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If you have sold or transferred all your shares in China Parenting Network Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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: 1736)

**(1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CAPITAL REDUCTION OF
ISSUED CONSOLIDATED SHARES AND SUB-DIVISION
OF UNISSUED CONSOLIDATED SHARES;
(3) PROPOSED CHANGE IN BOARD LOT SIZE; AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of China Parenting Network Holdings Limited (the “EGM”) to be held at Room 1001, 10/F, Wecan Technology Building, 21 Andmen Street, Yuhuatai District, Nanjing, Jiangsu Province, the People’s Republic of China on Friday, 9 May 2025 at 12:30 p.m. is set out on pages 18 to 21 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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. by Wednesday, 7 May 2025, at 12:30 p.m.) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjournment thereof if they so wish and in such event, the proxy shall be deemed to be revoked.

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

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|--------------------------------|--|
| “Articles” | the articles of association of the Company, as amended or restated from time to time |
| “Board” | the board of Directors |
| “Capital Reduction” | the proposed reduction of the issued share capital of the Company whereby the par value of each of the issued Consolidated Shares will be reduced from HK\$0.4 each to HK\$0.05 each by cancelling the paid up capital to the extent of HK\$0.35 on each issued Consolidated Share |
| “CCASS” | Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system |
| “CCASS Operational Procedures” | the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time |
| “Change in Board Lot Size” | the change in board lot size of the Shares for trading on the Stock Exchange from 10,000 Existing Shares to 5,000 Consolidated Shares |
| “Company” | China Parenting Network Holdings Limited, an exempted company incorporated in the Cayman Islands on 13 October 2014 with limited liability and whose shares are listed on the Main Board of the Stock Exchange (stock code: 1736) |
| “Companies Act” | the Companies Act (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time |
| “Consolidated Share(s)” | the ordinary share(s) of par value HK\$0.4 each in the share capital of the Company upon the Share Consolidation becoming effective |
| “Court” | the Grand Court of the Cayman Islands |
| “Director(s)” | the director(s) of the Company |

DEFINITIONS

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|---------------------------|--|
| “EGM” | the extraordinary general meeting of the Company to be convened and held at Room 1001, 10/F, Wecan Technology Building, 21 Andmen Street, Yuhuatai District, Nanjing, Jiangsu Province, the People’s Republic of China at 12:30 p.m. on Friday, 9 May 2025 |
| “Existing Shares” | ordinary share(s) with par value of HK\$0.05 each in the share capital of the Company before the Share Consolidation, the Capital Reduction and the Sub-division become effective |
| “General Rules of CCASS” | the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedure |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “Hong Kong” | Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 14 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |
| “Listing Committee” | the listing committee of the Stock Exchange |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Memorandum” | the memorandum of association of the Company, as amended or restated from time to time |
| “New Share(s)” | the ordinary share(s) of par value HK\$0.05 each in the issued and unissued share capital of the Company upon the Capital Reduction and the Share Sub-division becoming effective |
| “Registrar” | the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong |

DEFINITIONS

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|---|--|
| “Share(s)” | Existing Share(s), Consolidated Share(s) and/or New Share(s), as the case may be |
| “Share Consolidation” | the proposed consolidation of every eight (8) issued and unissued Existing Shares of par value HK\$0.05 each into one (1) Consolidated Share of par value HK\$0.4 each in the share capital of the Company |
| “Share Option(s)” | the option(s) to subscribe for new shares of the Company granted under the Share Option Scheme |
| “Share Option Scheme” | the share option scheme adopted by the Company on 19 June 2015 |
| “Share Sub-division” or “Sub-division” | the proposed sub-division of each of the authorised but unissued Consolidated Share of par value HK\$0.4 each into eight (8) New Shares of par value of HK\$0.05 each |
| “Shareholder(s)” | the holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “PRC” | the People’s Republic of China, which for the sole purpose of this circular excludes Hong Kong, Macau Special Administrative Region and Taiwan |
| “%” | per cent |

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation, the Change in Board Lot Size, the Capital Reduction and the Share Sub-division is set out below. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Share Consolidation, the Capital Reduction and the Share Sub-division and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Time and date

