
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 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)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
OF THE COMPANY
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
OF THE COMPANY
AND
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

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 Thursday, 15 June 2017 at 10:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the 2017 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) and the Company (www.princefrog.com.cn).

Whether or not you are able to attend the 2017 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2017 annual general meeting (i.e. not later than 10:00 a.m. on Tuesday, 13 June 2017) 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.

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposed Granting of the Buyback and Issuance Mandates	4
3. Proposed Re-election of the Retiring Directors	4
4. 2017 AGM and Proxy Arrangement	5
5. Recommendation	5
6. General Information	6
 Appendix I – Explanatory Statement on the Buyback Mandate	 7
 Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2017 AGM	 10
 Notice of the 2017 AGM	 18

DEFINITIONS

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

“2017 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 Thursday, 15 June 2017 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board
“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, the 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”	as defined in paragraph 2(b) of the Letter from the Board
“Latest Practicable Date”	20 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

DEFINITIONS

“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)”	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

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 (*Chairman*)
Mr. Ge Xiaohua
Mr. Huang Xinwen
Mr. Li Zhouxin
Mr. Ma Chi Ming

Registered Office:

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

Non-executive Director:

Mr. Ren Yunan

*Principal Place of Business
in Hong Kong:*

Level 54
Hopewell Centre
183 Queen's Road East
Hong Kong

Independent Non-executive Directors:

Ms. Chan Sze Man
Mr. Tsao Benedict
Mr. Ma Kwun Yung Stephen

27 April 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
OF THE COMPANY
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
OF THE COMPANY
AND
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2017 AGM for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of issued Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 16 June 2016, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares, respectively. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the 2017 AGM, will lapse at the conclusion of the 2017 AGM.

Ordinary resolutions will be proposed at the 2017 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase 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 101,049,100 Shares on the basis that the existing issued share capital of the Company of 1,010,491,000 Shares remains unchanged as at the date of the 2017 AGM) (the “**Buyback Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 202,098,200 Shares on the basis that the existing issued share capital of the Company of 1,010,491,000 Shares remains unchanged as at the date of the 2017 AGM) (the “**Issuance Mandate**”); and
- (c) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2017 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 10 and 11 of the notice of the 2017 AGM as set out on pages 18 to 22 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 Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 84 of the Articles of Association, Mr. Ren Yunan and Mr. Ge Xiaohua shall retire by rotation at the 2017 AGM. Pursuant to Article 83(3) of the Articles of Association, Mr. Tsai Wallen and Mr. Ma Chi Ming (who were appointed as executive Directors with effect from 19 July 2016 and 27 January 2017, respectively), Ms. Chan Sze Man, Mr. Tsao Benedict and Mr. Ma Kwun Yung Stephen (who were appointed as independent non-executive Directors with effect from 20 September 2016, 19 July 2016 and 15 March 2017, respectively) shall hold office until the 2017 AGM. All of the above seven retiring Directors are eligible for re-election at the 2017 AGM.

LETTER FROM THE BOARD

Mr. Ge Xiaohua has indicated to the Board that since he wishes to devote more time to his other business commitment, he will not offer himself for re-election and will therefore retire at the 2017 AGM. The other six retiring Directors (i.e. Mr. Ren Yunan, Mr. Tsai Wallen, Mr. Ma Chi Ming, Ms. Chan Sze Man, Mr. Tsao Benedict and Mr. Ma Kwun Yung Stephen) have indicated that they will offer themselves for re-election at the 2017 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 six retiring Directors are set out in Appendix II to this circular.

4. 2017 AGM AND PROXY ARRANGEMENT

The notice of the 2017 AGM is set out on pages 18 to 22 of this circular. At the 2017 AGM, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate and the re-election of the retiring Directors.

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 2017 AGM. An announcement on the poll vote results will be made by the Company after the 2017 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2017 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.princefrog.com.cn). Whether or not you are able to attend the 2017 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2017 AGM (i.e. not later than 10:00 a.m. on Tuesday, 13 June 2017) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2017 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2017 AGM.

