

*Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 30 June 2015 (the “**Prospectus**”) issued by China Parenting Network Holdings Limited (the “**Company**”).*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) 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.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Placing before deciding whether or not to invest in the Placing Shares thereby being offered.*

*Prospective investors of the Placing Shares should note that the Sole Sponsor or the Sole Global Coordinator (for itself and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement by giving notice in writing to the Company (for itself and on behalf of the Selling Shareholder) by the Sole Sponsor or the Sole Global Coordinator (for itself and on behalf of the Underwriters) upon the occurrence of any of the events stated in the paragraph headed “Grounds for termination” in the “Underwriting” section of the Prospectus at any time prior to 8:00 a.m.(Hong Kong time) on the Listing Date.*

*In connection with the Placing, the Sole Global Coordinator, as the stabilising manager, or its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions which stabilise or maintain the market price of the Shares at levels above those which might otherwise prevail for a limited period after the Listing Date. Such stabilizing actions may include over-allocating Placing Shares and covering such over allocations by exercising the Over-allotment Option or by making purchases in the secondary market or through stock borrowing arrangement with Loyal Alliance or through a combination of these means or otherwise. However, there is no obligation on the Sole Global Coordinator to do this. Such stabilisation action, if commenced, may be discontinued at any time, and is required to be brought to an end after a limited period. Subject to and under the Securities and Futures (Price Stabilising) Rules of the SFO, the Sole Global Coordinator (for itself and on behalf of the Underwriters) may take stabilizing actions with respect to any Shares during the stabilisation period, which should end on the 30th day after the Listing Date. The stabilising period is expected to expire on 7 August 2015. After this date, when no further stabilizing action may be taken, demand for our Shares, and therefore its price could fall.*

*The Sole Global Coordinator can exercise the Over-allotment Option to cover over-allocations under the Placing. Pursuant to the Over-allotment Option, our Company may be required to allot and issue up to an aggregate of 37,500,000 additional Shares at the final Placing Price, representing approximately 15% of the Placing Shares initially available under the Placing. As at the date of this announcement, the over-allocation of Shares in the Placing has been exercised but the Over-allotment Option has not yet been exercised.*



**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)*

**LISTING ON THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED  
BY WAY OF PLACING**

**Number of Placing Shares** : 250,000,000 Placing Shares comprising  
200,000,000 New Shares and 50,000,000 Sale  
Shares (subject to the Over-allotment Option)  
**Placing Price** : HK\$1.39 per Placing Share plus brokerage of  
1%, SFC transaction levy of 0.0027% and  
Stock Exchange trading fee of 0.005%  
(payable in full on application in Hong Kong  
dollars and subject to refund)  
**Nominal value** : HK\$ 0.01 per Share  
**Stock code** : 8361

**Sole Sponsor**



**China Everbright Capital Limited**

**Sole Global Coordinator, Sole Bookrunner, Sole Lead Manager**



**China Everbright Securities (HK) Limited**

- The Placing Price has been determined at HK\$1.39 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$1.39 per Placing Share, the net proceeds to be received by the Company from the Placing, after deducting the underwriting commission, the Stock Exchange trading fee and SFC transaction levy for the New Shares and the fees and expenses in connection with the Placing, are estimated to be approximately HK\$293.2 million.

- The 250,000,000 Placing Shares (comprising 200,000,000 New Shares offered by the Company and 50,000,000 Sale Shares offered by the Selling Shareholder) initially offered under the Placing have been moderately oversubscribed.
- The Sole Global Coordinator confirms that there is an over-allocation of 37,500,000 Shares in the Placing which has been covered by way of borrowing of 37,500,000 Shares from Loyal Alliance, one of the Controlling Shareholders, under the Stock Borrowing Agreement.
- Pursuant to the Placing, a total of 287,500,000 Shares (representing (i) the initial 250,000,000 Placing Shares available and (ii) 37,500,000 Shares borrowed from Loyal Alliance) have been conditionally allocated to a total of 180 selected individuals, professional and institutional investors.
- The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Selling Shareholder, Controlling Shareholders, substantial Shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue. The Directors also confirm that there will not be any new substantial Shareholder within the meaning of the GEM Listing Rules immediately after completion of the Placing and the Capitalisation Issue.
- In connection with the Placing, the Company has granted the Over-allotment Option to the Underwriters, exercisable by the Sole Global Coordinator (for itself and on behalf of the Underwriters) as stabilising manager at any time from the Listing Date until Friday, 7 August 2015, being the 30th day after the Listing Date, to require the Company to allot and issue up to an aggregate of 37,500,000 additional new Shares, representing 15% of the Shares initially available under the Placing, at the Placing Price to cover the over-allocations of the Placing. As at the date of this announcement, the Over-allotment Option has not been exercised. In the event that the Over-allotment Option is exercised, an announcement will be made on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.ci123.com](http://www.ci123.com).

- Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the the Placing and the Capitalisation Issue, the public float of the Company will be no less than 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 8 July 2015. Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 8361.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **PLACING PRICE AND USE OF PROCEEDS**

Pursuant to the Price Determination Agreement entered into between the Company (for itself and on behalf of the Selling Shareholder) and the Sole Global Coordinator (for itself and on behalf of the Underwriters) on 30 June 2015, the Placing Price has been determined at HK\$1.39 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

Based on the Placing Price of HK\$1.39, the net proceeds to be received by the Company from the Placing, after deducting the underwriting commission, the Stock Exchange trading fee and SFC transaction levy for the New Shares and the fees and expenses in connection with the Placing, are estimated to be approximately HK\$293.2 million.

The Directors intend to apply such net proceeds of the Placing in accordance with the purposes set forth in the section headed “Statement of Business Objective and Use of Proceeds” in the Prospectus in the following manner:

- (a) as to approximately HK\$58.6 million, representing approximately 20% of the net proceeds, towards strengthening the research and development capabilities in order to (i) develop and increase the variety of APPs, (ii) increase the original contents in different Platforms, and (iii) to develop interactive family entertainment system products and early learning products and management systems;

- (b) as to approximately HK\$58.6 million, representing approximately 20% of the net proceeds, towards enhancing the user base and Internet traffic of the Platform;
- (c) as to approximately HK\$58.6 million, representing approximately 20% of the net proceeds, towards the development of e-commerce business and related O2O businesses of the Group;
- (d) as to approximately HK\$58.6 million, representing approximately 20% of the net proceeds, towards the expansion of businesses through acquisition of or investment in other CBM related businesses;
- (e) as to approximately HK\$29.4 million, representing approximately 10% of the net proceeds, towards enhancing marketing and promotional services of the Group, including the organizing more social activities and the expansion of marketing and promotion teams; and
- (f) as to approximately HK\$29.4 million, representing approximately 10% of the net proceeds, towards general working capital and other general corporate purposes.

The net proceeds to be received by the Selling Shareholder is expected to be approximately HK\$66.7 million (after deducting underwriting commission for the Sale Shares).

#### **LEVELS OF INDICATIONS OF INTERESTS UNDER THE PLACING**

The 250,000,000 Placing Shares (comprising 200,000,000 New Shares offered by the Company and 50,000,000 Sale Shares offered by the Selling Shareholder) initially offered under the Placing have been moderately oversubscribed.

The Sole Global Coordinator confirms that there is an over-allocation of 37,500,000 Shares in the Placing which has been covered by way of borrowing 37,500,000 Shares from Loyal Alliance, one of the Controlling Shareholders, under the Stock Borrowing Agreement.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 287,500,000 Placing Shares (representing (i) the initial 250,000,000 Placing Shares available and (ii) 37,500,000 Shares borrowed from Loyal Alliance) have been conditionally allocated to a total of 180 selected individuals, professional and institutional investors. The distribution of the Placing Shares is set out as below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Aggregate percentage of the total number of Placing Shares allocated (i.e. 287,500,000 Shares)</b>	<b>Approximate percentage of the enlarged issued share capital of the Company immediately after the completion of the Placing and the Capitalisation Issue (i.e.1,000,000,000 Shares)</b>
Top placee	41,800,000	14.54%	4.18%
Top 5 placees	173,352,000	60.30%	17.34%
Top 10 placees	224,318,000	78.02%	22.43%
Top 25 placees	273,224,000	95.03%	27.32%

### Number of Placing Shares allocated

### Number of placees

1,000 to 100,000	136
100,001 to 1,000,000	13
1,000,001 to 5,000,000	18
5,000,001 and above	<u>13</u>
<b>Total:</b>	<u><u>180</u></u>

The Directors confirm that, to the best of their knowledge and belief, all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Selling Shareholder, Controlling Shareholders, substantial Shareholders or significant Shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined under the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. None of the Placing Shares subscribed by the placees has been financed directly or indirectly by a Director, chief executive, Selling Shareholder, Controlling Shareholder, substantial Shareholders or significant Shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, or a respective close associate (as defined under the GEM Listing Rules) of any of them, and none of the placees is accustomed to taking instructions from a Director, chief executive, Selling Shareholder, Controlling Shareholder, substantial Shareholders or significant Shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, or a respective close associate (as defined under the GEM Listing Rules) of any of them in relation to the acquisition, disposal, voting or other disposition of shares of the Company registered in his/her/its name or otherwise held by him/her/it. No placee, individually, has been or will be placed with more than 10% of the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue. The Directors also confirm that there will not be any new substantial shareholder within the meaning of the GEM Listing Rules immediately after completion of the Placing and the Capitalisation Issue.

