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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: 8361)**

### **CHANGE OF USE OF NET PROCEEDS**

Reference is made to the prospectus (the “**Prospectus**”) issued by China Parenting Network Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 30 June 2015 and to the annual report of the Company for the year ended 31 December 2017 (the “**2017 Annual Report**”), in which the latest update in respect of the utilization of net proceeds from the Placing up to 31 December 2017 was disclosed. Reference is also made to the announcement of the Company dated 27 March 2018 in relation to, among others, the use of proceeds from the Placing for the proposed acquisition of certain properties by the Group for its new headquarters office in the PRC. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Prospectus and the 2017 Annual Report.

#### **USE OF NET PROCEEDS FROM THE PLACING**

The Company’s net proceeds from the Placing amounted to approximately HK\$276.4 million after taking into account the partial exercise of the Over-allotment Option (the “**Net Proceeds**”). As at the date of this announcement, the Company has not yet utilised the Net Proceeds.

## REASONS FOR AND BENEFITS OF CHANGE OF USE OF PROCEEDS

The Directors consider that there have been rapid changes in the Internet industry and the competition in the e-commerce market and related O2O business is intense. Other than spending (i) approximately HK\$44.9 million from the Net Proceeds for the development of e-commerce business and related O2O business; and (ii) approximately HK\$19.3 million from the Net Proceeds for the acquisition of or investment in other companies engaging in O2O and CBM related businesses, the Directors consider that the relevant Net Proceeds would be better utilized if they are allocated for acquisition of or investment in companies engaging in CBM and family related business chains and related technology research and development. Accordingly, the Net Proceeds allocated to strengthening research and development capabilities will also be adjusted downwards from approximately HK\$52.8 million to approximately HK\$44.8 million.

Details of the comparison of the allocation of the Net Proceeds as stated in the 2017 Annual Report and the revised allocation of the Net Proceeds are set out as follows:

<b>Use of Net Proceeds</b>	<b>Allocation as set out in 2017 Annual Report (HK\$ million)</b>	<b>Revised allocation (HK\$ million)</b>
Strengthening research and development capabilities	52.8	44.8
Enhance user base and Internet traffic of the Group's Platform	49.6	49.6
Developing the Group's e-commerce business and related O2O business	44.9	–
Acquisition of or investment in other companies engaging in O2O and CBM related businesses	19.3	–
Enhancing marketing and promotional services	24.9	24.9
Working capital and other general corporate purposes	24.9	24.9
Acquisition of property or land for the construction of the Group's headquarters	60.0	60.0
Acquisition of or investment in companies engaging in CBM and family related business chains and related technology research and development	–	72.2
<b>Total</b>	<b>276.4</b>	<b>276.4</b>

The Directors consider that the above change of use of the Net Proceeds is in line with the Group's continuous focus on the mother-child and parenting family business and is beneficial to the Company and in the interests of the Company and its shareholders as a whole.

By order of the Board of  
**China Parenting Network Holdings Limited**  
**Li Juan**  
*Chairperson*

Nanjing, the PRC, 2 May 2018

*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.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company.*

*The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading. This announcement will remain on the "Latest Company Announcements" page of the website of the GEM at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Company at <http://www.ci123.com>.*