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China Parenting Network Holdings Limited
中國育兒網絡控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8361)

VOLUNTARY ANNOUNCEMENT
STRATEGIC COOPERATION FRAMEWORK AGREEMENT

The Board is pleased to announce that on 18 December 2015 (after trading hours), Nanjing Xihui, a deemed indirect wholly-owned subsidiary of the Company, and Nanjing Tuniu, a subsidiary of Tuniu Technology, entered into the Strategic Cooperation Framework Agreement, pursuant to which the parties agreed to form a strategic cooperation in relation to their cooperation regarding (i) provision of value-added services to respective members; (ii) mutual membership recognition (iii) mutual membership points recognition and redemption; and (iv) joint-marketing and promotion.

The Strategic Cooperation Framework Agreement sets out the framework of the strategic cooperation between the Company and Nanjing Tuniu and may or may not lead to the entering into Definitive Agreements and the transactions contemplated thereunder may or may not be consummated. The Company will make further announcement(s) as and when appropriate and comply with all other applicable requirements under the GEM Listing Rules.

Shareholders and potential investors should note that the Strategic Cooperation Framework Agreement is not legally binding and are subject to, among other things, the entering into further definitive agreements, and accordingly, the transactions contemplated thereunder may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

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THE STRATEGIC COOPERATION FRAMEWORK AGREEMENT

Date: 18 December 2015

Parties: (1) Nanjing Xihui
(2) Nanjing Tuniu

Major terms of the Strategic Cooperation Framework Agreement

Pursuant to the Strategic Cooperation Framework Agreement and subject to the entering into definitive agreements (“**Definitive Agreement(s)**”), the parties agree to use their respective strengths and resources to provide high-quality services to members of other party and cooperate in areas including but not limited to: (i) provision of value-added services to respective members; (ii) mutual membership recognition (iii) mutual membership points recognition and redemptions; and (iv) joint-marketing and promotion.

The Strategic Cooperation Framework Agreement shall have a term of one (1) year effective from 18 December 2015. The parties further agreed to keep all information received from the other party confidential within two (2) years from the expiry of the Strategic Cooperation Framework Agreement. Any disclosure shall require the prior written consent from the other party and that the contents of any disclosures made shall be mutually agreed.

The Strategic Cooperation Framework Agreement sets out the framework for the strategic cooperation between the parties to the Strategic Cooperation Framework Agreement and was not intended to be legally binding on the relevant parties (save for the provisions relating to confidentiality and governing law).

INFORMATION ABOUT NANJING XIHUI, NANJING TUNIUI, TUNIUI TECHNOLOGY AND TUNIUI CORPORATION

Nanjing Xihui is deemed to be a wholly-owned subsidiary of the Company under a contractual arrangement and is principally engaged in the provision of marketing and promotional services and the licensing of smart-hardware devices. For details of the contractual arrangement, please refer to the section headed “Contractual Arrangement” in the Company’s prospectus dated 30 June 2015.

Nanjing Tuniu is a company incorporated in the PRC and a subsidiary of Tuniu Technology. Tuniu Technology is a company incorporated in the PRC and the parent company of Tuniu Corporation, the shares of which are listed on NASDAQ (NASDAQ: TOUR) and is a leading online leisure travel company in the PRC that offers one-stop leisure travel solutions as well as travel-related services for leisure travelers through its website tuniu.com (途牛旅遊網), call centre and regional service centres.

To the best knowledge, information and belief of the Directors, and having made all reasonable enquiries, Nanjing Tuniu, Tuniu Corporation, Tuniu Technology and their ultimate beneficial owners are Independent Third Parties of the Company.

REASONS FOR THE STRATEGIC COOPERATION FRAMEWORK AGREEMENT

The Group is an online platform that focus on the “Children-Babies-Maternity”(孕嬰童) market in the PRC. The Directors consider the entering into the Strategic Cooperation Framework Agreement is in the interests of the Company and the Shareholders as a whole as the cooperation contemplated under the Strategic Cooperation Framework Agreement, if materialized, are expected to further expand the membership and user-base of the Group in the PRC, which is consistent with the Company’s business expansion strategy, at the same time bring additional value to our CI Web (育兒網) members.

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DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Company”	China Parenting Network Holdings Limited (中國育兒網絡控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability and the issued Shares of which are listed on the Growth Enterprise Market of the Stock Exchange (Stock Code: 8361)
“Director(s)”	director(s) of the Company
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and connected persons (as defined under the GEM Listing Rules) of the Company
“Nanjing Xihui”	Nanjing Xihui Information Technology Company Limited* (南京矽匯信息技術有限公司), a limited liability company established in the PRC on 24 May 2013 and is deemed to be an indirect wholly-owned subsidiary of the Company
“Nanjing Tuniu”	Nanjing Tuniu International Travel Agency Limited* (南京途牛國際旅行社有限公司), a company incorporated in the PRC and a subsidiary of Tuniu Technology that is engaged in the provision of reservation services for travel package and products in the PRC

“PRC”	The People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Cooperation Framework Agreement”	the strategic cooperation framework agreement dated 18 December 2015 and entered into between the Nanjing Xihui and Nanjing Tuniu
“Tuniu Corporation”	Tuniu Corporation (途牛) is a company incorporated in the PRC, the shares of which are listed on NASDAQ (NASDAQ: TOUR) and a subsidiary of Tuniu Technology
“Tuniu Technology”	Nanjing Tuniu Technology Company Limited* (南京途牛科技有限公司), a company incorporated in the PRC and the parent company of Nanjing Tuniu and Tuniu Corporation.
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

By order of the Board
China Parenting Network Holdings Limited
Cheng Li
Executive Director and Chief Executive Officer

Hong Kong, 21 December 2015

As at the date of this announcement, the executive Directors are Mr. Cheng Li, Mr. Hu Qingyang and Mr. Zhang Lake Mozi; the non-executive Directors are Mr. Wu Haiming, Ms. Li Juan and Mr. Hsieh Kun Tse; and the independent non-executive Directors are Mr. Wu Chak Man, Mr. Zhao Zhen and Mr. Ge Ning.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 document misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and be posted on the website of the Company at <http://www.ci123.com>.

* *for identification purpose only*