Expected date of despatch of Circular, the notice of the EGM
and the form of proxy of the EGM on or before
Wednesday, 23 April 2025

Latest date and time for lodging transfer documents
in order to qualify for attending and voting at EGM..... 4:30 p.m. on
Wednesday, 30 April 2025

Closure of register of members for determining
the entitlement to attend and vote at the EGM
(both dates inclusive)..... Friday, 2 May 2025 to
Friday, 9 May 2025

Latest date and time for lodging the proxy form for the EGM..... 12:30 p.m. on
Wednesday, 7 May 2025

Record date for EGM..... Friday, 9 May 2025

Expected date and time of the EGM..... 12:30 p.m. on
Friday, 9 May 2025

Publication of announcement of poll results of the EGM Friday, 9 May 2025

The following events are conditional upon the results of the EGM and therefore the dates are tentative only.

Effective date of the Share Consolidation..... Tuesday, 13 May 2025

First day for free exchange of existing share certificates
for new share certificates of the Consolidated Shares..... Tuesday, 13 May 2025

Dealings in the Consolidated Shares commence 9:00 a.m. on
Tuesday, 13 May 2025

Original counter for trading in Existing Shares
in board lots of 10,000 Shares (in the form of
existing share certificates) temporarily closes 9:00 a.m. on
Tuesday, 13 May 2025

EXPECTED TIMETABLE

Time and date

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|--|---|
| Temporary counter for trading in Consolidated Shares in board lots of 1,250 Consolidated Shares (in the form of existing share certificates) opens | 9:00 a.m. on Tuesday, 13 May 2025 |
| Original counter for trading in Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens | 9:00 a.m. on Tuesday, 27 May 2025 |
| Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences..... | 9:00 a.m. on Tuesday, 27 May 2025 |
| Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares | 9:00 a.m. on Tuesday, 27 May 2025 |
| Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares | 4:00 p.m. on Monday, 16 June 2025 |
| Temporary counter for trading Consolidated Shares in board lots of 1,250 Consolidated Shares (in the form of existing share certificates) closes..... | 4:10 p.m. on Monday, 16 June 2025 |
| Parallel trading in Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends | 4:10 p.m. on Monday, 16 June 2025 |
| Last date and time for free exchange of existing share certificates for the new share certificates of the Consolidated Shares..... | 4:30 p.m. on Wednesday, 18 June 2025 |

EXPECTED TIMETABLE

The following events are conditional upon the results of the EGM and the confirmation of the Court on the Capital Reduction and therefore the dates are tentative and for reference only.

Time and date

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|--|--|
| Effective date and time of the Capital Reduction and the Share Sub-division..... | Before 9:00 a.m. on Tuesday, 15 July 2025 |
| Commencement of dealing in the New Shares..... | 9:00 a.m. on Tuesday, 15 July 2025 |
| First day of free exchange of existing share certificates for the Consolidated Shares into new share certificates for New Shares | Tuesday, 15 July 2025 |
| Last day of free exchange of existing share certificates for the Consolidated Shares into new share certificates for New Shares | Tuesday, 26 August 2025 |

GENERAL

An EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the necessary resolution(s) in respect of the Share Consolidation, the Capital Reduction and the Share Sub-division. The Circular containing, among other matters, information regarding the Share Consolidation, the Change in Board lot Size, the Capital Reduction and the Share Sub-division together with a notice of the EGM will be despatched to the Shareholders on or before Wednesday, 23 April 2025.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Share Consolidation, the Change in Board lot Size, the Capital Reduction and the Share Sub-division and no Shareholders are required to abstain from voting at the EGM.

As the Share Consolidation, the Capital Reduction and the Share Sub-division are subject to the satisfaction of conditions and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective, they may or may not become effective. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.



