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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



Reference is made to the announcement of the Company dated 12 June 2018.

The Board is pleased to announce that all conditions of the Placing as set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 27 June 2018 whereby a total of 231,687,000 Placing Shares were allotted and issued to not less than six independent Placees at the Placing Price under the General Mandate.

The gross proceeds from the Placing are approximately HK\$30.1 million, and the net proceeds from the Placing are approximately HK\$29.6 million after deducting the placing commission and other expenses incurred in the Placing.

Reference is made to the announcement of China Child Care Corporation Limited (“**Company**”) dated 12 June 2018 (“**Announcement**”) in relation to the Placing of 231,687,000 Placing Shares under the General Mandate. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all conditions of the Placing as set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 27 June 2018 whereby a total of 231,687,000 Placing Shares, representing approximately 16.67% of the total issued Shares as enlarged by the Placing immediately after the Completion, were allotted and issued to not less than six independent Placees at the Placing Price of HK\$0.130 per Placing Share under the General Mandate.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, (i) each of the Placees and its ultimate beneficial owner(s) is independent of the Company and its connected persons; and (ii) none of them has become a substantial shareholder of the Company upon completion of the Placing.

The gross proceeds from the Placing are approximately HK\$30.1 million, and the net proceeds from the Placing are approximately HK\$29.6 million after deducting the placing commission and other expenses incurred in the Placing. As disclosed in the Announcement, the net proceeds will be used by the Company as developing its money lending business.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The existing and enlarged shareholding structure of the Company immediately before and after Completion of the Placing are tabulated below:

Substantial Shareholders	As at the date of this announcement		Immediately after Completion of the Placing	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Golden Sparkle Limited (<i>Note 1</i>)	263,308,500	22.73	263,308,500	18.94
Dai Zhibiao	140,382,500	12.12	140,382,500	10.10
Elite Beauty International Trading (Hong Kong) Co., Limited (<i>Note 2</i>)	80,000,000	6.91	80,000,000	5.75
Director				
Mr. Huang Xinwen	400,000	0.03	400,000	0.03
Public Shareholders:				
Placees	–	–	231,687,000	16.67
Others	674,345,000	58.21	674,345,000	48.51
	<u>1,158,436,000</u>	<u>100.00</u>	<u>1,390,123,000</u>	<u>100.00</u>

Notes:

- (1) These Shares are held by Golden Sparkle Limited, a controlled corporation of Mr. Lai Wai Lam Ricky. Accordingly, Mr. Lai Wai Lam Ricky was deemed to be interested in these Shares pursuant to Part XV of the SFO.
- (2) These Shares are held by Elite Beauty International Trading (Hong Kong) Co., Limited, a controlled corporation of Mr. Li Liang. Accordingly, Mr. Li Liang was deemed to be interested in these Shares pursuant to Part XV of the SFO.
- (3) It is expected none of the Placees will become a substantial shareholder (as defined in the Listing Rules) of the Company immediately after the Completion.

By Order of the Board
China Child Care Corporation Limited
Tsai Wallen
Chairman and Chief Executive Officer

27 June 2018

As at the date of this announcement, the Board comprises (i) three executive directors, namely Mr. Tsai Wallen, Mr. Huang Xinwen and Mr. Ma Chi Ming; (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.