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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)

(I) PROPOSED CAPITALISATION OF LOANS; (II) CONNECTED TRANSACTION; AND (III) ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE

On 13 November 2026 (after trading hours of the Stock Exchange), the Company and each of the Lenders entered into the Capitalisation Agreements, pursuant to which the Company has conditionally agreed to allot and issue, and the Lenders have conditionally agreed to subscribe for, an aggregate of 71,907,887 Capitalisation Shares by way of Capitalisation of loans due to them from the Company at a Capitalisation Price of HK$0.247 per Capitalisation Share.

The 71,907,887 Capitalisation Shares represent approximately 140.6% of the total number of Shares in issue as at the date of this announcement and approximately 58.4% of the total number of Shares in issue as enlarged by the allotment and issue of the Capitalisation Shares, assuming that there will be no changes in the issued share capital of the Company between the date of this announcement and the date of allotment and issue of the Capitalisation Shares.

The Capitalisation Price of HK$0.247 per Capitalisation Share represents: (i) a discount of approximately 20.3% to the closing price of HK$0.310 per Share as quoted on the Stock Exchange on the date of the Capitalisation Agreements; and (ii) a discount of approximately 23.1% to the average closing price of HK$0.321 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day.

Completion of the Capitalisation Agreements is conditional upon, among others, the Listing Committee of the Stock Exchange having granted approval for the listing of, and permission to deal in, the Capitalisation Shares.

The Capitalisation Shares of the Capitalisation Agreement I will be issued under a specific mandate to be sought from the Independent Shareholders at the EGM. The Capitalisation Shares of the Capitalisation Agreement II, the Capitalisation Agreement III and the Capitalisation Agreement IV will be issued under a specific mandate to be sought from the Shareholders at the EGM. Each of Lender II, Lender III and Lender IV has undertaken to abstain from voting for the resolution in relation to the issue of the Capitalisation Shares to each of them.

THE CAPITALISATION AGREEMENTS

Date

13 November 2026 (after trading hours of the Stock Exchange)

Parties to the Capitalisation Agreements

Issuer: the Company

Lenders:

(1) Maria Rachel Mai Decolongon Tatoy, Lender I is a professional investor and holds 5,408,825 Shares in the Company (representing approximately 10.58% of the entire issued shares of the Company) as at the date of this announcement, therefore, Lender I is a substantial Shareholder of the Company. As such, Lender I is a connected person of the Company;

(2) Ms. Chan Catalina Libanan ("**Ms. Chan**"), Lender II is a professional investor and holds 2,496,964 Shares in the Company (representing approximately 4.88% of the entire issued shares of the Company) as at the date of this announcement;

(3) Diligent Ally Private Limited, a company incorporated in Singapore with limited liability and wholly-owned by Mr. Iin Hardiono Kertadjaja ("**Mr. Kertadjaja**") and is an investment holding company; and

(4) Ms. Gong Yan Ping ("**Ms. Gong**"), Lender IV is a professional investor and does not hold any Shares in the Company as at the date of this announcement.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Lender II, Lender III and Lender IV is a third party independent of and not connected with the Company and any of its connected persons.

Each of the Capitalisation Agreements is not inter-conditional.

Number of Capitalisation Shares

Pursuant to the Capitalisation Agreements, Lender I, Lender II, Lender III and Lender IV shall subscribe for 22,736,037 Capitalisation Shares, 21,317,600 Capitalisation Shares, 21,862,348 Capitalisation Shares and 5,991,902 Capitalisation Shares, respectively.

The 71,907,887 Capitalisation Shares represent approximately 140.6% of the total number of Shares in issue as at the date of this announcement and approximately 58.4% of the total number of Shares in issue as enlarged by the allotment and issue of the Capitalisation Shares, assuming that there will be no changes in the issued share capital of the Company between the date of this announcement and the date of allotment and issue of the Capitalisation Shares. The aggregate nominal value of the Capitalisation Shares is HK$3,595,394.35.

The Capitalisation Shares will rank pari passu in all respects among themselves and with all other fully paid Shares in issue on the date of issue of the Capitalisation Shares.

The Capitalisation Shares of the Capitalisation Agreement I will be issued under a specific mandate to be sought from the Independent Shareholders at the EGM. The Capitalisation Shares of the Capitalisation Agreement II, the Capitalisation Agreement III and the Capitalisation Agreement IV will be issued under a specific mandate to be sought from the Shareholders at the EGM. Each of Lender II, Lender III and Lender IV has undertaken to abstain from voting for the resolution in relation to the issue of the Capitalisation Shares to each of them.

