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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary 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 Friday, 17 May 2019 at 9:00 a.m. for the purpose of considering, and if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the Sale and Purchase Agreement (as defined in the circular dated 30 April despatched to the shareholders of the Company), a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the fulfillment of the conditions precedent in the Sale and Purchase Agreement and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in the Consideration Shares, the Directors (or any duly authorised committee thereof) be and are hereby granted the Specific Mandate to the allotment and issuance of the Consideration Shares to the Vendor or its nominee pursuant to the Sale and Purchase Agreement, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and

- (c) any one Director be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which is of an administrative nature and ancillary to implementation of the Sale and Purchase Agreement and the transactions contemplated thereunder.”

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

30 April 2019

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 on his/her/its behalf. 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, 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 meeting (i.e. not later than 9:00 a.m. on 15 May 2019) 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 14 May 2019 to 17 May 2019 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the extraordinary 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, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration no later than 4:00 p.m., on 15 May 2019.
- d. References to time and dates in this notice are to Hong Kong time and dates.

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