

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 was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---

## 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)

- (1) PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;**  
**(2) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT;**  
**(3) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;**  
**(4) PROPOSED RE-APPOINTMENT OF AUDITORS;**  
**AND**  
**(5) NOTICE OF THE ANNUAL GENERAL MEETING**

---

A notice convening an annual 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 Friday, 28 June 2019 at 9:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.princefrog.com.cn](http://www.princefrog.com.cn)).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. not later than 9:00 a.m. on Wednesday, 26 June 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the meeting if they so wish.

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

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.



## DEFINITIONS

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

“2011 Scheme”	the share option scheme approved and adopted by the Company pursuant to an ordinary resolution passed by the shareholders on 22 June 2011
“AGM”	an annual general meeting of the Company 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 Friday, 28 June 2019 at 9:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	China Child Care Corporation Limited 中國兒童護理有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“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 and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the number of issued shares of the Company as at the date of passing the relevant resolution granting the proposed Issuance Mandate
“Latest Practicable Date”	23 April 2019, 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
“Options”	the options granted under the 2011 Scheme to subscribe for Shares in accordance with the 2011 Scheme
“PRC”	The People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares not exceeding 10% of the number of issued shares of the Company as at the date of passing of the relevant resolution granting the proposed Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all share options to be granted under the 2011 Scheme which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Scheme Mandate Limit by the Shareholders and thereafter, if refreshed shall not exceed 10% of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

# 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 (*Chairman*)

Mr. Chau Ling (*Chief Executive Officer*)

*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

29 April 2019

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT;  
(3) PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS;  
(4) PROPOSED RE-APPOINTMENT OF AUDITORS;  
AND  
(5) NOTICE OF THE ANNUAL GENERAL MEETING**

### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the proposed Issuance Mandate and the proposed Repurchase Mandate to the Directors; (ii) the refreshment of the Scheme Mandate Limit; and (iii) the re-election of the retiring Directors; and (iv) the re-appointment of auditors of the Company.

## LETTER FROM THE BOARD

### **2. PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the annual general meeting of the Company held on 15 June 2018, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the AGM, will lapse at the conclusion of the AGM.

Separate ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 278,024,600 Shares on the basis that the total number of shares in issue of 1,390,123,000 Shares remains unchanged as at the date of the AGM);
- (b) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 139,012,300 Shares on the basis that the total number of shares in issue of 1,390,123,000 Shares remains unchanged as at the date of the AGM); and
- (c) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issuance Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 7 and 8 of the notice of the AGM as set out on pages 16 to 20 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### **3. PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT**

The 2011 Scheme was conditionally adopted by the Company on 22 June 2011 and took effect on 15 July 2011. The purpose of the 2011 Scheme is to enable the Company to grant options to eligible participants as incentives or rewards for their contribution to the Group. Apart from the 2011 Scheme, the Company has no other share option scheme currently in force.

## LETTER FROM THE BOARD

Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

At the extraordinary general meetings of the Company held on 30 June 2017, the Shareholders approved the refreshments of the Scheme Mandate Limit. As a result of the approval of refreshment by the Shareholders in extraordinary general meeting held on 30 June 2017, the existing Scheme Mandate Limit is 115,843,600 Shares, representing 10% of the then issued share capital of the Company as at 30 June 2017. Since then the Company has not refreshed the Scheme Mandate Limited.

As at the Latest Practicable Date, set out below are the particulars regarding the Options since the date of adoption of the 2011 Scheme and up to the Latest Practicable Date (unless otherwise specified):

	<b>Number of Shares regarding the Options granted from the date of adoption of the 2011 scheme to 29 June 2017</b>	<b>Number of Shares regarding the Options granted from 30 June 2017 to the Latest Practicable Date</b>
Granted:	104,036,500	–
Exercised:	4,225,000	–
Cancelled:	–	–
Lapsed:	6,375,000	–
Outstanding in respect of the Options granted during the period:	93,436,500 (representing 6.7% of the issued share capital of the Company as at the Latest Practicable Date)	–
Unused existing Scheme Mandate Limit:	–	115,843,600

## LETTER FROM THE BOARD

### Proposal

It is therefore proposed that subject to (i) the approval of the Shareholders at the AGM and (ii) such other requirements as prescribed under the Listing Rules being fulfilled, the general limit on the grant of share options under the 2011 Scheme will be refreshed to 10% of the Shares in issue as at the date of the approval by the Shareholders at the AGM, and the share options previously granted under the 2011 Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with such scheme(s) or exercised share options) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