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Capitalisation Shares.

Scale-down Mechanism

Pursuant to the Capitalisation Agreement I, the Capitalisation Agreement II, the Capitalisation Agreement III and the Capitalisation Agreement IV, subject to the result of the EGM, the Company and the relevant Lenders agreed that the Shares to be issued to them pursuant to the respective Capitalisation Agreements would be scaled down to a level that would avoid triggering an obligation on part of the relevant Lender to make a general offer under the Takeovers Code and does not cause the Company's public float to decrease to below 25%.

Capitalisation Price

The Capitalisation Price of HK$0.247 per Share:

(i) represents a discount of approximately 20.3% to the closing price of HK$0.310 per Share as quoted on the Stock Exchange on 13 November 2026, being the Last Trading Day;

(ii) represents a discount of approximately 23.1% to the average closing price of HK$0.321 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day; and

(iii) represents a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) represented by a discount of approximately 14.6% of the theoretical diluted price of approximately HK$0.281 per Share to the benchmarked price of HK$0.329 per Share (as defined under Rule 7.27B of the Listing Rules), taking into account the higher of the closing price on the trading day preceding the date of the Capitalisation Agreement of HK$0.310 per Share and the average closing price of HK$0.329 per Share as quoted on the Stock Exchange for the five consecutive trading days preceding the date of the Capitalisation Agreements.

The Capitalisation Price was determined after arm's length negotiations between the Company and each of the Lenders with reference to the prevailing market price of the Shares and current market conditions. The Directors (excluding the independent non-executive Directors whose views will be given after considering the advice of the Independent Financial Adviser) consider the Capitalisation Price to be fair and reasonable having regard to the prevailing market price of the Shares.

Conditions precedent

Completion of each of the Capitalisation Agreements is conditional upon the satisfaction of the following conditions:

(i) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and the permission to deal in, the Capitalisation Shares to be issued and such approval and permission having not been subsequently withdrawn or revoked;

(ii) all necessary approvals or resolutions of the Directors having been obtained or passed in respect of the signing of the Capitalisation Agreements and the completion of the Capitalisation and issuance of the Capitalisation Shares;

(iii) all the Company's warranties as set out in the Capitalisation Agreements being true, complete and accurate in all respects and not misleading in any respect;

(iv) the passing of resolutions of the Directors to approve the Capitalisation Agreements and the transactions contemplated herein including but not limited to the entering into of the Capitalisation and the issuance of the Capitalisation Shares;

(v) the grant by the Shareholders (or the Independent Shareholders, as applicable) of the Company at the EGM of a specific mandate pursuant to the Listing Rules for the allotment and issue of the Capitalisation Shares; and

(vi) the Lenders' warranties as set out in the Capitalisation Agreements being true, complete and accurate in all respects and not misleading in any respect.

Completion of the Capitalisation Agreements shall take place within five Business Days after the date on which the conditions precedent to the Capitalisation Agreements are fulfilled, or such other date as the parties may agree in writing. If any of the above conditions have not been fulfilled or satisfied or complied with or waived on or before the Long Stop Date (or such other date as the parties may agree), the Lenders shall not be obliged to complete the Capitalisation. For the avoidance of doubt, Completion of each of the Capitalisation Agreements is not inter-conditional upon each other.

SPECIFIC MANDATE

The Capitalisation Shares under the Capitalisation Agreement I will be issued under a specific mandate to be sought from the Independent Shareholders at the EGM. The Capitalisation Shares of the Capitalisation Agreement II, the Capitalisation Agreement III and the Capitalisation Agreement IV will be issued under a specific mandate to be sought from the Shareholders at the EGM. Each of Lender II, Lender III and Lender IV has undertaken to abstain from voting for the resolution in relation to the issue of the Capitalisation Shares to each of them.

LISTING APPLICATION

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Capitalisation Shares.

REASONS FOR AND BENEFITS OF THE CAPITALISATION

As at the date of this announcement, Lender I has advanced to the Group a loan of the principal amount of approximately HK$3.5 million with accrued interest payable of approximately HK$1.7 million and extension fee payable of approximately HK$0.4 million. The relevant loan has matured and repayment remains overdue.

As at the date of this announcement, Lender II has advanced to the Group a loan of the principal amount of approximately HK$2.8 million with accrued interest payable of approximately HK$2.3 million and extension fee payable of approximately HK$0.1 million. The relevant loan has matured and repayment remains overdue.

