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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)**

**CLARIFICATION ANNOUNCEMENT**  
**SHARE AWARD SCHEME**

Reference is made to the announcement (the “Announcement”) of China Parenting Network Holdings Limited (the “Company”) dated 7 July 2016 in relation to the Share Award Scheme adopted by the Board and the prospectus of the Company dated 30 June 2015 (“Prospectus”). Unless otherwise defined, capitalized terms used herein shall have the same meaning as those defined in the Announcement and the Prospectus. The Company would like to clarify on the following:

**SCHEME LIMIT AND TRANSFER OF SHARES FROM PROPEROUS COMMITMENT**

As disclosed on page 101 of the Prospectus, 51,600,000 Shares (“Initial Shares”) were initially contributed by Ms. Li Juan and Shanghai AMVC to Properous Commitment for implementation of future share award scheme for benefitting employees. The entire issued share capital of Properous Commitment will be transferred to the Trustee at nil consideration after the release of the interim results of the Company for the six months ended 30 June 2016 and on such day which is allowed under the Listing Rules.

**OPERATION OF THE SCHEME**

As at the date of this announcement, the Directors confirm that the Company had no intention to issue any new Shares under the Scheme. The maximum number of Awarded Shares will be 10% of the issued share capital (including new Shares and existing Shares) of the Company from time to time. Therefore, in any event, if new Shares are to be issued under the Scheme and assuming there are no existing Shares to be used under the Scheme, the maximum number of new Shares to be issued will be 51,050,000 Shares as at the date of this announcement (taking into account of the current issued share capital of 1,026,500,000 Shares and the Initial Shares), representing approximately 4.97% of the existing issued share capital of the Company. The Company will seek a specific mandate in this regard as the grantees may be connected persons of the Company.

## LISTING RULE IMPLICATIONS

As at the date of this announcement, the Company had no intention to issue and allot new Shares to be used as Awarded Shares, therefore the grant of Awarded Shares, which are existing Shares, to a Director will be exempted from all reporting, announcement and independent Shareholders' approval requirements under Rule 20.93 of the GEM Listing Rules since it forms part of the remuneration of the relevant Director under his/her service contract.

In case the Company grants any new Shares under the Scheme to Directors, such grant will be subject to connected transaction requirements, including independent Shareholders' approval requirements under the applicable Listing Rules.

The Board confirms that the above clarifications do not affect other information contained in the Announcement.

By order of the Board  
**China Parenting Network Holdings Limited**  
**Li Juan**  
*Chairperson*

Nanjing, the People's Republic of China, 14 July 2016

*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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 announcement misleading.*

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