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: 1736)

Executive Directors:

Mr. Zhang Lake Mozi (*Chairperson*)
Mr. Cheng Li

Non-executive Directors:

Ms. Song Yuanyuan
Mr. Zhang Haihua

Independent Non-executive Directors:

Mr. Zhao Zhen
Mr. Poon Manley
Ms. Nicole Huang Meng Ting

Registered office:

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

*Principal place of business
in Hong Kong:*

Unit 2, 7/F
Royal Commercial Centre
No. 56 Parkes Street, Jordan
Kowloon, Hong Kong

23 April 2025

To the Shareholders

Dear Sir or Madam

**(1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CAPITAL REDUCTION OF
ISSUED CONSOLIDATED SHARES AND SUB-DIVISION
OF UNISSUED CONSOLIDATED SHARES;
(3) PROPOSED CHANGE IN BOARD LOT SIZE; AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 26 March 2025 in relation to, among other things, the Share Consolidation, the Capital Reduction and the Share Sub-division, and the Change in Board Lot Size. The purpose of this circular is to provide you with, among other things: (i) further details of the Share Consolidation, the Capital Reduction and the Share Sub-division, and the Change in Board Lot Size; and (ii) a notice convening the EGM.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

As at the Latest Practicable Date, the authorized share capital of the Company is HK\$100,000,000 divided into 2,000,000,000 Shares with par value of HK\$0.05 each, of which 345,662,343 Shares have been issued and are fully paid or credited as fully paid. The Board proposes to implement the Share Consolidation on the basis that every eight (8) issued and unissued Shares of par value of HK\$0.05 each be consolidated into one (1) Consolidated Share of HK\$0.4 each.

Effect of the Share Consolidation

Immediately after the Share Consolidation becomes effective but before the Capital Reduction becomes effective, and assuming there will be no change in the number of Existing Shares in issue between the Latest Practicable Date and the effective date of the Share Consolidation, the authorised share capital of the Company will become HK\$100,000,000 divided into 250,000,000 Consolidated Shares with par value of HK\$0.4 each, of which 43,207,792 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation, the Capital Reduction and the Share Subdivision;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Tuesday, 13 May 2025.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

LETTER FROM THE BOARD

Adjustments in relation to other securities of the Company

Under the relevant terms and conditions of the Share Option Scheme, the Share Consolidation may lead to adjustments to the number of shares falling to be issued, and the exercise price upon exercise of the Share Options pursuant to the terms thereof. Since the adoption date of the Share Option Scheme and up to the Latest Practicable Date, no Share Option has been granted by the Company under the Share Option Scheme.

The Company will make further announcement(s) on the grant of the Share Options or such adjustment(s) to the Share Options as and when appropriate pursuant to the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, the Company has no outstanding options, derivatives, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

Fractional entitlement to the Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be allocated to the Shareholders, but will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers the possibility of buying or selling the Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Odd lots arrangements and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed a securities firm China Zhong Heng Finance Group Limited, an independent third party of the Company, as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares from 9:00 a.m. on Tuesday, 27 May 2025 to 4:00 p.m. on Monday, 16 June 2025 (both days inclusive). Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares should contact Mr. Ray TANG of China Zhong Heng Finance Group Limited at Rm1803, Office Plus, 303 Hennessy Road, Wan Chai, Hong Kong (telephone number: (852) 3618 8682) during the office hours of such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

LETTER FROM THE BOARD

Exchange of share certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, Shareholders may during the period from Tuesday, 13 May 2025 to 4:30 p.m. on Wednesday, 18 June 2025 (both days inclusive), submit share certificates for the Existing Shares to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange, at the expense of the Company for new share certificates for the Consolidated Shares.

Thereafter, share certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for Consolidated Shares at the expense of the Shareholders on payment of a fee of HK\$2.50 (or such other amount as may be allowed by the Stock Exchange from time to time) for each share certificate for the Shares cancelled or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

New share certificates for the Consolidated Shares will be issued in a blue colour in order to distinguish them from existing share certificates which were issued in a green colour.