LETTER FROM THE BOARD

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I – Explanatory Statement on the Buyback Mandate; and Appendix II – Details of the Retiring Directors Proposed to be Re-elected at the 2017 AGM.

Yours faithfully,
By order of the Board
Tsai Wallen
Chairman of the Board

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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 2017 AGM in relation to the granting of the Buyback Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Buyback 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 Buyback 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 issued share capital of the Company comprised 1,010,491,000 Shares.

Subject to the passing of the ordinary resolution set out in item 10 of the notice of the 2017 AGM in respect of the granting of the Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the 2017 AGM, i.e. being 1,010,491,000 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, 101,049,100 Shares, representing 10% of the total number of Shares in issue as at the date of the 2017 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 2016) in the event that the Buyback 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 Buyback 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.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback 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 Sparkie Limited, a company controlled by Mr. Lai Wai Lam Ricky, was interested in 263,308,500 Shares, representing approximately 26.06% of the total issued share capital of the Company.

On the basis that (i) the total issued share capital of the Company (being 1,010,491,000 Shares) remains unchanged as at the date of the 2017 AGM; and (ii) the shareholding of Golden Sparkie Limited in the Company (being 263,308,500 issued Shares) remains unchanged immediately after the full exercise of the Buyback 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 2017 AGM (presuming that apart from the decrease of the issued share capital arising from the said full exercise of the Buyback Mandate, there is no other change in the Company's issued share capital), the shareholding interest of Golden Sparkie Limited in the issued Shares would be increased to approximately 28.95% of the total issued share capital 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 Buyback 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 Buyback 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 Buyback Mandate is approved by the Shareholders.

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

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

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:

Month	Highest HK\$	Lowest HK\$
2016		
April	0.650	0.580
May	0.600	0.460
June	0.495	0.430
July	0.475	0.430
August	0.500	0.440
September	0.560	0.440
October	0.690	0.500
November	0.640	0.520
December	0.580	0.455
2017		
January	0.520	0.445
February	0.485	0.440
March	0.550	0.430
April (up to the Latest Practicable Date)	0.460	0.430

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).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2017 AGM

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2017 AGM according to the Articles of Association, are provided below.

(1) MR. TSAI WALLEN

Position and Experience

Mr. Tsai Wallen (“**Mr. Tsai**”), aged 57, was appointed as an executive Director on 19 July 2016. He was also appointed as the Chairman of the Company on 28 November 2016. Mr. Tsai served as an executive director of Dejin Resources Group Company Limited (a company listed on the Stock Exchange; stock code: 1163) from 3 June 2013 to 12 August 2015. Mr. Tsai had also worked as the general manager of Forestry Business at Dejin Resources Group Company Limited. Mr. Tsai started investing in Hong Kong stock market in 1993. Mr. Tsai has over 30 years of experience in realty, investment and timber business. Mr. Tsai graduated in San Francisco City College.

Save as disclosed above, Mr. Tsai 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. Tsai and the Company, his current term of office is 3 years from 19 July 2016, unless terminated by either party giving to the other not less than 3 months’ 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. Tsai 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. Tsai 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. Tsai and the Company, he is entitled to receive a Director’s fee of HK\$360,000 per annum. He is also entitled to receive, together with all other executive Directors, a share of a total discretionary bonus of not more than 5% of the audited consolidated profit of the Company after taxation and minority interests but before extraordinary items and payment of such bonus for each financial year (the level of such discretionary bonus to be

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2017 AGM

decided upon by the Board having regard to the recommendation made by the Company's Remuneration Committee). Mr. Tsai is also eligible to participate in the share option scheme of the Company. The above emoluments of Mr. Tsai are 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. Tsai 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. Tsai that need to be brought to the attention of the Shareholders.

