



愛帝宮母嬰健康股份有限公司
AIDIGONG MATERNAL & CHILD HEALTH LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 286)

Form of Proxy for the Special General Meeting

I/We, ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares
of HK\$0.01 each in the capital of AIDIGONG MATERNAL & CHILD HEALTH LIMITED (the “Company”), HEREBY APPOINT ^(Note 3) the Chairman
of the Meeting, or _____
of _____
as my/our proxy to attend the Special General Meeting (the “Meeting”) (or at any adjournment thereof) of the Company to be held at Unit E, 28/F., YHC
Tower, 1 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong on Friday, 30 December 2022 at 4:00 p.m. and to vote for me/us and on my/our behalf
in respect of the resolutions as hereunder indicated.

Ordinary Resolution		For ^(Note 4)	Against ^(Note 4)
1	<p>(a) To approve the increase in the authorised share capital of the Company from HK\$800,000,000,000 divided into 80,000,000,000 ordinary shares of HK\$0.01 each to HK\$80,800,000,000 divided into 80,000,000,000 ordinary shares of HK\$0.01 each, 400,000,000 class A convertible preference shares of HK\$0.01 each and 400,000,000 class B convertible preference shares of HK\$0.01 each by the creation of 400,000,000 new class A convertible preference shares of HK\$0.01 each and 400,000,000 new class B convertible preference shares of HK\$0.01 each.</p> <p>(b) To authorise any one director of the Company (the “Director”) to do all such acts and things and execute all such documents or agreements or deeds which he may consider necessary, desirable or appropriate in connection with and giving effect to the ordinary resolution no. 1(a).</p>		
Special Resolution			
2	<p>Conditional upon the passing of the ordinary resolution no. 1:</p> <p>(a) To approve the bye-laws of the Company (the “Bye-laws”) be amended to reflect the amendments described in the appendix of the circular dated 9 December 2022 (the “Circular”), and such amended Bye-laws be adopted as the new Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws.</p> <p>(b) To authorise any one Director to do all such acts and things and execute all such documents or agreements or deeds which he may consider necessary, desirable or appropriate in connection with the special resolution no. 2(a).</p>		
Ordinary Resolutions			
3	<p>Conditional upon the passing of the special resolution no. 2 and ordinary resolution no. 1:</p> <p>(a) To approve, confirm, authorise and ratify the Subscription (as defined in the Circular) under the Subscription Agreement (as defined in the Circular) and all transactions contemplated therein and any other agreements or documents in connection therewith.</p> <p>(b) To authorise any one Director to do all such acts and things and execute and deliver, and (where required) to affix the common seal of the Company to, all such documents or agreements or deeds which he may consider necessary, desirable or appropriate in connection with the ordinary resolution no. 3(a).</p>		

Ordinary Resolutions		For <i>(Note 4)</i>	Against <i>(Note 4)</i>
4	<p>Conditional upon the passing of the special resolution no. 2 and ordinary resolutions nos. 1 and 3:</p> <p>(a) To grant a specific mandate to the Directors with the power and authority to allot and issue the Convertible Preference Shares (as defined in the Circular) in accordance with the terms and conditions of the Subscription Agreement (as defined in the Circular), and to approve such relevant Conversion Shares (as defined in the Circular) be allotted and issued upon the conversion of the Convertible Preference Shares (as defined in the Circular) in accordance with the terms and conditions of the Subscription Agreement (as defined in the Circular).</p> <p>(b) To authorise any one Director to do all such acts and things and execute all such documents or agreements or deeds which he may consider necessary, desirable or appropriate in connection with the ordinary resolution no. 4(a).</p>		

Date: _____ day of _____ 2022

Signature *(Note 5)*: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert in **BLOCK CAPITALS** the full name and address of the proxy desired in the space provided. You are entitled to appoint one or more separate proxies and the proxy need not be a shareholder of the Company.
- Please indicate with a 「✓」 in the spaces opposite to each of the resolutions showing how you wish the proxy to vote on your behalf.** In the absence of any such indication, the proxy may vote for or against the resolutions or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (i.e. not later than 4:00 p.m. on Wednesday, 28 December 2022, Hong Kong time) or at any adjournment thereof.
- Whether or not you intend to be present at the Meeting, you are welcome to complete the form of proxy. The completion of a form of proxy and returning it to the Company's branch registrar and transfer office in Hong Kong will not preclude you from attending and voting in person at the Meeting or poll concerned and, in such event, the appointment of the proxy will be deemed to be revoked.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**

PERSONAL INFORMATION COLLECTIONS STATEMENT

"Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 of the laws of Hong Kong ("PDPO"), which includes the name(s) and address(es) of you and your proxy(ies). Your supply of all Personal Data, including but not limited to the name(s) and address(es) of you and your proxy(ies), is on a voluntary basis. Personal Data of you and your proxy(ies) provided in this proxy form will be used for the purpose of and in connection with processing your request for the appointment of a proxy (or proxies) to attend, act and vote on your behalf as directed above at the Meeting of the Company (the "Purposes"). However, we may not be able to process your request unless you provide us with Personal Data of you and your proxy(ies). We may disclose to and/or transfer Personal Data of you and your proxy (or proxies) to the Company's branch share registrar Tricor Secretaries Limited, our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request for the Personal Data or are otherwise relevant for the Purposes and need to receive the Personal Data. The Personal Data of you and your proxy(ies) will be retained for such period as may be necessary to fulfil the Purposes and for our verification and record purposes. By providing the Personal Data of your proxy(ies) in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) you're your proxy(ies) in using his/her Personal Data provided in this proxy form and that you have informed your proxy(ies) of the Purposes of and the manner in which his/her Personal Data may be used. You and your proxy(ies) have the right to request access to and/or correction of the relevant Personal Data in accordance with the provisions of PDPO and any such request should be in writing by mail to the Company/the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.