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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)

DISCLOSEABLE TRANSACTION SUBSCRIPTION OF PROMISSORY NOTE

SUBSCRIPTION OF PROMISSORY NOTE

The Board wishes to announce that on 30 March 2017 (after trading hours), the Company has subscribed for the Note in the principal amount of HK\$67.35 million for a term of two years.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios is greater than 5% but less than 25%, the subscription of the Note constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but is exempted from the Shareholders' approval requirements under the Listing Rules.

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PRINCIPAL TERMS OF THE PROMISSORY NOTE

Date of issue : 31 March 2017

Issuer : GREATERCHINA PROFESSIONAL SERVICES LIMITED

To the best of the Directors' information and belief, the Issuer and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons.

Subscriber : the Company

Principal amount : HK\$67.35 million

- Interest : The Note shall carry interest rate of 7.6% per annum, calculated on a 12-month year basis on the outstanding principal amount, payable in HK\$ annually on 30 March in each year in arrears and upon maturity or early redemption (as the case may be) of the Note.
- Transferability of the Note : The Note may be assigned or transferred in whole or in part by the Noteholder(s) to any person. In the absence of the Issuer's prior approval, the Noteholder(s) shall not transfer or assign the Note to any connected person of the Issuer.
- Maturity date : Second anniversary of the date of issue of the Note or, if such day is not a Business Day, the first Business Day thereafter (the "**Maturity Date**")
- Early redemption : The Issuer may, in its absolute discretion, redeem the Note in whole or in part prior to the Maturity Date, plus all accrued and unpaid interest for such redemption provided that a written notice for such redemption is given to the Noteholder(s) not less than 5 Business Days in advance.

Upon occurrence of an event of default set out in the Note, including, among others, failure to pay when due any principal or interest payment on the due date as specified in the Note, failure to observe or perform any other undertaking, condition or agreement contained in the Note, and any voluntary or involuntary bankruptcy or insolvency of the Issuer or its subsidiaries, the Noteholder may(s), prior to the Maturity Date, give notice to the Issuer requesting the Issuer to redeem all the outstanding principal amount of the Note plus all accrued and unpaid interest, within 5 Business Days from the date of such notice.

The subscription monies of the Note will be funded by internal resources of the Group.

INFORMATION OF THE COMPANY

The Group is principally engaged in the design and provision of a broad range of children's personal care products, including skin care products, body and hair care products and oral care products under our own brands in the PRC and operation of an online platform focusing on the children, babies and parents markets, money lending business, trading of commodities and investment in securities.

INFORMATION OF THE ISSUER

The Issuer is a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the GEM (stock code: 8193). The Issuer and its subsidiaries are principally engaged in asset advisory services and asset appraisal, corporate services and consultancy, media advertising and financial services.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION OF THE PROMISSORY NOTE

The subscription of the Note will provide interest income to the Group. The Directors are of the view that the subscription represents a low-risk, income generating investment of the Group.

The terms of the Note were arrived at after arm's length negotiations between the Company and the Issuer. The terms of the subscription of the Note were arrived at by the parties after arm's length negotiation, with reference to the commercial practice and the amount of the Note. The Director(s) consider that the terms of the Note are fair and reasonable and are in the interests of the Company and its Shareholder as a whole.

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DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meaning:

“Board”	The board of Directors of the Company
“Business Day(s)”	any day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning no. 8 or above or a “black” rainstorm warning signal is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	China Child Care Corporation Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Stock Exchange (stock code: 1259)
“Connected person(s)”	having the meaning ascribed to it under the Listing Rules
“Director(s)”	The director(s) of the Company
“GEM”	Growth Enterprise Market of the Stock Exchange
“Group”	The Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuer”	GreaterChina Professional Services Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the GEM (stock code: 8193)

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Note”	the promissory note in the principal amount of HK\$67,350,000 to be issued by Issuer for subscription by the Company
“Noteholder(s)”	the holder(s) of the Note
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Shareholder(s)”	the holder(s) of the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	Percent

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

Hong Kong, 30 March 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.