As at the Latest Practicable Date, there were 1,390,123,000 Shares in issue. Assuming that no further Share will be issued or repurchased prior to the AGM and the said refreshment is approved at the AGM, then the maximum number of Shares that can be allotted and issued upon the exercise of share options which may be granted by the Company pursuant to the 2011 Scheme under the proposed refreshed Scheme Mandate Limit would be 139,012,300, being 10% of the total number of issued Shares as at the date of passing of the resolution approving the said refreshment at the AGM. Together with the total of 93,436,500 outstanding share options as at the Latest Practicable Date, representing approximately 6.72% of the total number of issued Shares as at the Latest Practicable Date, the Company will be allowed to allot and issue a maximum of 232,448,800 Shares (representing approximately 16.72% of the issued Shares as at the Latest Practicable Date) upon the exercise of share option which may be/have been granted by the Company under the 2011 Scheme, which will not exceed the overall limit 30% of the issued Shares from time to time as required under the Listing Rules.

### Conditions

As required by the 2011 Scheme and the Listing Rules, an ordinary resolution will be proposed at the AGM to approve the refreshment of the Scheme Mandate Limit.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution at the AGM to approve the said proposed refreshment; and
- (ii) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be allotted and issued upon exercise of any share options that may be granted under the refreshed limit the 2011 Scheme up to 10% of the issued Shares as at the date of passing the relevant ordinary resolution of the AGM.

### Application for listing

Application will be made to the Stock Exchange for granting the listing of, and permission to deal in, new Shares which may fall to be allotted and issued upon exercise of any share options that may be granted under the refreshed limit of the 2011 Scheme.

## LETTER FROM THE BOARD

#### 4. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 83 (3) of the Articles of Association, Mr. Chau Ling (who was appointed as an executive Director with effect from 12 December 2018) shall hold office until the AGM. Pursuant to Article 84 of the Articles of Association, Mr. Ma Kwun Yung Stephen and Ms. Chan Sze Man shall retire by rotation at the AGM. All of the above three retiring Directors are eligible for re-election at the AGM.

The three retiring Directors (i.e. Mr. Chau Ling, Mr. Ma Kwun Yung Stephen and Ms. Chan Sze Man) have indicated that they will offer themselves for re-election at the AGM. The Board, upon the recommendation of the nomination committee of the Board, proposed the three retiring Directors to stand for re-election as Directors at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix II to this circular.

#### 5. PROPOSED RE-APPOINTMENT OF AUDITORS

CCTH CPA Limited, will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint CCTH CPA Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

#### 6. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 16 to 20 of this circular. At the AGM, resolutions will be proposed to approve, inter alia the granting of the general mandates to issue and repurchase Shares, the refreshment of Scheme Mandate Limit, the re-election of Directors and the re-appointment of auditors of the Company.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.princefrog.com.cn](http://www.princefrog.com.cn)). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, 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, to the Company's Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars

## LETTER FROM THE BOARD

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 holding the AGM (i.e. not later than 9:00 a.m. on Wednesday, 26 June 2019) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

### 7. 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 misleading.

### 8. RECOMMENDATION

The Directors consider that the ordinary resolutions in respect of (i) the granting of the proposed Issuance Mandate and the proposed Repurchase Mandate to the Directors; (ii) the refreshment of the Scheme Mandate Limit; (iii) the re-election of the retiring Directors; and (iv) the re-appointment of the auditors of the Company as set out in the Notice of AGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters at the AGM.

### 9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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

*The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.*

## **1. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company, the Group and the Shareholders.

Repurchases of Shares 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. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued shares of the Company comprised 1,390,123,000 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the total number of shares in issue of the Company remains unchanged as at the date of the AGM, i.e. being 1,390,123,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, 139,012,300 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

## **3. FUNDING OF REPURCHASES**

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF REPURCHASES**

There might be a 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 2018) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an 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 befitting the Company.

## **5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase 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, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Golden Sparkle Limited, a company controlled by Mr. Lai Wai Lam Ricky, was interested in 263,308,500 Shares, representing approximately 18.94% of the total number of Shares in issue of the Company.

On the basis that (i) the total number of Shares in issue of the Company (being 1,390,123,000 Shares) remains unchanged as at the date of the AGM; and (ii) the shareholding of Golden Sparkle Limited in the Company (being 263,308,500 issued Shares) remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Repurchase Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Golden Sparkle Limited in the issued Shares would be increased to approximately 21.05% of the total number of Shares in issue of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

In addition, the Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's number of issued shares would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

## **6. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, 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 Repurchase 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 Repurchase Mandate is approved by the Shareholders.