As at the date of this announcement, Lender III has advanced to the Group a loan of the principal amount of approximately HK$19.9 million with accrued interest payable of approximately HK$20.8 million and extension fee payable of approximately HK$1.2 million. The relevant loan has matured and repayment remains overdue.

As at the date of this announcement, Lender IV has advanced to the Group a loan of the principal amount of approximately HK$0.8 million with accrued interest payable of approximately HK$0.7 million and extension fee payable of approximately HK$40,000. The relevant loan has matured and repayment remains overdue.

The Capitalisation will settle certain of the outstanding loans without any cash outflow. Upon Completion of the Capitalisation, the Group's liabilities will be reduced accordingly. This will strengthen the Group's balance sheet, improve its gearing position and enhance its overall capital structure, thereby placing the Group in a better financial position to implement any possible acquisition and pursue future business development opportunities.

The Directors have considered alternative means of settling the loans due to the Lenders, including cash repayment and refinancing through additional external borrowings. Having taken into account the Group's current liquidity position, anticipated capital expenditure and prevailing financing conditions, the Directors are of the view that the Capitalisation is more prudent and cost-effective than utilising cash resources or incurring further interest-bearing indebtedness.

The Capitalisation also reflects the Lenders' continued support and long-term commitment to the strategic development of the Group.

Accordingly, the Directors (excluding the independent non-executive Directors whose views will be given after taking into account the advice of the Independent Financial Adviser) consider that the terms of the Capitalisation Agreements are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

No cash proceeds will be raised from the issue of the Capitalisation Shares.

SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purposes only, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon Completion of the Capitalisation, is set out below:

Name of Shareholders	**As at the date of this announcement**		**Immediately upon the Completion of the Capitalisation**	
	Number of issued shares	*Approximate %*	*Number of issued shares*	*Approximate %*
Lender I *(Note 1)*	5,408,825	10.58	28,144,862	22.87
Victory Glory Holdings Limited *(Note 2)*	3,000,000	5.87	3,000,000	2.44
XI-F-AI PTE. LTD. *(Note 3)*	1,555,817	3.04	1,555,817	1.26
Lender II	2,496,964	4.88	23,814,564	19.35
Lender III *(Note 4)*	2,080,843	4.07	23,943,191	19.46
Lender IV	—	—	5,991,902	4.87
Other Shareholders	36,595,754	71.56	36,595,754	29.75
Total	51,138,203	100.00	123,046,090	100.00

Notes:

1. Lender I holds 2,990,040 Shares through her wholly-owned subsidiary, Prime Wish Limited and directly holds 2,418,785 Shares as at the date of this announcement.

2. Victory Glory is directly and wholly owned by Mr. Cheng Li, an executive Director.

3. XI-F-AI PTE. LTD. is wholly owned by Ms. Song Yuanyuan, a non-executive Director.

4. Lender III is wholly owned by Mr. Kertadjaja and holds 2,080,843 Shares.

Following Completion of the Capitalisation, the Company will continue to comply with the public float requirement pursuant to Rule 13.32B of the Listing Rules.

EQUITY FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

Save for the allotment and issuance of 4,629,630 Shares under the general mandate (details of which were set out in the announcements of the Company dated 29 December 2025, 30 December 2025 and 19 January 2026) and the allotment and issuance of 3,300,781 Shares under the general mandate (details of which were set out in the announcements of the Company dated 17 June 2026, 18 June 2026 and 6 July 2026), the Company has not conducted any other fundraising exercise in the past 12 months immediately preceding the date of this announcement. The net proceeds from the above issuance of Shares in the aggregate amount of approximately HK$3.1 million have been used for repayment of part of the Group's outstanding professional fees and expenses.

LISTING RULES IMPLICATIONS

Lender I and her associates are holding approximately 10.58% of the issued share capital of the Company as at the date of this announcement. Accordingly, Lender I is a connected person of the Company under Chapter 14A of the Listing Rules.

As the Capitalisation Agreement I involves the issue of new Shares under a specific mandate to a connected person, the Capitalisation Agreement I constitutes a connected transaction of the Company and is subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

No Directors abstained from voting on the relevant Board resolutions approving the Capitalisation Agreements and the transactions contemplated thereunder. Lender I and its associates will abstain from voting at the EGM in respect of Capitalisation Agreement I. Lender II has undertaken that Lender II and its associates will abstain from voting at the EGM in respect of Capitalisation Agreement II. Lender III has undertaken that Lender III and its associates will abstain from voting at the EGM in respect of Capitalisation Agreement III. Lender IV has undertaken that Lender IV and its associates will abstain from voting at the EGM in respect of Capitalisation Agreement IV.