(2) MR. MA CHI MING

Position and Experience

Mr. Ma Chi Ming ("Mr. Ma"), aged 37, was appointed as an executive Director and a member of the Remuneration Committee of the Company on 27 January 2017. He obtained Certificate III in Information Technology and Certificate in English for Technical and further education from Sydney Institute of Technology in Australia in 1998 and 1997 respectively. He has over 10 years of experience in sales and business development, formulating marketing strategy as well as monitoring corporate strategy and administration. He also has over 3 years of management experience in money lending business. He is currently an independent non-executive director of L & A International Holdings Limited (a company listed on the Growth Enterprise Market of the Stock Exchange; stock code: 8195).

Save as disclosed above, Mr. 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. Ma and the Company, his current term of office is 3 years from 27 January 2017, unless terminated by either party giving to the other not less than 3 months' 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. 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.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2017 AGM

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. 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. Ma and the Company, he is entitled to receive a Director's fee of HK\$360,000 per annum. He is also entitled to receive, together with all other executive Directors, a share of a total discretionary bonus of not more than 5% of the audited consolidated profit of the Company after taxation and minority interests but before extraordinary items and payment of such bonus for each financial year (the level of such discretionary bonus to be decided upon by the Board having regard to the recommendation made by the Company's Remuneration Committee). Mr. Ma is also eligible to participate in the share option scheme of the Company. The above emoluments of Mr. Ma are 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. 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. Ma that need to be brought to the attention of the Shareholders.

(3) MR. REN YUNAN

Position and Experience

Mr. Ren Yunan ("Mr. Ren"), aged 41, was appointed as an independent non-executive Director on 18 February 2011, re-designated to a non-executive Director on 16 October 2015. Mr. Ren graduated from Peking University with a bachelor degree in law in 1997 and received a master degree in law from Harvard Law School in 1999. Mr. Ren was appointed as Managing Director, Private Equity, of CITIC Securities International Company Limited with effect from 5 April 2017. Mr. Ren was appointed as an independent non-executive director of Ronshine China Holdings Limited (a company listed on the Main Board of the Stock Exchange; stock code: 3301) in January 2016, as an independent director of SPI Energy Co., Ltd. (a company listed on the NASDAQ; stock code: SPI) in April 2015, and as a non-executive director of Labixiaoxin Snacks Group Limited (a company listed on the Main Board of the Stock Exchange; stock code: 1262) in February 2015. From June 2016 to October 2016, Mr. Ren has served as a supervisor (as shareholders' representative) of the fifth session of the supervisory committee of Dongjiang Environmental Company Limited (東江環保股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 895) and the Small and Medium Enterprise Board of the Shenzhen Stock Exchange (stock code: 2672).

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2017 AGM

From March 2012 to June 2015, Mr. Ren has served as an independent director and the chairman of audit committee of IDI, Inc. (a company listed on New York Stock Exchange AMEX; stock code: IDI).

Save as disclosed above, Mr. Ren 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. Ren and the Company, his current term of office is 3 years from 16 October 2015, unless terminated by either party giving to the other not less than 3 months' prior notice in writing. He is also subject to retirement by rotation 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. Ren 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. Ren had the following interests in the Shares/underlying Shares:

- (a) Mr. Ren was interested in 100,000 Shares, representing approximately 0.01% of the issued share capital of the Company; and
- (b) Mr. Ren was interested in 3,900,000 underlying Shares, representing approximately 0.39% of the issued share capital of the Company, which were the share options granted by the Company, entitling him to subscribe for 3,900,000 Shares pursuant to the Company's existing share option scheme.

Save as disclosed above, Mr. Ren 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. Ren and the Company, he is entitled to receive a Director's fee of RMB600,000 per annum. Mr. Ren is also eligible to participate in the share option scheme of the Company. The above emolument of Mr. Ren is determined by the Board by reference to his performance, experience and responsibilities.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2017 AGM

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. Ren 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. Ren that need to be brought to the attention of the Shareholders.

