

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this supplemental circular, or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all of your shares in China Child Care Corporation Limited, you should at once hand this supplemental circular together with the enclosed form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED
29 APRIL 2019 IN RELATION TO THE
(1) PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR;
(2) AMENDMENTS TO THE INTERESTS
IN SHARES OF AN EXECUTIVE DIRECTOR
AND
(3) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of China Child Care Corporation Limited (the “**Company**”) dated 29 April 2019 (the “**Original Circular**”) and the notice convening the Annual General Meeting (“**AGM**”) (the “**Original Notice**”) 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. A supplemental notice of AGM is set out on pages 6 to 7 of this supplemental circular.

A second proxy form (“**Second Proxy Form**”) for use at the AGM is enclosed with this supplemental circular and such form of proxy is also published on the websites of the Stock Exchange and the Company. Whether or not you are able to attend the AGM, 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 AGM (i.e. not later than 9:00 a.m. on Wednesday, 26 June 2019) or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude the Shareholders from attending and voting in person at the AGM if they so wish.

The proxy form issued by the Company along with the circular of the Company dated 29 April 2019 (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the share registrar of the Company. The Original Proxy Form previously deposited at the share registrar of the company will still be valid for the purposes of the AGM. Shareholders wishing to deposit the Second Proxy Form, which supersedes the Original Proxy Form, may do so in accordance with the instructions printed thereon.

6 June 2019

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China Child Care Corporation Limited

中國兒童護理有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

Executive Directors:

Mr. Tsai Wallen (*Chairman*)
Mr. Chau Ling (*Chief Executive Officer*)
Mr. Lau Ka Ho

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

6 June 2019

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED
29 APRIL 2019 IN RELATION TO THE
(1) PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR;
(2) AMENDMENTS TO THE INTERESTS
IN SHARES OF AN EXECUTIVE DIRECTOR
AND
(3) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the circular of the Company (the “**Original Circular**”) and the notice of AGM (“**Original Notice**”) dated 29 April 2019, which set out the time and venue of the AGM and contain the resolutions to be tabled before the AGM for the shareholders’ approval. This supplemental circular should be read with the Original Circular and the Original Notice. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those used in the Original Circular and Original Notice.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to give you a supplemental notice of the AGM and to provide you with information regarding certain resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions at the AGM.

2. RE-ELECTION OF MR. LAU AS EXECUTIVE DIRECTOR OF THE COMPANY

Subsequent to the despatch of the Original Circular and as disclosed in the announcement of the Company dated 24 May 2019 in relation to, among other things, the appointment of Directors, Mr. Lau Ka Ho (“Mr. Lau”) was appointed as the executive Director, Chief Financial Officer, Company Secretary, Authorised Representative and Process Agent of the Company.

Pursuant to the relevant laws, regulations and the Articles of Association, the Board of Directors proposes to re-elect Mr. Lau as an executive Director of the Company. The term of office of Mr. Lau will be three years from 24 May 2019. Mr. Lau’s appointment is subject to retirement by rotation and re-election at general meetings of the Company in accordance with the Articles of Association of the Company or any other applicable rules from time to time. Mr. Lau is entitled to receive a director’s fee of HK\$30,000 per month for his services as an executive Director and remuneration of HK\$131,300 per month for his service as the Chief Executive Officer and Company Secretary. He is also entitled to year-end discretionary bonus upon completion of 12 months of employment. The remuneration of Mr. Lau was determined with reference to prevailing market conditions, duties and responsibilities of Mr. Lau at the Group and the remuneration policy of the Company.

Mr. Lau, aged 41, has been the financial controller of the Company since 10 December 2018. Mr. Lau holds a Master’s degree in business administration from The University of Iowa and a Master’s degree in corporate governance from The Open University of Hong Kong. Mr. Lau is a fellow member of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He is also a member of The Hong Kong Institute of Directors and holds a Diploma in Company Direction. He has more than 10 years of experience in corporate management, corporate finance and corporate secretarial areas. Mr. Lau was previously the deputy chief financial officer and company secretary of Peace Map Holding Limited (Stock Code: 402) from April 2013 to November 2018 and the company secretary of AVIC International Holding (HK) Limited (Stock Code: 232) from May 2018 to December 2018, which are both listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Lau neither holds any other position in the Company or any of its subsidiaries, nor had he held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years prior to the date of this circular.

LETTER FROM THE BOARD

As at the date of this circular, Mr. Lau does not have any relationship with any other director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. At the date of this circular, Mr. Lau is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this circular, there are no other matters in relation to the re-election of Mr. Lau that need to be brought to the attention of the holders of securities of the Company, and there is no information relating to Mr. Lau that needs to be disclosed pursuant to the requirements of Rules 13.51(2) of the Listing Rules.