## Cornerstone Investors

Based on the Placing Price of HK\$1.39 per Placing Share; assuming the Over-allotment Option is not exercised; and pursuant to the cornerstone investment agreements with our Cornerstone Investors, the number of Placing Shares subscribed for by the Cornerstone Investors has now been determined. Pursuant to the cornerstone investment agreements with Cornerstone Investors, the following table sets out the number of Placing Shares to be subscribed by the Cornerstone Investors:

	<b>Number of Placing Shares subscribed</b>	<b>Approximate percentage of the Placing Shares offered pursuant to the Placing (i.e. 287,500,000 Shares)</b>	<b>Approximate percentage of the enlarged issued share capital of the Company immediately after the completion of the Placing and the Capitalisation Issue (i.e. 1,000,000,000 Shares)</b>
Las Cases Capital Town Health Corporate Advisory and Investments Limited	11,150,000*	3.9%	1.1%
Ever Robust Holdings Limited	27,876,000	9.7%	2.8%
	<u>27,876,000</u>	<u>9.7%</u>	<u>2.8%</u>
<b>Total:</b>	<u><u>66,902,000</u></u>	<u><u>23.3%</u></u>	<u><u>6.7%</u></u>

\* In addition to the 11,150,000 Shares above, Las Cases Capital has been allocated a total of 2,786,000 shares under the Placing. Such Placing Shares do not form part of the Cornerstone Placing and are not subject to the restrictions on disposals by the Cornerstone Investor as set out in the section headed “Cornerstone Investors” in the Prospectus.

Please refer to the section headed “Cornerstone Investors” in the Prospectus for further details relating to the Cornerstone Investors.



**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## **OVER-ALLOTMENT OPTION**

In connection with the Placing, the Company has granted the Over-allotment Option to the Underwriters, exercisable by the Sole Global Coordinator (for itself and on behalf of the Underwriters) as stabilising manager at any time from the Listing Date until Friday, 7 August 2015, being the 30th day after the Listing Date, to require the Company to allot and issue up to an aggregate of 37,500,000 additional new Shares, representing 15% of the Shares initially available under the Placing, at the Placing Price to cover the over-allocations of the Placing. If the Over-allotment Option is exercised in full, the Company's issued share capital will increase to 1,037,500,000 Shares and the total Placing Shares will represent approximately 27.7% of the Company's enlarged issued share capital immediately following the completion of the Placing and the exercise of the Over-allotment Option. As at the date of this announcement, the Over-allotment Option has not been exercised. In the event that the Over-allotment Option is exercised, an announcement will be made on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.ci123.com](http://www.ci123.com).

As disclosed in the Prospectus, the Controlling Shareholders have undertaken to keep a shareholding interests of not less than 51% in the Company. In view of the potential dilution effect from the exercise of the Over-allotment Option, the Controlling Shareholders may purchase such number of Shares from other investors before the exercise of the Over-allotment Option in order to maintain their shareholding interests of not less than 51% in the Company.

## **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be no less than 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

## **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. Wednesday, 8 July 2015) or on any other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

**No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.**

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on or about Tuesday, 7 July 2015 for credit to the respective CCASS participants' stock account or investor participants' stock accounts designated by the Underwriters, the placees or their agents (as the case may be) based on their respective instructions.

Prospective investors of the Placing Shares should note that the Sole Sponsor or the Sole Global Coordinator (for itself and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement by giving notice in writing to the Company (for itself and on behalf of the Selling Shareholder) by the Sole Sponsor or the Sole Global Coordinator (for itself and on behalf of the Underwriters) upon the occurrence of any of the events stated in the paragraph headed "Grounds for termination" in the "Underwriting" section of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the Underwriting Agreement is terminated, the Placing will lapse and thereafter, all money received will be refunded to applicants of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.ci123.com](http://www.ci123.com) on the next business day following the date of such lapse.

All share certificates will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms and conditions prior to 8:00 a.m. on the Listing Date (i.e. Wednesday, 8 July 2015).

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Wednesday, 8 July 2015. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange Website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.ci123.com](http://www.ci123.com). Shares will be traded in board lots of 2,000 Shares each. The GEM stock code for the Shares is 8361.

By order of the Board  
**China Parenting Network Holdings Limited**  
**Cheng Li**  
*Executive Director and Chief Executive Officer*

Hong Kong, Tuesday, 7 July 2015

*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 jointly and severally accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its posting. This announcement will also be published on the Company's website at [www.ci123.com](http://www.ci123.com).*