<b>APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE</b>
---

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

#### **7. MARKET PRICES OF SHARES**

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

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
April	0.179	0.147
May	0.179	0.148
June	0.190	0.145
July	0.153	0.130
August	0.138	0.110
September	0.125	0.086
October	0.160	0.076
November	0.145	0.120
December	0.144	0.110
<b>2019</b>		
January	0.130	0.101
February	0.114	0.090
March	0.137	0.099
April (up to the Latest Practicable Date)	0.198	0.120

#### **8. REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company during the previous 6 months (whether on the Stock Exchange or otherwise).

*Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the AGM according to the Articles of Association, are provided below.*

**(1) MR. CHAU LING**

**Position and Experience**

**Mr. Chau Ling (“Mr. Chau”)**, aged 35, was appointed as an executive Director, chief executive officer and member of the Remuneration Committee of the Company on 12 December 2018. Mr. Chau is currently the chief operating officer of Queen’s Finance Limited, an indirectly wholly-owned subsidiary. Mr. Chau graduated with a bachelor’s degree in Integrated Business Administration (Marketing and Managing International Business) from The Chinese University of Hong Kong in 2006. After graduation, Mr. Chau has worked with Nomura International Hong Kong as the head of Investment Products and the vice president of the business management team, he has also served as a director of Bank of China International Limited, BSI Limited and HuaTai Financial Holding (Hong Kong) Limited.

Mr. Chau has not held other directorships in the last three years in public companies the securities of which are listed on any securities market of Hong Kong or overseas.

**Length of service**

Pursuant to the existing service contract entered into between Mr. Chau and the Company, his current term of office is 3 years from 12 December 2018, unless terminated by either party giving to the other not less than 3 months’s prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

**Relationships**

As far as the Directors are aware, Mr. Chau does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chau was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director’s emoluments**

Pursuant to the Service Contract, Mr. Chau is entitled to a monthly remuneration of HK\$180,000 on a 13-month basis in additional to discretionary bonus. Mr. Chau is also eligible to participate in the share option scheme of the Company. The remuneration was determined by the Board with reference to the prevailing market conditions, his experience, duties and responsibilities with the Company.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Chau to be disclosed pursuant to any of the requirements under paragraphs 13.51 (2) (h) to 13.51 (2) (v) of the Listing Rules; and there are no other matters concerning Mr. Chau that need to be brought to the attention of the Shareholders.

**(2) MR. MA KWUN YUNG STEPHEN****Position and Experience**

**Mr. Ma Kwun Yung Stephen (“Mr. Stephen Ma”)**, aged 38, was appointed as an independent non-executive Director on 15 March 2017. He is also the Chairman of the Remuneration Committee and member of each of the Audit Committee and the Nomination Committee of the Company. Mr. Stephen Ma has over 7 years of experience in renewable energy management. He obtained a Bachelor degree of Business Systems from Monash University in Australia in 2003 and a Master degree of Applied Finance from The University of Melbourne, Australia in 2005. He is a director and a shareholder of EcoSmart Energy Management Limited, a private company principally engaged in the provision of design, consultation and building of energy projects to private and listed companies.

Mr. Stephen Ma has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the existing service contract entered into between Mr. Stephen Ma and the Company, his current term of office is 3 years from 15 March 2017, unless terminated by either party giving to the other not less than 1 month’s prior notice in writing. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

**Relationships**

As far as the Directors are aware, Mr. Stephen Ma does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Stephen Ma was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the service contract entered into between Mr. Stephen Ma and the Company, he is entitled to receive a Director's fee of HK\$240,000 per annum. Mr. Stephen Ma is also eligible to participate in the share option scheme of the Company. The above emolument of Mr. Stephen Ma is determined by the Board by reference to his qualifications, experience and responsibilities.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr. Stephen Ma to be disclosed pursuant to any of the requirements under paragraphs 13.51 (2) (h) to 13.51 (2) (v) of the Listing Rules; and there are no other matters concerning Mr. Stephen Ma that need to be brought to the attention of the Shareholders.

