



**IN THE GRAND COURT OF THE CAYMAN ISLANDS**

**FINANCIAL SERVICES DIVISION**

**CAUSE NO: FSD                      OF 2025 ( JAJ )**

**IN THE MATTER OF THE COMPANIES ACT (2025 REVISION)**

**AND IN THE MATTER OF CHINA PARENTING NETWORK HOLDINGS LIMITED**

---

**PETITION**

---

**To:     The Grand Court**

The humble petition of China Parenting Network Holdings Limited, c/o Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, Cayman Islands, KY1-1111, shows that:

1.     The Petitioner seeks an Order of the Court pursuant to sections 14-16 of the Companies Act (2025 Revision) ("the **Act**") confirming a reduction of the share capital of China Parenting Network Holdings Limited ("the **Company**").
2.     The Company was incorporated as an exempted company with limited liability on 13 October 2014 with the registration number 292877. The Company was also registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with the certificate number F21285.
3.     The Company's registered office is located at Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, Cayman Islands, KY1-1111.

4. The Company's Headquarters and principal place of business is at Room 1001, 10<sup>th</sup> Floor, Wecan Technology Building, 21 Andemen Avenue, Yuhuatai District, Nanjing, Jiangsu Province, People's Republic of China ("**PRC**").
5. The shares of the Company were listed on the GEM Board of HKSE on 8 July 2015. It was subsequently transferred to the Main Board of HKSE on 8 October 2018 and has remained being listed and traded with the stock code 01736.
6. Pursuant to the Second Amended and Restated Memorandum of Association and Articles of Association (adopted by way of special resolution on 15 June 2023) ("**the Articles**"), the objects for which the Company was established are unrestricted and include (without limitation) to act and perform all of the functions of an investment holding company.
7. The Company is an investment holding company. At all material times its principal activity was and is acting as the holding company for the Group, which comprises various subsidiaries carrying out business operations principally in the PRC.
8. As at the date of incorporation of the Company, 13 October 2014, its authorised share capital was HK\$380,000 divided into 38,000,000 ordinary shares with a par value of HK\$0.01 each.
9. Pursuant to the Articles, as at 15 June 2023, the authorised share capital of the Company was HK\$100,000,000 divided into 10,000,000,000 ordinary shares with a par value of HK\$0.01 each.
10. By way of an ordinary resolution passed on 15 June 2023, the authorised share capital was increased to HK\$100,000,000 divided into 2,000,000,000 ordinary shares with a par value of HK\$0.05 each.
11. As at 26 March 2025, 345,662,343 of the Company's shares had been allotted and issued and paid up or credited as fully paid.
12. By way of an ordinary resolution passed on 9 May 2025, pursuant to a share consolidation which became effective on 13 May 2025 (detailed further below), the authorised share capital of the Company was HK\$100,000,000 divided into 250,000,000 Consolidated Shares with a par value of HK\$0.40 each, with 43,207,792 Consolidated Shares issued and paid up.
13. The Company is proposing a reduction of its share capital ("**Capital Reduction**") as part of a capital reorganisation ("**Capital Reorganisation**").

