



知恒律师事务所
ZHI HENG LAW FIRM

Date: 28th February, 2024

China Parenting Network Holdings Limited

13F, Building J
Cloud Security City
No. 19 Ningshuang Road
Nanjing
Jiangsu Province
The PRC

Attn: The Board of Directors

Dear Sirs

**VERY SUBSTANTIAL DISPOSAL IN RELATION TO DISPOSAL OF INTEREST IN A
SUBSIDIARY OF CHINA PARENTING NETWORK HOLDINGS LIMITED**

We refer to the refer to the circular dated 28 February ,2024 issued by the Company to the Shareholders (the “**Circular**”). Capitalized terms used in this letter shall have the same meanings as those defined in the Circular.

We would like to confirm the following:

- (a) we are an independent legal advisor as to the PRC law;
- (b) as at the Latest Practicable Date, we were not interested beneficially or non-beneficially in any Shares in any member of the Group or any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group; and
- (c) as at the Latest Practicable Date, we did not have any interests, either direct or indirect, in any assets which have been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2022, the date to which the latest published audited consolidated financial statements of the Group were made up.

We have hereby given and have not withdrawn our written consent to the issue of the Circular with the inclusion of our advice, letter, report, opinion and/or references to our name in the form and context in which they are included.

Yours faithfully,



Jiayang