**(3) MS. CHAN SZE MAN****Position and Experience**

**Ms. Chan Sze Man ("Ms. Chan")**, aged 37, was appointed as an independent non-executive Director on 20 September 2016. She is also the Chairman of each of the Audit Committee and the Nomination Committee and member of Remuneration Committee of the Company. Ms. Chan received a Bachelor's Degree in Business Administration (majoring in Accountancy) from The Hong Kong University of Science and Technology. Ms. Chan is a member of the Hong Kong Institute of Certified Public Accountants and has over 16 years of experience in accounting and auditing for Hong Kong listed companies and private companies. Ms. Chan is now the chief financial officer of a company listed on the Main Board of the Stock Exchange. Ms. Chan is currently a non-executive director of Tongda Group Holdings Limited (a company listed on the main board of the Stock Exchange; stock code: 698). Ms. Chan has also been serving as an independent non-executive director on the board of directors of Millennium Pacific Group Holdings Limited (a company listed on the GEM; stock code: 8147) for the period from April 2014 to July 2017.

Save as disclosed above, Ms. Chan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the existing service contract entered into between Ms. Chan and the Company, her current term of office is 3 years from 20 September 2016, unless terminated by either party giving to the other not less than 1 month's prior notice in writing. She is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

**Relationships**

As far as the Directors are aware, Ms. Chan does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Chan was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

**Director's emoluments**

Pursuant to the service contract entered into between Ms. Chan and the Company, she is entitled to receive a Director's fee of HK\$240,000 per annum. Ms. Chan is also eligible to participate in the share option scheme of the Company. The above emolument of Ms. Chan is determined by the Board by reference to her qualifications, experience and responsibilities.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Ms. Chan to be disclosed pursuant to any of the requirements under paragraphs 13.51 (2) (h) to 13.51 (2) (v) of the Listing Rules; and there are no other matters concerning Ms. Chan that need to be brought to the attention of the Shareholders.

## NOTICE OF THE AGM

# 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 IS HEREBY GIVEN** that an Annual General Meeting of China Child Care Corporation Limited 中國兒童護理有限公司 (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 Friday, 28 June 2019 at 9:00 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2018;
2. To re-elect Mr. Chau Ling as an executive director of the Company;
3. To re-elect Mr. Ma Kwun Yung Stephen as an independent non-executive director of the Company;
4. To re-elect Ms. Chan Sze Man as an independent non-executive director of the Company;
5. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
6. To re-appoint CCTH CPA Limited as auditors of the Company and to authorize the board of directors of the Company to fix auditors’ remuneration;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

## NOTICE OF THE AGM

- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
  - (c) for the purpose 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meetings; and
    - (iii) 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.";
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**"THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);

## NOTICE OF THE AGM

- (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;
- (iii) the exercise of options under a share option scheme of the Company; and
- (iv) 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 this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) 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

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company 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).”; and

## NOTICE OF THE AGM

9. 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 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the total number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 7 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution.”.

10. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares to be issued upon exercise of share options which may be granted under the Refreshed Scheme Mandate Limit (as defined below) under the share option scheme adopted by the Company on 22 June 2011 (the “**Share Option Scheme**”), the existing Scheme Mandate Limit on the grant of share options under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued upon exercise of any options to be granted under the Share Option Scheme and any other share option scheme of the Company (excluding share options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Scheme Mandate Limit**”) and that the Directors be and are hereby authorized to do such acts and things and execute such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the Refreshed Scheme Mandate Limit and to grant share options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such share options.”

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

29 April 2019

## NOTICE OF THE AGM

*Notes:*

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his/her/its behalf. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- b. In order to be valid, a 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 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 9:00 a.m. on Wednesday, 26 June 2019) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- c. To ascertain shareholders' eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Tuesday, 25 June 2019 to Friday, 28 June 2019 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms 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 no later than 4:00 p.m. on Monday, 24 June 2019.
- d. References to time and dates in this notice are to Hong Kong time and dates.

*As at the date of this notice, the Board comprises (i) two executive Directors, namely Mr. Tsai Wallen and Mr. Chau Ling; (ii) one non-executive Director, namely Mr. Li Zhouxin; and (iii) three independent non-executive Directors, namely Ms. Chan Sze Man, Mr. Ma Kwun Yung Stephen and Ms. Bu Yanan.*

*This Circular, in both English and Chinese versions, is available on the Company's website at [www.princefrog.com.cn](http://www.princefrog.com.cn).*

*Shareholders may at any time change their choice of language(s) (either English only or Chinese only or both languages) of the corporate communications of the Company (the "Corporate Communications").*

*Shareholders may send their request to change their choice of language(s) of Corporate Communications by notice in writing to 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.*

*Shareholders who have chosen to receive the 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.*