Application for listing of the Consolidated Shares

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective and the Consolidated Shares which may be issued pursuant to the exercise of the options which may be granted under the Share Option Scheme.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the securities (being equity or debt) of the Company are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

LETTER FROM THE BOARD

PROPOSED CHANGE IN BOARD LOT SIZE

The Existing Shares are currently traded on the Stock Exchange in the board lot size of 10,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 10,000 Existing Shares to 5,000 Consolidated Shares per board lot, conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.052 per Existing Share (equivalent to the theoretical closing price of HK\$0.416 per Consolidated Share) as at the Latest Practicable Date, (i) the value of each existing board lot of Existing Shares is HK\$520; (ii) the value of each board lot of 10,000 Consolidated Shares would be HK\$4,160 on the assumption that the Share Consolidation becomes effective; and (iii) the value of each board lot of 5,000 Consolidated Shares would be HK\$2,080 on the assumption that the Change in Board Lot Size has also become effective.

The Change in Board Lot Size will not result in any change in relative rights of the Shareholders.

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated in June 2024 has further stated that (i) market price of the share at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account that the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

During the previous six months up to the Latest Practicable Date, the highest and lowest price of our Shares were HK\$0.17 and HK\$0.050, respectively and the corresponding board lot value were HK\$1,700 and HK\$500. During the same period, the average closing price and median of closing price of our Shares were HK\$0.078 and HK\$0.076, respectively.

In view of the recent trading price of the Shares at a level below HK\$0.10 and the value per board lot being substantially less than HK\$2,000, the Board considers that when the Share Consolidation becomes effective, the share price of the Company would be adjusted to HK\$0.416 per Consolidated Share (based on the closing price of HK\$0.052 per Existing Share as at the Latest Practicable Date); and with a board lot size of 5,000 Consolidated Shares, the new board lot value would be HK\$2,080, which would enable the Company to comply with the trading requirements under the Listing Rules. Accordingly, the Share Consolidation would bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange. As a result, the Share Consolidation would not only enable the Company to comply with the trading requirements under the Listing Rules, but would also attract more investors and therefore broaden the Company’s shareholder base.

LETTER FROM THE BOARD

Further, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge minimum transaction costs for each securities trade. The Change in Board Lot Size would help to maintain the value of each board lot at a reasonable level upon the Share Consolidation becoming effective in order to attract more investors and to broaden the shareholder base of the Company.

The Company intends to carry out future fundraising activity, including issue of new Shares, to improve its financial position. As at the Latest Practicable Date, the Company was exploring the fund raising opportunities with a view to strengthen the financial position of the Company. However, as at the Latest Practicable Date, the Company did not have any concrete plan to conduct any fundraising activities in the next twelve months. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

As at the Latest Practicable Date, the Company has no plan to carry out any future corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Share Consolidation and Change in Board Lot Size.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in a change in the relative rights of the Shareholders.

PROPOSED CAPITAL REDUCTION AND SHARE SUB-DIVISION

The Board further proposes that immediately after the Share Consolidation becomes effective, the Capital Reduction and the Sub-division be implemented in the following manner:

- (i) the issued share capital of the Company will be reduced by cancelling the paid up capital to the extent of HK\$0.35 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.4 to HK\$0.05; and
- (ii) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK\$0.4 each be sub-divided into eight (8) New Shares of par value of HK\$0.05 each.

Each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank *pari passu* in all respects with each other each in accordance with the Memorandum and Articles and have rights and privileges and be subject to the restrictions as contained in the Memorandum and the Articles.

Conditions of the Capital Reduction and the Share Sub-division

The Capital Reduction and the Share Sub-division are conditional upon the following conditions:

- (i) the Share Consolidation has become effective;

LETTER FROM THE BOARD

- (ii) the passing of a special resolution by the Shareholders at the EGM to approve the Capital Reduction and the Share Sub-division;
- (iii) the Court granting an order confirming the Capital Reduction;
- (iv) compliance with any conditions which the Court may impose in relation to the Capital Reduction;
- (v) registration by the Registrar of Companies in the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Act with respect to the Capital Reduction;
- (vi) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares upon the Capital Reduction and the Share Sub-division becoming effective; and
- (vii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Capital Reduction and Share Sub-division.

