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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)

VOLUNTARY ANNOUNCEMENT

References are made to the announcement of the China Child Care Corporation Limited (the “**Company**”) dated 6 February 2017 in relation to the acquisition of the convertible notes (the “**Convertible Notes**”) issued by Wanjia Group Holdings Limited (“**Issuer**”). As at the date of this announcement, the aggregate outstanding principal amount of the Convertible Notes held by the Company is HK\$58.5 million.

On 1 June 2017, the Company entered into a deed of amendment (“**Deed of Amendment**”) with the Issuer pursuant to which the parties agreed to the amendments as follows:

1. the maturity date of the Convertible Notes shall be extended from 1 June 2017 to 30 November 2017 (the “**Maturity Date**”);
2. The Convertibles Notes will, in respect of the conversion rights attached thereto which are not yet exercised, cease to bear interest in the earlier of the early redemption date (the “**Early Redemption Date**”) and the Maturity Date.
3. the Convertible Notes shall bear interest from 1 June 2017 to 30 November 2017 at the rate of eight per cent per annum;
4. the interest accrued from 1 December 2016 to the Early Redemption Date or the Maturity Date will be payable on the earlier of the Early Redemption Date and the Maturity Date; and
5. the Issuer may on a date falling after 1 June 2017 and before the Maturity Date redeem the Convertible Notes (in whole but not in part), at its option, at 100 per cent of the principal amount of such Convertible Notes together with payment of interests accrued up to the Early Redemption Date. No outstanding amount of the Convertible Notes shall be redeemed at the request of the person who is for the time being the holder of the Convertible Notes (the “**Noteholders**”) before the Maturity Date.

Save as the above-mentioned amendments, each and every condition shall remain unchanged and valid.

Completion is conditional upon fulfillment of the following conditions precedent:

- (a) all necessary consents and approvals required to be obtained on the part of the Issuer and the Noteholders in respect of the proposed alteration of certain terms of the Convertible Notes as contemplated under the Deed of Amendment (the **“Proposed Alteration”**) and the transactions contemplated thereunder having been obtained; and
- (b) without prejudice to condition (a) above, the Listing Committee of the Stock Exchange of Hong Kong Limited granting listing of and permission to deal in the conversion shares to be allotted and issued under the Convertible Notes as a result of the Proposed Alteration.

If any of the above conditions are not fulfilled on or before 1 July 2017 or such later date as the Issuer and the Noteholders may agree, the Deed of Amendment will lapse and become null and void and the parties shall be released from all obligations thereunder, save the liabilities for any antecedent breaches thereof.

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

Hong Kong, 1 June 2017

As at the date of this announcement, the Board comprises (i) five executive Directors, namely Mr. Tsai Wallen, Mr. Ge Xiaohua, Mr. Huang Xinwen, Mr. Li Zhouxin and Mr. Ma Chi Ming; (ii) one non-executive Director, namely Mr. Ren Yunan; and (iii) three independent non-executive Directors, namely Ms. Chan Sze Man, Mr. Tsao Benedict and Mr. Ma Kwun Yung Stephen.