14. Under Art 6 of the Articles, the Company is permitted, by way of special resolution and subject to any confirmation required by the Act, to reduce its share capital.
15. The Capital Reorganisation involves the following steps:
  - (a) A share consolidation with every eight (8) issued and unissued shares of a par value of HK\$0.05 being consolidated into one (1) consolidated share of par value of HK\$0.4 each ("**Share Consolidation**").
  - (b) The Capital Reduction pursuant to which the issued share capital of the Company will be reduced by cancelling the paid-up capital to the extent of HK\$0.35 on each of the then issued consolidated shares, such that the par value of each issued consolidated share will be reduced from HK\$0.40 to HK\$0.05.
  - (c) Immediately following the Capital Reduction, a share subdivision pursuant to which each of the authorised but unissued consolidated shares of par value of HK\$0.40 each be sub-divided into eight (8) new shares of par value of HK\$0.05 each ("**Share Subdivision**").
16. A summary of the Capital Reorganisation is displayed in tabular form in **Appendix 1**.
17. Following the Capital Reorganisation, the authorised share capital of the Company will be HK\$100,000,000 divided into 2,000,000,000 shares of par value HK\$0.05 each.
18. The Share Consolidation is designed to ensure compliance with requirements in the Rules Governing the Listing of Securities on the HKSE (the "**Main Board Listing Rules**") which apply where the market price of securities approach the extremities of HK\$0.01 or HK\$9,995. Shares that trade at a market price of less than HK\$0.10 are considered to be trading at the extremities.
19. As at 14 February 2025, the closing price of the Company's shares was HK\$0.052, i.e. below the level considered to be trading at the extremities. Based on that price, following the Share Consolidation, the equivalent price per share would be HK\$0.416, i.e. above the level considered to be trading at the extremities.
20. Following the Share Consolidation, the reduction in par value of shares from HK\$0.40 to HK\$0.05 pursuant to the Capital Reduction and Share Subdivision will provide the Company with greater flexibility to issue further shares in the future, if and when appropriate.

21. It is proposed that the credit arising from the Capital Reduction will be transferred to the account of the Company, which will be utilised by the Company in such manner as the Board may deem fit and permitted under all applicable laws and the Articles, including, without limitation, towards offsetting the amount of the accumulated losses of the Company from time to time.
22. It is not contemplated that, unless and until there has been a material improvement in the financial position of the Company, there will be any dividends paid to shareholders.
23. On 23 April 2025 a circular was sent to all shareholders of the Company in relation to the Capital Reorganisation ("**Circular**"). The Circular included all necessary information about the proposed Capital Reduction and provided notice of an Extraordinary General Meeting ("**EGM**") to be held on 9 May 2025.
24. The Circular was sent to persons entitled to receive notice of every general meeting in accordance with Arts 59 and 158 of the Articles, the Company's Policy on Dissemination of Corporate Communications, and the Main Board Listing Rules. It was also published on the Company's website and notified to the HKSE.
25. At the EGM held on 9 May 2025 at Room 1001, 10/F, Wecan Technology Building, 21 Andmen Street, Yuhuatai District, Nanjing, Jiangsu Province, PRC, the Company's members passed those resolutions required to give effect to the Capital Reorganisation in accordance with the Articles and section 60 of the Act.
26. 179,970,189 of the 179,970,189 of the votes cast (100%) voted in favour of the resolutions.
27. Under the Articles, an ordinary resolution is passed when it has been passed by a simple majority of votes cast by such members as, being entitled so to do, vote in person or by proxy. A special resolution is passed when it has been passed by a majority of not less than three-fourths of votes cast by such members as, being entitled so to do, vote in person or by proxy.
28. By way of ordinary resolution, it was resolved:

**"THAT**, conditional upon and subject to (i) the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") of an approval with respect to the listing of, and permission to deal in, Consolidated Shares (as defined below), and (ii) the taking of each action which is required to be taken under the laws of the Cayman Islands and the Rules

Governing the Listing of Securities on the Stock Exchange in order for the Share Consolidation (as defined below) to be effected, with effect from the later of the date of the business day that is one clear business day after the date on which this resolution is passed and the date on which the conditions referred to above are satisfied:

- (a) every eight (8) issued and authorized but unissued ordinary shares of par value HK\$0.05 each in the share capital of the Company are consolidated into one (1) ordinary share of par value HK\$0.4 (a "Consolidated Share"), each of which is to rank pari passu in all respects with each other Consolidated Share and to carry the rights and privileges, and be subject to the restrictions, as provided for in the Company's memorandum and articles of association (the "Share Consolidation");
- (b) immediately following the Share Consolidation becoming effective, the authorized share capital of the Company be changed from HK\$100,000,000 divided into 2,000,000,000 ordinary shares of par value HK\$0.05 each to HK\$100,000,000 divided into 250,000,000 Consolidated Shares of par value HK\$0.4 each; and
- (c) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the Shareholders but will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the "Directors") of the Company may think fit; and
- (d) any director of the Company, the registered office provider of the Company and/or the Cayman Islands counsel of the Company be authorized to prepare, approve, execute (under hand or seal), give and/or deliver on behalf of the Company any document of any nature, and to do (or cause to be done) any act or thing, as they may consider to be necessary or desirable in connection with the Share Consolidation."