3. AMENDMENTS TO THE INTERESTS IN SHARES OF AN EXECUTIVE DIRECTOR

Reference is made to the announcements of the Company dated 1 March 2019, 22 March 2019, 12 April 2019, 2 May 2019, 17 May 2019 and 29 May 2019 and the circular dated 30 April 2019 in relation to the acquisition of 80% of the entire issued share capital of Real Power International Group Limited (the “**Transaction**”). Pursuant to the terms of the Transaction, the Company allotted and issued 200,000,000 consideration shares (the “**Consideration Shares**”) to Pine Victory Trading Limited (the “**Vendor**”) upon completion of the Transaction.

As at 3 June 2019, (being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information referred to in this supplemental circular, the “**Latest Practicable Date**”), following the allotment and issuance of the Consideration Shares, (i) the total number of issued shares of the Company comprised 1,590,123,000 Shares, (ii) Mr. Chau Ling, a retiring executive Director and chief executive officer of the Company who is offering himself for re-election at the AGM, is interested in 4% of the entire issued share capital of Good Honor Investment Holdings Limited, which in turn wholly owned the entire issued share capital of the Vendor prior to the completion of the Transaction. Following the completion of the Transaction, the Vendor was allotted and issued 200,000,000 Shares in the Company. Mr. Chau Ling is the sole director of the Vendor and hence Mr. Chau Ling shall be deemed interested in those 200,000,000 Shares, being 12.57% of the issued Shares of the Company as at the Latest Practicable Date, through his interests in the Vendor.

Save for the aforesaid, as at the Latest Practicable Date, Mr. Chau Ling was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

4. SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Original Notice and the proxy form (the “**Original Proxy Form**”) sent together with the Original Circular do not contain the proposed resolution in relation to the re-election of Mr. Lau, as executive Director as set out in this supplemental circular, the second proxy form (the “**Second Proxy Form**”) is enclosed with this supplemental circular to include such proposed resolution.

LETTER FROM THE BOARD

Whether or not you are able to attend the AGM, you are requested to complete, sign and return the enclosed Second Proxy Form in accordance with the instructions printed thereon 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 (the "**Share Registrar**") as soon as possible, but in any event not less than 48 hours before the scheduled time of the AGM or any adjournment thereof (the "**Closing Time**"). The lodging of the Second Proxy Form will not preclude the Shareholders from attending the AGM and voting in person should he/she so wish. No Shareholder is required under the Listing Rules to abstain from voting at the AGM.

A Shareholder who has not yet lodged the Original Proxy Form is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Share Registrar.

A shareholder who has already lodged the Original Proxy Form with the Share Registrar should note that:

- (i) if no Second Proxy Form is lodged with the Share Registrar, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Original Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Lau, as executive Director as set out in the Supplemental Notice of the AGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
- (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar.

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This supplemental circular includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this supplemental circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

6. 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 Mr. Lau as executive Director and re-election of the retiring Directors; and (iv) the re-appointment of the auditors of the Company as set out in this Supplemental Circular, the Original Circular, the Original Notice and the Supplemental Notice (as the case may be) 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.

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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

China Child Care Corporation Limited

中國兒童護理有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1259)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the circular of China Child Care Corporation Limited (the “Company”) (the “Original Circular”), and the notice of annual general meeting of the Company (the “AGM”) (the “Original Notice”) dated 29 April 2019, which set out the time and venue of the AGM and contain the resolutions to be tabled for shareholders’ approval. This supplemental notice should be read in conjunction with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be convened and held at 9:00 a.m. on Friday, 28 June 2019 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 to consider and, if thought fit, approve the following resolution as an ordinary resolution in addition to the resolutions set out in the Original Notice.

AS AN ORDINARY RESOLUTION

11. “To re-elect Mr. Lau Ka Ho as an executive director of Company.”

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

Hong Kong
6 June 2019

Notes:

- a. A second proxy form (the “**Second Proxy Form**”) containing the additional ordinary resolution numbered 11 is enclosed with the Supplemental Circular. Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 3 and 4 of the Supplemental Circular for arrangements about the completion and submission of the Second Proxy Form.
- b. Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.
- c. Shareholders are reminded that submission of the Original Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjournment thereof and voting in person should they so wish.

As at the date of this supplemental notice, the Board comprises (i) three executive Directors, namely Mr. Tsai Wallen, Mr. Chau Ling and Mr. Lau Ka Ho; (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.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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, 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.