



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)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We (Name) _____ (Block capitals, please)

of (Address) _____ being the holder(s)

of _____ (see Note 1) shares of HK\$0.05 each in the capital of

China Parenting Network Holdings Limited (the "Company") hereby appoint (Name) _____

of (Address) _____

or failing him/her (Name) _____

of (Address) _____

or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Room 1304, 13/F, Building J, Cloud Security City, No. 19 Ningshuang Road, Nanjing, Jiangsu Province, the People's Republic of China on Thursday, 7 December 2023 at 12:30 p.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

	Ordinary Resolutions	For (see Note 3)	Against (see Note 3)
1.	To approve, confirm and ratify the issue of the Diligent Convertible Notes in the principal amount of HK\$24,510,445 by the Company to Diligent Ally Private Limited pursuant to the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the issue and allotment of the Diligent Conversion Shares upon conversion of the Diligent Convertible Notes.		
2.	To approve, confirm and ratify the issue of the Deng Convertible Notes in the principal amount of HK\$1,166,545 by the Company to Ms. Deng Jingjing pursuant to the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the issue and allotment of the Deng Conversion Shares upon conversion of the Deng Convertible Notes.		
3.	To approve, confirm and ratify the issue of the Gong Convertible Notes in the principal amount of HK\$2,611,280 by the Company to Ms. Gong Jingjing pursuant to the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the issue and allotment of the Gong Conversion Shares upon conversion of the Gong Convertible Notes.		
4.	To approve the Proposed Refreshment of General Mandate to authorise the Directors to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company.		

The full text of the above resolutions are set out in the notice convening the meeting.

Dated this _____ day of _____, 2023 Signature(s) _____ (see Notes 4 and 5)

Notes:

- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.
Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, 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.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, 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 holding the meeting (i.e. by Tuesday, 5 December 2023, 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.
- A proxy need not be a shareholder of the Company.