

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.*



## **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)**

### **CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcement of China Parenting Network Holdings Limited (the “**Company**”) dated 12 September 2023 in respect of the proposed issue of convertible notes under specific mandate and the proposed refreshment of general mandate (the “**Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as ascribed to them in the Announcement.

The Company wishes to clarify the inadvertent clerical error on the number of Conversion Shares which the Convertible Notes carry the conversion rights in the first paragraph of the summary on page 2 of the Announcement and the paragraph under the section headed “Conversion Shares” on page 9 of the Announcement should be amended and replaced as follows (the relevant amendments have been underlined for ease of reference):

Based on the Conversion Price of HK\$0.076 per Conversion Share, a maximum number of 372,214,078 Conversion Shares will be allotted and issued upon exercise of the conversion rights attached to the Convertible Notes in full, which represent: (i) approximately 129.22% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 56.37% of the issued share capital of the Company as to be enlarged by the allotment and issue of the Conversion Shares to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Notes in full.

The effect on shareholding structure of the Company on page 11 of the Announcement should be amended and replaced as follows (the relevant amendments have been underlined for ease of reference):

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the Conversion Shares upon full conversion of the Convertible Notes at the Conversion Price (assuming that, there are no other changes to the issued share capital of the Company from the date of this announcement):

	As at the date of this announcement		Immediately after the allotment and issue of the Conversion Shares upon full conversion of the Convertible Notes at the Conversion Price (assuming that there are no other changes to the issued share capital of the Company from the date of this announcement) (Note 1)	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Victory Glory Holdings Limited (“ <b>Victory Glory</b> ”) (Note 2)	24,000,000	8.33	24,000,000	<u>3.63</u>
Properous Commitment Holdings Limited (“ <b>Properous Commitment</b> ”) (Note 3)	10,320,000	3.58	10,320,000	<u>1.56</u>
<b>The Subscribers</b>				
Diligent	18,346,750	6.37	<u>340,852,605</u>	<u>51.62</u>
Ms. Deng	—	N/A	15,349,276	<u>2.32</u>
Ms. Gong	—	N/A	<u>34,358,947</u>	<u>5.20</u>
<b>Public Shareholders</b>				
Maria Rachel Mai Decolongon Tatoy (Note 4)	50,562,270	17.55	50,562,270	<u>7.66</u>
Tan Chiu Lan Francine	22,679,729	7.87	22,679,729	<u>3.43</u>
Other public shareholders	162,143,204	56.29	162,143,204	<u>24.56</u>
Total	<u>288,051,953</u>	<u>100.00</u>	<u>660,266,031</u>	<u>100</u>

*Notes:*

1. This is for illustrative purpose only as under the terms of the Convertible Notes, conversion which will trigger a mandatory offer obligation under Rule 26 of the Takeovers Code shall comply with the applicable laws and conversion which will cause the public float of the Shares to be less than 25% (or any given percentage under the Listing Rules) is prohibited.
2. Victory Glory is directly and wholly owned by Mr. Cheng Li, an executive Director.

Save as stated above, all other information set out in the Announcement remains unchanged.

By Order of the Board  
**China Parenting Network Holdings Limited**  
**CHENG LI**  
*CEO*

Nanjing, the People's Republic of China, 13 September 2023

*As at the date of this announcement, the executive Directors are Mr. Zhang Lake Mozi, Mr. Cheng Li, Mr. Lin Luofeng and Ms. Ng Kwok Ying Isabella; the non-executive Directors are Ms. Li Juan and Mr. Zhang Haihua; and the independent non-executive Directors are Mr. Zhao Zhen, Mr. Ge Ning and Mr. Manley Poon.*