The Capital Reduction and the Share Sub-division will become effective when the conditions mentioned above are fulfilled. None of the above conditions can be waived. Upon the approval by the Shareholders of the Share Consolidation, the Capital Reduction and the Share Sub-division at the EGM, the legal advisors to the Company (as to Cayman Islands law) will apply to the Court for hearing date(s) to confirm the Capital Reduction and further announcement(s) will be made by the Company on the preliminary timetable as soon as the Court hearing dates are confirmed.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

Effect of the Capital Reduction and the Share Sub-division

Immediately upon the Share Consolidation, the Capital Reduction and the Share Sub-division becoming effective and assuming no further Shares or (as the case may be) Consolidated Shares will be issued or repurchased from the Latest Practicable Date up to and including the date of which the Capital Reduction and the Share Sub-division shall become effective, the authorised share capital of the Company shall be HK\$100,000,000 divided into 2,000,000,000 New Shares with par value of HK\$0.05 each, of which 43,207,792 New Shares will be in issue and fully paid or credited as fully paid.

Based on the 345,662,343 Shares in issue as at the Latest Practicable Date or (as the case may be) 43,207,792 Consolidated Shares in issue as at the date of which the Share Consolidation becoming effective, and assuming no further Shares or (as the case may be) Consolidated Shares will be issued or repurchased prior to the date of which the Capital Reduction and the Share Sub-division shall become effective, a credit amounting to HK\$15,122,727 will arise as a result of the Capital Reduction. It is proposed that the credit

LETTER FROM THE BOARD

arising from the Capital Reduction will be credited to the distributable reserve account of the Company, which will be utilised by the Company in such manner as the Board may deem fit and permitted under all applicable laws, the Memorandum and the Articles.

Assuming that there is no change in the number of issued Shares from the Latest Practicable Date up to and including the date on which the Share Consolidation, the Capital Reduction and the Share Sub-division becoming effective, the share capital structure of the Company will be as follows:

| | As at the Latest Practicable Date | Immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Sub-division becoming effective | Immediately Upon the Capital Reduction and the Share-Subdivision becoming effective |
|---|--|---|--|
| Par value | HK\$0.05 per Share | HK\$0.4 per Consolidated Share | HK\$0.05 per New Share |
| Number of authorised Shares issued by the Company | 2,000,000,000 Share | 250,000,000 Consolidated Shares | 2,000,000,000 New Shares |
| Amount of authorised share capital of the Company | HK\$100,000,000 | HK\$100,000,000 | HK\$100,000,000 |
| Number of issued Shares issued by the Company | 345,662,343 Shares | 43,207,792 Consolidated Shares | 43,207,792 New Shares |
| Amount of the issued share capital of the Company | HK\$17,283,117 | HK\$17,283,116 | HK\$2,160,389 |

Other than the expenses to be incurred in relation to the Capital Reduction and Share Sub-division, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled. The Directors are of the view that the Capital Reduction and the Share Sub-division will not have any material adverse effect on the financial position of the Group and are in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Application for listing of the New Shares

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the New Shares upon the Capital Reduction and the Share Sub-division becoming effective.

Subject to the granting of listing of, and permission to deal in, the New Shares on the Stock Exchange upon the Capital Reduction and the Share Sub-division becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS established and operated by HKSCC.

None of the securities (being equity or debt) are listed or dealt in any other stock exchange other than the Stock Exchange, and at the time the Capital Reduction and the Share Sub-division becoming effective, the New Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Reasons for the Capital Reduction and Share Sub-division

Under the Companies Act, a company may not issue shares at a discount to the nominal value of such shares. Immediately after completion of the Share Consolidation but before implementation of the Capital Reduction and the Share Sub-division, the nominal value of the Consolidated Shares will be HK\$0.4 per Consolidated Share. The Capital Reduction and the Share Sub-division will keep the nominal value of the New Shares at a lower level of HK\$0.05 per New Share, which allows greater flexibility in the pricing for any issue of new Shares in the future.

