
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, 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.

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

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1259)

PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “EGM”) 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, 30 June 2017 at 10:30 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the Company convened at 10:00 a.m. on the same date and place) is set out on pages 7 and 8 of this circular. A form of proxy for use at the EGM 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 EGM, 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 EGM (i.e. not later than 10:30 a.m. on Wednesday, 28 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.

15 June 2017

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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 on 22 June 2011
“Board”	the board of Directors
“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
“EGM”	an extraordinary 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, 30 June 2017 at 10:30 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the Company convened at 10:00 a.m. on the same date and place) or any adjournment thereof (as the case may be), to consider and, if appropriate, to approve the resolution contained in the notice of the EGM as set out on pages 7 and 8 of this circular
“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
“Latest Practicable Date”	12 June 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

DEFINITIONS

“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 and other such schemes of the Company 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
“Shares(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, 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 the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	Percentage or per centum

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

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

15 June 2017

To the Shareholders

Dear Sir/Madam,

PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of (i) a resolution to be proposed at the EGM for the refreshment of the Scheme Mandate Limit; and (ii) notice of EGM.

2. PROPOSED REFRESHMENT OF 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.

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

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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.

No refreshment of the Scheme Mandate Limit has been sought by the Company under the 2011 Scheme.

As at the date of the adoption of the 2011 Scheme, the total number of issued Shares was 1,000,000,000 Shares. The total number of Shares which may fall to be issued upon exercise of all share options to be granted under the 2011 Scheme was 100,000,000 (the “**Existing Scheme Mandate Limit**”), representing 10% of the then total number of issued Shares as at the date of approval of the 2011 Scheme. Up to the Latest Practicable Date, options carrying the rights to subscribe for 104,036,500 Shares have been granted under the Existing Scheme Mandate Limit, of which 4,225,000 share options were exercised and 4,337,000 share options were forfeited/lapsed and 95,474,500 share options were outstanding (entitling holders thereof to subscribe for up to a total of 95,474,500 Shares, representing approximately 8.24% of the total number of issued Shares as at the Latest Practicable Date). None of these options was cancelled.

Save as disclosed above, there were no other share options outstanding under the 2011 Scheme as at the Latest Practicable Date. Accordingly, at the Latest Practicable Date, 300,500 options may be granted by the Company under the Existing Scheme Mandate Limit, which represents approximately 0.026% of the total number of issued Shares as at the Latest Practicable Date.

The Directors therefore consider that the Company should refresh the Existing Scheme Mandate Limit as this will enable the Company to grant further share options to eligible participants, being any employee, executive or officer of the Group (including executive, non-executive and independent non-executive directors of the Group) and any supplier, consultant, agent, adviser, shareholder, customer, partner or business associate who, at the sole discretion of the Board, will contribute or has contributed to the Group as incentives or rewards for their valuable contribution and efforts made in promoting the interests of the Group.

Proposal

It is therefore proposed that subject to (i) the approval of the Shareholders at the EGM 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 EGM, 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 limit as refreshed.

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As at the Latest Practicable Date, there were 1,158,436,000 Shares in issue. Assuming that no further Share will be issued prior to the EGM and the said refreshment is approved at the EGM, 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 limit would be 115,843,600, being 10% of the total number of issued Shares as at the date of passing of the resolution approving the said refreshment at the EGM. Together with the total of 95,474,500 outstanding share options as at the Latest Practicable Date, representing approximately 8.24% of the total number of issued Shares, the Company will be allowed to allot and issue a maximum of 211,318,100 Shares (representing approximately 18.24% 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.

Conditions

As required by the 2011 Scheme and the Listing Rules, an ordinary resolution will be proposed at the EGM 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 EGM to approve the said 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 EGM.

Application for listing

Application will be made to the Listing Committee of 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.

3. THE EGM

The notice of the EGM is set out on pages 7 and 8 of this circular. A form of proxy for the EGM is enclosed herewith. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, at 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, Wan Chai, Hong Kong as soon as possible but in any event no less than 48 hours before the time for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

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4. VOTING BY POLL

As at the Latest Practicable Date, no Shareholder is required to abstain from voting at the EGM under the Listing Rules. Pursuant to the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the EGM will exercise his right under the articles of association of the Company to demand a poll on the resolution to be proposed at the EGM unless the abovementioned reason arises.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

6. RECOMMENDATION

The Directors consider that the proposed refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

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

NOTICE OF EGM

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 the extraordinary general meeting (the “**Meeting**”) of China Child Care Corporation Limited (the “**Company**”) will be held at Room Golden Bay, 2/F, Golden Bay Resort, 168 South Huandeng Road (Huandeng Nan Lu), Dadeng Islands, Xiamen, Fujian Province, The People’s Republic of China on Friday, 30 June 2017 at 10:30 a.m. (or immediately after the conclusion or adjournment of the extraordinary general meeting of the Company convened at 10:00 a.m. on the same date and place) for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**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 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 (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 authorised 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

Hong Kong, 15 June 2017

As at the date of this notice, 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 Kwai Yung Stephen.

NOTICE OF EGM

Notes:

1. A resolution at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s Branch Share Registrar and Transfer Office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, 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 10:30 a.m. on Wednesday, 28 June 2017) or any adjournment thereof (as the case may be). 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 instrument appointing a proxy shall be deemed to be revoked.
4. To ascertain shareholders’ eligibility to attend and vote at the EGM, the Register of Members of the Company will be closed from Tuesday, 27 June 2017 to Friday, 30 June 2017 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the 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 Monday, 26 June 2017.