” and the dual foreign name in Chinese of the Company from “中國兒童護理有限公司” to “未來發展控股有限公司”
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares of the Company

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“subsidiary(ies)”

has the same meaning ascribed to it under the Listing Rules

LETTER FROM THE BOARD

China Child Care Corporation Limited

中國兒童護理有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

Executive Directors:

Mr. Tsai Wallen

Mr. Chau Ling

Non-executive Director:

Mr. Li Zhouxin

Independent Non-executive Directors:

Ms. Chan Sze Man

Mr. Ma Kwun Yung Stephen

Ms. Bu Yanan

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business

in Hong Kong:

Room 2005-2006

Kinwick Centre

32 Hollywood Road

Central

Hong Kong

22 March 2019

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on the resolution to be proposed at the Extraordinary General Meeting regarding the Proposed Change of Company Name and the notice of the Extraordinary General Meeting.

PROPOSED CHANGE OF COMPANY NAME

Introduction

Reference is made to the announcement of the Company dated 8 March 2019 in relation to the Proposed Change of Company Name. The Board proposes to change the English name of the Company from "China Child Care Corporation Limited" to "Future Development Holdings Limited" and the dual foreign name in Chinese of the Company from "中國兒童護理有限公司" to "未來發展控股有限公司". The stock short name of the Company will also be changed accordingly.

LETTER FROM THE BOARD

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the Extraordinary General Meeting to approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out the necessary filing procedures with the Registrar of Companies in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board believes that the new English and Chinese names of the Company will better reflect the current status of the Company and its direction of future development. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image and identity which will benefit the Company's future development. The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be effective and as documents of title to the Shares and will remain valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificates will be issued under the new name of the Company.

The Company will make further announcement(s) on the effective dates of the Proposed Change of Company Name and the new stock short name of the Company under which the Shares will be traded on the Stock Exchange and the address of the new website of the Company as and when appropriate.

The Proposed Change of Company Name will not affect the Group's daily business operations and its financial position.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

Set out on pages 7 to 8 of this circular is the notice of the Extraordinary General Meeting contain, inter alia, the special resolution in relation to approving the Proposed Change of Company Name.

A form of proxy for use at the Extraordinary 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.princefrog.com.cn). 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 certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Extraordinary General Meeting (i.e. not later than 9:00 a.m. on Sunday, 28 April 2019) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the Extraordinary General Meeting or any adjournment if they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, the special resolution to approve the Proposed Change of Company Name to be proposed at the Extraordinary General Meeting will be put to vote by way of poll. An announcement of the results of the poll will be made by the Company after the Extraordinary General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules and the effective date of the Proposed Change of Company Name as and when appropriate.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolution to be proposed at the Extraordinary General Meeting.

CLOSURE OF REGISTER OF MEMBERS

For determining eligibility to attend and vote at the Extraordinary General Meeting, the register of members of the Company will be closed from Thursday, 25 April 2019 to Tuesday, 30 April 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfer of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 24 April 2019.

RECOMMENDATION

The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the special resolution to approve the Proposed Change of Company Name as set out in the notice of the Extraordinary General Meeting.

LETTER FROM THE BOARD

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 the 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,
By order of the Board
China Child Care Corporation Limited
Tsai Wallen
Chairman and Executive Director

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

China Child Care Corporation Limited

中國兒童護理有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of China Child Care Corporation Limited (the “**Company**”) will be held at Room Golden Bay, 2/F, Golden Bay Resort, 168 South Huandeng Road (Huandeng Nan Lu), Dadeng Islands, Xiamen, Fujian Province, the People’s Republic of China on Tuesday, 30 April 2019 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** the English name of the Company be changed from “China Child Care Corporation Limited” to “Future Development Holdings Limited” and the dual foreign name in Chinese of the Company be changed from “中國兒童護理有限公司” to “未來發展控股有限公司”, with effect from the date of the certificate of incorporation on change of name is issued by the Registrar of Companies of the Cayman Islands, and that any one or more of the directors or the company secretary of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the proposed change of company names and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
China Child Care Corporation Limited
Tsai Wallen
Chairman and Executive Director

Hong Kong, 22 March 2019

NOTICE OF THE EXTRAORDINARY 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 above meeting is entitled to appoint a proxy or if he holds two or more shares, may appoint more than one proxy to attend and vote instead of him. 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 certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for the above meeting (i.e. not later than 9:00 a.m. on Sunday, 28 April 2019) or the adjourned meeting (as the case may be). Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the Extraordinary General Meeting, the Register of Members of the Company will be closed from Thursday, 25 April 2019 to Tuesday, 30 April 2019, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company shall ensure that all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Wednesday, 24 April 2019.
5. References to time and dates in this notice are to Hong Kong time and dates.