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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)

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
- (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**”);

- (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
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Grand Cayman KY1-1111
Cayman Islands

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in Hong Kong:*
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Royal Commercial Centre
No. 56 Parkes Street, Jordan
Kowloon, Hong Kong

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.

As at the date of this notice, the executive Directors of the Company are Mr. Zhang Lake Mozi and Mr. Cheng Li; the non-executive Directors of the Company are Ms. Song Yuanyuan and Mr. Zhang Haihua; and the independent non-executive Directors of the Company are Mr. Zhao Zhen, Mr. Manley Poon and Ms. Nicole Huang Meng Ting.