29. By way of special resolution ("the **Special Resolution**"), it was resolved:

"**THAT**, AS A SPECIAL RESOLUTION, conditional upon and subject to (i) the Grand Court of the Cayman Islands (the "Court") granting an order confirming the Capital Reduction (as defined below), (ii) compliance with any condition(s)

which the Court may impose in relation to the Capital Reduction (if applicable), (iii) the registration by the Registrar of Companies of the Cayman Islands of a copy of the order granted by the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Act (as revised) of the Cayman Islands with respect to the Capital Reduction, (iv) the taking of each action which is required to be taken under the laws of the Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange in order for the Capital Reduction and the Sub-division (as defined below) to be effected, (v) the granting by the Listing Committee of the Stock Exchange of an approval with respect to the listing of, and permission to deal in, New Shares (as defined below) upon the Capital Reduction and the Share Sub-division (as defined below) becoming effective, and (vi) the obtaining of all necessary approvals from any regulatory authority or otherwise which may be required in respect of the Capital Reduction and the Share Sub-division, with effect from the date on which the conditions referred to above are satisfied (the "Effective Date"):

- (a) the issued share capital of the Company be reduced by cancelling the paid up share capital of the Company to the extent of HK\$0.35 on each issued Consolidated Share of par value HK\$0.4 each such that the par value of each issued Consolidated Share be reduced from HK\$0.4 to HK\$0.05 (the "Capital Reduction");
- (b) immediately after the Capital Reduction, each authorized but unissued Consolidated Share of par value HK\$0.4 each be sub-divided into eight (8) unissued ordinary shares of par value HK\$0.05 each of the Company (each, a "New Share"), each of which is to rank pari passu in all respects with each other New Share and to carry the rights and privileges, and be subject to the restrictions, as provided for in the Company's memorandum and articles of association (the "Share Sub-division" or "Sub-division");
- (c) immediately following the Capital Reduction and the Sub-division become effective, the authorized share capital of the Company be changed from HK\$100,000,000 divided into 250,000,000 Consolidated Shares of par value HK\$0.4 each to HK\$100,000,000 divided into 2,000,000,000 New Shares of par value HK\$0.05 each;

- (d) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be applied by the directors of the Company in any manner permitted under all applicable laws and the memorandum and articles of association of the Company, including without limitation offsetting any accumulated losses of the Company from time to time; and
  - (e) any director of the Company, the registered office provider of the Company and/or the Cayman Islands counsel of the Company be authorized to prepare, approve, execute (under hand or seal), give and/or deliver on behalf of the Company any
  - (f) document of any nature, and to do (or cause to be done) any act or thing (including without limitation arranging the requisite filings and applications with the Registrar of Companies in the Cayman Islands and the Court), which they may consider to be necessary or desirable in connection with the Capital Reduction or the Sub-division."
30. Whilst the Company is in a distressed financial position, the Capital Reduction does not adversely affect the position of creditors:
- (a) The proposed Capital Reduction does not involve any diminution of any liability in respect of any unpaid capital.
  - (b) The Company has no present intention to make any payment of paid up capital to its shareholders, and it will provide an undertaking to the Court that it will not distribute capital to shareholders as a result of the Capital Reduction.
  - (c) The proposed Capital Reduction will not alter the underlying assets, business operations, management or financial position of the Company.
31. The proposed Capital Reduction does not involve inequitable treatment of the Company's members.
32. The Capital Reduction is for a discernible purpose.
33. The form of minute proposed to be registered is as follows:
- "The issued share capital of China Parenting Network Holdings Limited ("**Company**") was by virtue of a special resolution of the Company ("**Special**

