

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.



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 the extraordinary general meeting of China Parenting Network Holdings Limited (the “**Company**”) will be held at Room 1905, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Monday, 26 November 2018 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

(a) the following be and are hereby approved, confirmed and/or ratified:

- (i) the Original VIE Undertaking (as defined in the circular of the Company dated 8 November 2018 (the “**Circular**”)) be removed and replaced with the adoption and implementation of the Revised Measures (as defined in the Circular)

- (ii) any one director of the Company or (if the affixation of the common seal is necessary, any two directors of the Company) be and is/are hereby authorized for and on behalf of the Company to sign, seal, execute, perfect, perform and deliver all such agreements, instruments, documents and deeds and do all such acts, matters and things and take all such steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the removal and replacement of the Original VIE Undertaking (as defined in the Circular) and the adoption and implementation of the Revised Measures (as defined in the Circular)”

SPECIAL RESOLUTION

2. **“THAT** the articles of association of the Company (the **“Articles of Association”**) be and are hereby amended as follows:

- (a) by inserting the following new definition of “Nomination Committee” immediately after the definition of “month” in Article 2(1) of the Articles of Association:

““Nomination Committee” a committee established by the Board in accordance with Article 117(3) and as further defined in these Articles.”

- (b) by inserting the following new definition of “PRC Nationals” immediately after the definition of “paid up” in Article 2(1) of the Articles of Association:

““PRC Nationals” a person who is a Chinese national in accordance with the Nationality Law of the People’s Republic of China.”

- (c) by inserting the following new definition of “Terms of Reference of the Nomination Committee” immediately after the definition of “substantial shareholder” in Article 2(1) of the Articles of Association:

““Terms of Reference of the terms of reference of the Nomination
the Nomination Committee” Committee adopted by the Board from time to time.”

- (d) by deleting the existing Article 83(1) of the Articles of Association in its entirety and replacing it with the following:

“83. (1) Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two (2). There shall be no maximum number of Directors unless otherwise determined from time to time by the Members in general meeting. A majority of the Directors shall at all times be PRC Nationals. The Directors shall be elected or appointed in accordance with Article 83 and Article 84 called for such purpose and who shall hold office for such term as the Members and the Board may determine in accordance with Article 83 and Article 84 or until their successors are elected or appointed or their office is otherwise vacated.”

- (e) by deleting the existing Article 83(2) of the Articles of Association in its entirety and replacing it with the following:

“83. (2) Subject to the Articles and the Law, and provided that (i) any person so elected has been proposed by a resolution passed by the Directors, and (ii) following any such election, a majority of the Directors shall be PRC Nationals, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.”

- (f) by deleting the existing Article 83(3) of the Articles of Association in its entirety and replacing it with the following:

“83. (3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board, provided that following any such election, a majority of the Directors shall be PRC Nationals. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.”

- (g) by deleting the existing Article 83(5) of the Articles of Association in its entirety and replacing it with the following:

“83. (5) The Members may, upon recommendation by the Board, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

- (h) by deleting the existing Article 83(6) of the Articles of Association in its entirety and replacing it with the following:

“83. (6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment, upon recommendation by the Board, by ordinary resolution of the Members at the meeting at which such Director is removed, provided that following any such election, a majority of the Directors shall be PRC Nationals.”

- (i) by inserting the following new Article 83(8) after the existing Article 83(7) of the Articles of Association:

“83. (8) The Board shall only (i) appoint, propose to the Members at general meetings to elect Director(s) from the candidate(s) nominated by the Nomination Committee, and (ii) remove Director(s) as proposed by the Nomination Committee.”

- (j) by inserting the following new Article 117(3) after the existing Article 117(2) of the Articles of Association:

“117. (3) Subject to the Articles and the Law, the Company may by ordinary resolution amend the Terms of Reference of the Nomination Committee provided that such amendment has been proposed by a resolution passed by the Directors.””

By order of the board of the directors
China Parenting Network Holdings Limited
Li Juan
Chairperson

Nanjing, the People’s Republic of China, 8 November 2018

Registered office:

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Room 1905
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

Notes:

- (i) 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.
- (ii) 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.
- (iii) 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 Level 22, Hopewell Centre, 183 Queen’s Road East, 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 Saturday, 24 November 2018 at 2:00 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.

- (iv) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all votes of the shareholders at the EGM will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be noted on a show of hands.
- (v) As at the date hereof, the executive Directors are Mr. CHENG Li, Mr. HU Qingyang, and Mr. ZHANG Lake Mozi; the non-executive Directors are Ms. LI Juan, Mr. WU Haiming and Mr. HSIEH Kun Tse; and the independent nonexecutive Directors are Mr. WU Chak Man, Mr. ZHAO Zhen and Mr. GE Ning.

As at the date of this announcement, the executive Directors are Mr. Cheng Li, Mr. Hu Qingyang and Mr. Zhang Lake Mozi; the non-executive Directors are Mr. Wu Haiming, Ms. Li Juan and Mr. Hsieh Kun Tse; and the independent non-executive Directors are Mr. Wu Chak Man, Mr. Zhao Zhen and Mr. Ge Ning.