The Independent Board Committee, comprising all the independent non-executive Directors, has been established to advise the Independent Shareholders in respect of the Capitalisation Agreement I and the transactions contemplated thereunder. Carlyon Capital Limited has been appointed as the Independent Financial Adviser by the Company to advise the Independent Board Committee and the Independent Shareholders in this regard.

EGM AND DESPATCH OF CIRCULAR

The EGM will be convened and held for the purpose of considering and, if thought fit, approving the Capitalisation Agreements and the transactions contemplated thereunder, including the grant of the specific mandate.

A circular containing, among other things, further details of the Capitalisation Agreements and the transactions contemplated thereunder, a letter from the Independent Board Committee, a letter of advice from the Independent Financial Adviser, together with a notice convening the EGM, will be despatched to the Shareholders in accordance with the Listing Rules as soon as practicable.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Business Day"	means a day (other than a Saturday, Sunday or public holiday) on which licensed banks in Hong Kong are open for business
"Capitalisation"	the proposed capitalisation of the loans pursuant to the Capitalisation Agreements by the allotment and issue of the Capitalisation Shares to the Lenders
"Capitalisation Agreement I"	the capitalisation agreement dated 13 November 2026 entered into between the Company and Lender I in relation to the Capitalisation
"Capitalisation Agreement II"	the capitalisation agreement dated 13 November 2026 entered into between the Company and Lender II in relation to the Capitalisation
"Capitalisation Agreement III"	the capitalisation agreement dated 13 November 2026 entered into between the Company and Lender III in relation to the Capitalisation
"Capitalisation Agreement IV"	the capitalisation agreement dated 13 November 2026 entered into between the Company and Lender IV in relation to the Capitalisation
"Capitalisation Agreements"	the Capitalisation Agreement I, the Capitalisation Agreement II, the Capitalisation Agreement III and the Capitalisation Agreement IV
"Capitalisation Price"	approximately HK$0.247 per Capitalisation Share
"Capitalisation Shares"	71,907,887 new Shares to be allotted and issued by the Company to the Lenders pursuant to the Capitalisation Agreements
"Company"	China Parenting Network Holdings Limited 中國育兒網絡控股有限公司, an exempted company incorporated in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1736)
"Completion(s)"	the completion of the Capitalisation pursuant to the Capitalisation Agreement(s)

''connected person(s)''	has the meaning ascribed to it under the Listing Rules
''Director(s)''	director(s) of the Company
''EGM''	the extraordinary general meeting of the Company to be convened and held for the Independent Shareholders to consider and, if thought fit, approve the Capitalisation Agreement I, the Capitalisation Agreement II, the Capitalisation Agreement III, the Capitalisation Agreement IV and the transactions contemplated thereunder, including the grant of the specific mandate
''Group''	the Company and its subsidiaries
''HK$''	Hong Kong dollars, the lawful currency of Hong Kong
''Hong Kong''	the Hong Kong Special Administrative Region of the People's Republic of China
''Independent Board Committee''	the independent board committee comprising all the independent non-executive Directors, established to advise the Independent Shareholders in respect of the Capitalisation Agreement I and the transactions contemplated thereunder
''Independent Financial Adviser''	Carlyon Capital Limited, a company incorporated in Hong Kong with limited liability and is licensed to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Capitalisation Agreement I and the transactions contemplated thereunder
''Independent Shareholders''	Shareholders other than Lender I and her associates
''Last Trading Day''	13 November 2026, being the date of the Capitalisation Agreements and the last trading day of the Shares immediately prior to the publication of this announcement
''Lender I''	Ms. Maria Rachel Mai Decolongon Tatoy, a substantial Shareholder
''Lender II''	Ms. Chan Catalina Libanan
''Lender III''	Diligent Ally Private Limited
''Lender IV''	Ms. Gong Yan Ping

"Lenders"	the Lender I, the Lender II, the Lender III and the Lender IV
"Listing Committee"	the Listing Committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	31 March 2027 or any other date as agreed in writing between each of the Lenders and the Company
"Share(s)"	ordinary share(s) of HK$0.05 each in the issued share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed to it in the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"%"	per cent.

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

Hong Kong, 13 November 2026

As at the date of this announcement, 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.