**Resolution**") passed at an extraordinary general meeting of members of the Company held on 9 May 2025 ("**EGM**"), and with the confirmation of an order of the Grand Court of the Cayman Islands dated [-] 2025 (the "**Order**"), reduced by cancelling the paid up capital to the extent of HK\$0.35 on each of the issued shares such that the par value of each issued share will be reduced from HK\$0.40 to HK\$0.05 ("**Capital Reduction**"). A resolution was also passed at the same EGM which provides that subject to and forthwith upon the Capital Reduction taking effect, each of the authorised but unissued shares of the Company of par value of HK\$0.40 each be subdivided (the "**Share Subdivision**") into 8 unissued new shares of par value HK\$0.05 each (the "**New Shares**"), such New Shares to rank pari passu in all respects with each other and have the rights and privileges, and be subject to the restrictions, in respect of ordinary shares contained in the memorandum and articles of association of the Company.

By virtue of the Order and the Special Resolution and Share Subdivision, at the time of the registration of this Minute, the authorised share capital of the Company is HK\$100,000,000 divided into 2,000,000,000 shares of par value of HK\$0.05 each, of which 43,207,792 shares have been allotted and issued or credited as fully paid."

34. It is appropriate for the Court to confirm the Capital Reduction.

**YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:**

1. That the reduction of the issued share capital of the Company proposed to be effected by the Special Resolution set forth in paragraph 29 of this Petition be confirmed and that the above-mentioned minute be approved by the Court.
2. All necessary directions be given.
3. Such further orders and directions as the Court thinks fit.

AND your petitioner will pray etc.

**DATED** the 20th day of June 2025

**FILED** the 20th day of June 2025

  
**Appleby (Cayman) Ltd.**

**Attorneys-at-Law for the Petitioner**

**Time estimate:** The estimated length of the hearing of this Petition is one hour.

**Note:** This petition is not intended to be served.

**THIS PETITION** was filed by Appleby (Cayman) Ltd., Attorneys-at-Law for the Petitioner, whose address for service is 9th Floor, 60 Nexus Way, Camana Bay, Grand Cayman, PO Box 190, KY1-1104, Cayman Islands (Ref: 457601.0002/WP).

**Appendix 1 – Summary of Capital Reorganisation**

|                                    | <b>As at 26 March 2025</b>    | <b>Immediately upon the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Subdivision becoming effective</b> | <b>Immediately after the Capital Reduction and the Share Subdivision becoming effective</b> |
|------------------------------------|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| Par value per Share                | HK\$0.05                      | HK\$0.4                                                                                                                                            | HK\$0.05                                                                                    |
| Number of authorised shares        | 2,000,000,000 Existing Shares | 250,000,000 Consolidated Shares                                                                                                                    | 2,000,000,000 New Shares                                                                    |
| Amount of authorised share capital | HK\$100,000,000               | HK\$100,000,000                                                                                                                                    | HK\$100,000,000                                                                             |
| Number of issued shares            | 345,662,343 Existing Shares   | 43,207,792 Consolidated Shares                                                                                                                     | 43,207,792 New Shares                                                                       |
| Amount of issued share capital     | HK\$17,283,117.20             | HK\$17,283,116.80                                                                                                                                  | HK\$2,160,389.60                                                                            |
| Number of unissued shares          | 1,654,337,657 Existing Shares | 206,792,208 Consolidated Shares                                                                                                                    | 1,956,792,208 New Shares                                                                    |
| Amount of unissued share capital   | HK\$82,716,882.80             | HK\$82,716,883.20                                                                                                                                  | HK\$97,839,610.40                                                                           |

**NOTICE OF HEARING**

**TAKE NOTICE THAT the hearing of this Petition will take place at the Law Courts,  
George Town, Grand Cayman on 28 July 2025 at 3:00 ~~am~~/pm.**

**Any correspondence or communication with the Court relating to the hearing of this  
Petition should be addressed to the Registrar of the Financial Services Division of the  
Grand Court at PO Box 495, Grand Cayman, KY1-1106, telephone no. 349 949 4296.**