(4) MS. CHAN SZE MAN

Position and Experience

Ms. Chan Sze Man (“Ms. Chan”), aged 35, was appointed as an independent non-executive Director on 20 September 2016. She is also the Chairman of each of the Audit Committee, the Remuneration Committee, and the Nomination 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 and the company secretary of a company listed on the Main Board of the Stock Exchange and an independent non-executive director of Millennium Pacific Group Holdings Limited (a company listed on the Growth Enterprise Market of the Stock Exchange; stock code: 8147). Ms. Chan has also been serving as an independent non-executive director on the board of Sunrise (China) Technology Group Limited (a company listed on the Growth Enterprise Market of the Stock Exchange; stock code: 8226) for the period from October 2012 to April 2015.

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.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2017 AGM

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.

(5) MR. TSAO BENEDICT

Position and Experience

Mr. Tsao Benedict ("Mr. Tsao"), aged 39, was appointed as an independent non-executive Director, and a member of both of the Audit Committee and the Nomination Committee of the Company on 19 July 2016. Mr. Tsao has served as an agency manager in Ageas Insurance Company (Asia) Limited since 2013. Prior to that, Mr. Tsao served as a district manager in AIA American International Assurance from 1999 to 2013. Mr. Tsao had sufficient knowledge and over 15 years of experience in the insurance industry, and provided consultation as well as services from assets structuring to assets management with a broad client base. Mr. Tsao also possesses extensive knowledge in the financial markets mainly in investment of different kinds of funds, capital market, commodities and financial derivatives. Mr. Tsao was graduated from Simon Fraser University in 1999.

Mr. Tsao 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. Tsao and the Company, his current term of office is 3 years from 19 July 2016, 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.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE 2017 AGM

Relationships

As far as the Directors are aware, Mr. Tsao 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. Tsao 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. Tsao and the Company, he is entitled to receive a Director's fee of HK\$240,000 per annum. Mr. Tsao is also eligible to participate in the share option scheme of the Company. The above emolument of Mr. Tsao 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. Tsao 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. Tsao that need to be brought to the attention of the Shareholders.

(6) MR. MA KWUN YUNG STEPHEN

Position and Experience

Mr. Ma Kwun Yung Stephen ("Mr. Stephen Ma"), aged 36, was appointed as an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company on 15 March 2017. 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.

**APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE 2017 AGM**

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.

NOTICE OF THE 2017 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 Thursday, 15 June 2017 at 10:00 a.m. for the following purposes:

1. To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2016;
2. To re-elect Mr. Tsai Wallen as an executive director of the Company;
3. To re-elect Mr. Ma Chi Ming as an executive director of the Company;
4. To re-elect Mr. Ren Yunan as a non-executive director of the Company;
5. To re-elect Ms. Chan Sze Man as an independent non-executive director of the Company;
6. To re-elect Mr. Tsao Benedict as an independent non-executive director of the Company;
7. To re-elect Mr. Ma Kwun Yung Stephen as an independent non-executive director of the Company;
8. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
9. To re-appoint CCTH CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix auditor’s remuneration;
10. 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 2017 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.”;
11. 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);
 - (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;

NOTICE OF THE 2017 AGM

- (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

- 12. 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 10 and 11 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 11 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

NOTICE OF THE 2017 AGM

in the resolution set out in item 10 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.”.

By order of the Board
Tsai Wallen
Chairman of the Board

27 April 2017

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 instead of him/her/it. 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 (i.e. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 10:00 a.m. on Tuesday, 13 June 2017) 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 Monday, 12 June 2017 to Thursday, 15 June 2017 (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, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m., on Friday, 9 June 2017.
- d. References to time and dates in this notice are to Hong Kong time and dates.

NOTICE OF THE 2017 AGM

This Circular, in both English and Chinese versions, is available on the Company's website at 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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.