



**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On April 30, 2013, ChinaNet Online Holdings, Inc. (the “Company”) received a letter from the Nasdaq Stock Market LLC (“Nasdaq”), which stated that, based upon the closing bid price for the last 30 consecutive business days, the Company no longer meets the requirement set forth in Nasdaq Rule 5450(a)(1), which requires listed securities to maintain a minimum bid price of \$1 per share (the “Minimum Bid Price Rule”). In accordance with Nasdaq Rule 5810(c)(3) (A), the Company has been provided with a period of 180 calendar days, or until October 28, 2013, to regain compliance with the Minimum Bid Price Rule. The Company may regain compliance with the Minimum Bid Price Rule if the bid price of its common stock closes at \$1.00 per share or more for a minimum of 10 consecutive business days at any time prior to October 28, 2013.

The Company will consider available options to regain compliance with the Minimum Bid Price Rule by October 28, 2013.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 2, 2013

ChinaNet Online Holdings, Inc.

By: /s/Handong Cheng  
Name: Handong Cheng  
Title: Chief Executive Officer