

APPENDIX 5
FORMS RELATING TO LISTING
FORM F
THE GROWTH ENTERPRISE MARKET (GEM)
COMPANY INFORMATION SHEET

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Company name : **China Parenting Network Holdings Limited**

Stock code (ordinary shares) : **8361**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 25 January 2017.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 8 July 2015

Name of Sponsor(s) : China Everbright Capital Limited

Names of directors : **Executive directors:**

(please distinguish the status
of the directors – Executive,
Non-Executive or Independent
Non-Executive)

Cheng Li
Hu Qingyang
Zhang Lake Mozi

Non-executive directors:

Li Juan
Wu Haiming
Hsieh Kun Tse

Independent non-executive directors:

Wu Chak Man
Zhao Zhen
Ge Ning

Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name of Substantial Shareholder	Capacity/ Nature of interest	Number of Shares	Approximate percentage of shareholding
	Loyal Alliance Management Limited 忠聯管理有限公司 ("Loyal Alliance") ⁽¹⁾	Beneficial owner	193,200,000	18.84%
	Prime Wish Holdings Limited 冠望控股有限公司 ("Prime Wish") ⁽¹⁾	Beneficial owner	216,000,000	21.06%
	Victory Glory Holdings Limited ("Victory Glory") ⁽²⁾	Beneficial owner	120,000,000	11.70%
	Winner Zone Enterprises Limited ("Winner Zone") ⁽³⁾	Trustee	104,400,000	10.18%
	Guo Minfang ⁽³⁾	Interest of controlled corporation	104,400,000	10.18%
	Li Juan ⁽¹⁾	Interest in controlled corporation; Interest of concert party	529,200,000	51.60%
	Wu Haiming ⁽¹⁾	Interest of spouse	529,200,000	51.60%
	Cheng Li ⁽²⁾	Interest in controlled corporation; Interest of concert party	529,200,000	51.60%
	上海早鳥文化投資管理中心 (有限合夥)(Shanghai AMVC Culture Investment Management Center (A Limited Partnership)) ("Shanghai AMVC") ⁽³⁾	Beneficiary	104,400,000	10.18%
	上海早鳥投資管理中心 (有限合夥)(Shanghai AMVC Investment Management Center (A Limited Partnership)) ⁽³⁾	Interest of controlled corporation	104,400,000	10.18%

Notes:

- (1) Each of Loyal Alliance and Prime Wish is directly and wholly owned by Li Juan, who is therefore deemed to be interested in all the Shares held by each of Loyal Alliance and Prime Wish. Li Juan and Cheng Li entered into a concert party agreement dated 19 June 2015, and are therefore deemed to be interested in the interests of each other. Wu Haiming, is the spouse of Li Juan, and therefore deemed to be interested in the interests of Li Juan.
- (2) Victory Glory is directly and wholly owned by Cheng Li, who is therefore deemed to be interested in all the Shares held by Victory Glory. Li Juan and Cheng Li entered into a concert party agreement dated 19 June 2015, and are therefore deemed to be interested in the interests of each other.
- (3) Winner Zone, solely owned by Ms. Guo Minfang, holds the shares as trustee for and on behalf of Shanghai AMVC Culture Investment Management Center (a Limited Partnership) (上海早鳥文化投資管理中心(有限合夥)), the general partner of which is Shanghai AMVC Investment Management Center (a Limited Partnership) (上海早鳥投資管理中心(有限合夥)) which is in turn held as to 25% by Ms. Guo Minfang and 50% by Ms. Cao Qiongming.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31 December

Registered address : Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business : Room 19F, 19/F.,
Gu Yang Building
No. 600 Zhujiang Road
Nanjing, Jiangsu Province
The People's Republic of China

Web-site address (if applicable) : www.ci123.com

Share registrar	<p>: Cayman Islands Principal Share Registrar and Transfer Agent: Codan Trust Company (Cayman) Limited Cricket Square, Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands</p> <p>Hong Kong Branch Share Registrar and Transfer Office: Tricor Investor Services Limited Level 22 Hopewell Centre 183 Queen’s Road East Hong Kong</p>
Auditors	<p>: Ernst & Young Certified Public Accountants 22nd Floor CITIC Tower 1 Tim Mei Avenue, Central Hong Kong</p>

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Group is an online platform focusing on the CBM (children, babies, and maternity) market in China and is mainly engaged in (i) provision of marketing and promotional service; (ii) e-commerce business; and (iii) licensing of smart-hardware devices through its large and engaged user base of CBM consumers.

C. Ordinary shares

Number of ordinary shares in issue	:	1,025,662,000
Par value of ordinary shares in issue	:	HK\$0.01
Board lot size (in number of shares)	:	2,000 Shares
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

D. Warrants

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Cheng Li

Hu Qingyang

Zhang Lake Mozi

Li Juan

Wu Haiming

Hsieh Kun Tse

Wu Chak Man

Zhao Zhen

Ge Ning

NOTES

- (1) This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.
- (2) Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.
- (3) Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.