The credit in the distributable reserve account arising from the Capital Reduction will enable the Company to set off its accumulated loss and may be applied in future for distribution to the Shareholders or in any manner permitted by applicable laws, the Memorandum and the Articles. As at 31 December 2024, the audited consolidated accumulated losses of the Group were HK\$202.8 million. As at 31 March 2025, the unaudited unconsolidated accumulated losses of the Company were HK\$329.6 million. Assuming the credit of HK\$15.1 million arising from the Capital Reduction is applied to set off its accumulated loss, the remaining balance was HK\$314.5 million.

The Board considers that the Capital Reduction and the Share Sub-division is beneficial to and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Exchange of share certificates for the New Shares

As the Court hearing dates have yet to be fixed, the effective date of the Capital Reduction and the Share Sub-division is not ascertainable at present. The relevant timetable set out on page 6 of this circular is tentative and for reference only. If the Capital Reduction and the Share Sub-division become effective, Shareholders may submit share certificates for the Consolidated Shares to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong to exchange for new share certificates for the New Shares at the expense of the Company within the relevant free exchange period from the date of which the Capital Reduction and the Share Sub-division shall become effective.

Details of such free exchange of share certificates will be announced as soon as the date of which the Capital Reduction and the Share Sub-division shall become effective is ascertained.

All existing certificates of the Consolidated Shares or (as the case may be) the Shares will continue to be evidence of title to such Shares but all existing certificate of Shares will cease to be valid for trading and settlement purposes.

New share certificates for New Shares will be issued in a pink colour in order to distinguish them from existing share certificates for Existing Shares which were issued are in a green colour and share certificates for Consolidated Shares which will be issued in a blue colour.

EGM

The notice of the EGM is set out on pages 18 to 21 of this circular. At the EGM, an ordinary resolution will be proposed to approve the Share Consolidation, and a special resolution will be proposed to approve the Capital Reduction and the Sub-division.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the EGM (i.e. 12:30 p.m. on Wednesday, 7 May 2025 (Hong Kong Time)) or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the EGM if that Shareholder wishes to do so.

As no Shareholders have a material interest in the Share Consolidation, the Change in Board lot Size, the Capital Reduction and the Share Sub-division, no Shareholders will be required to abstain from voting on the resolutions approving the Share Consolidation, the Change in Board lot Size, the Capital Reduction and the Share Sub-division.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each resolution that will be proposed at the EGM will be put to vote by way of poll. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 2 May 2025 to Friday, 9 May 2025, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant Share certificates must be lodged with the Company's branch share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Wednesday, 30 April 2025.

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Board considers that the Share Consolidation, the Capital Reduction and the Share Sub-division, and the Change in Board Lot Size are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant proposed resolutions for approval of the Share Consolidation, the Capital Reduction and the Share Sub-division at the EGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purposes of interpretation.

Yours faithfully,
By Order of the Board
China Parenting Network Holdings Limited
Zhang Lake Mozi
Chairperson and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



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: 1736)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders (the “**Shareholders**”) of China Parenting Network Holdings Limited (the “**Company**”) will be held at Room 1001, 10/F, Wecan Technology Building, 21 Andmen Street, Yuhuatai District, Nanjing, Jiangsu Province, the People’s Republic of China on Friday, 9 May 2025 at 12:30 p.m. (Hong Kong time) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT**, conditional upon and subject to (i) the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of an approval with respect to the listing of, and permission to deal in, Consolidated Shares (as defined below), and (ii) the taking of each action which is required to be taken under the laws of the Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange in order for the Share Consolidation (as defined below) to be effected, with effect from the later of the date of the business day that is one clear business day after the date on which this resolution is passed and the date on which the conditions referred to above are satisfied:
 - (a) every eight (8) issued and authorized but unissued ordinary shares of par value HK\$0.05 each in the share capital of the Company are consolidated into one (1) ordinary share of par value HK\$0.4 (a “**Consolidated Share**”), each of which is to rank *pari passu* in all respects with each other Consolidated Share and to carry the rights and privileges, and be subject to the restrictions, as provided for in the Company’s memorandum and articles of association (the “**Share Consolidation**”);
 - (b) immediately following the Share Consolidation becoming effective, the authorized share capital of the Company be changed from HK\$100,000,000 divided into 2,000,000,000 ordinary shares of par value HK\$0.05 each to HK\$100,000,000 divided into 250,000,000 Consolidated Shares of par value HK\$0.4 each; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the Shareholders but will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit; and
- (d) any director of the Company, the registered office provider of the Company and/or the Cayman Islands counsel of the Company be authorized to prepare, approve, execute (under hand or seal), give and/or deliver on behalf of the Company any document of any nature, and to do (or cause to be done) any act or thing, as they may consider to be necessary or desirable in connection with the Share Consolidation.”

SPECIAL RESOLUTION

2. “**THAT, AS A SPECIAL RESOLUTION**, conditional upon and subject to (i) the Grand Court of the Cayman Islands (the “**Court**”) granting an order confirming the Capital Reduction (as defined below), (ii) compliance with any condition(s) which the Court may impose in relation to the Capital Reduction (if applicable), (iii) the registration by the Registrar of Companies of the Cayman Islands of a copy of the order granted by the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Act (as revised) of the Cayman Islands with respect to the Capital Reduction, (iv) the taking of each action which is required to be taken under the laws of the Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange in order for the Capital Reduction and the Sub-division (as defined below) to be effected, (v) the granting by the Listing Committee of the Stock Exchange of an approval with respect to the listing of, and permission to deal in, New Shares (as defined below) upon the Capital Reduction and the Share Sub-division (as defined below) becoming effective, and (vi) the obtaining of all necessary approvals from any regulatory authority or otherwise which may be required in respect of the Capital Reduction and the Share Sub-division, with effect from the date on which the conditions referred to above are satisfied (the “**Effective Date**”):
- (a) the issued share capital of the Company be reduced by cancelling the paid up share capital of the Company to the extent of HK\$0.35 on each issued Consolidated Share of par value HK\$0.4 each such that the par value of each issued Consolidated Share be reduced from HK\$0.4 to HK\$0.05 (the “**Capital Reduction**”);

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) immediately after the Capital Reduction, each authorized but unissued Consolidated Share of par value HK\$0.4 each be sub-divided into eight (8) unissued ordinary shares of par value HK\$0.05 each of the Company (each, a “**New Share**”), each of which is to rank *pari passu* in all respects with each other New Share and to carry the rights and privileges, and be subject to the restrictions, as provided for in the Company’s memorandum and articles of association (the “**Share Sub-division**” or “**Sub-division**”);
- (c) immediately following the Capital Reduction and the Sub-division become effective, the authorized share capital of the Company be changed from HK\$100,000,000 divided into 250,000,000 Consolidated Shares of par value HK\$0.4 each to HK\$100,000,000 divided into 2,000,000,000 New Shares of par value HK\$0.05 each;
- (d) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be applied by the directors of the Company in any manner permitted under all applicable laws and the memorandum and articles of association of the Company, including without limitation offsetting any accumulated losses of the Company from time to time; and
- (e) any director of the Company, the registered office provider of the Company and/or the Cayman Islands counsel of the Company be authorized to prepare, approve, execute (under hand or seal), give and/or deliver on behalf of the Company any document of any nature, and to do (or cause to be done) any act or thing (including without limitation arranging the requisite filings and applications with the Registrar of Companies in the Cayman Islands and the Court), which they may consider to be necessary or desirable in connection with the Capital Reduction or the Sub-division.”

By order of the Board
China Parenting Network Holdings Limited
Zhang Lake Mozi
Chairperson and Executive Director

Nanjing, the People’s Republic of China
23 April 2025

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

*Principal place of business
in Hong Kong:*
Unit 2, 7/F
Royal Commercial Centre
No. 56 Parkes Street, Jordan
Kowloon, Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/ its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
2. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, a form of proxy must be deposited at the Company's share Registrar in Hong Kong, Tricor Investor Services Limited, at 17 Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. by Wednesday, 7 May 2025 at 12:30 p.m.) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
4. The transfer books and register of members will be closed from Friday, 2 May 2025 to Friday, 9 May 2025, both days inclusive to determine the entitlement of the shareholders to attend the above meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's share Registrar in Hong Kong, Tricor Investor Services Limited, at 17 Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than Wednesday, 30 April 2025.