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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)

**UPDATES ON CONNECTED TRANSACTION:
ISSUANCE OF NEW SHARES UNDER SPECIFIC
MANDATE PURSUANT TO INCENTIVE AGREEMENT IN
LIGHT OF THE ACHIEVEMENT OF PROFIT TARGET OF
SHENZHEN LONGGANG CENTRE**

Reference is made to the circular of Aidigong Maternal & Child Health Limited (the “**Company**”) dated 8 December 2020 (the “**Circular**”), the announcements of the Company dated 27 October 2020, 23 May 2022, 9 September 2022 and 25 October 2023, and the SGM poll result announcement of the Company dated 28 December 2020 (the “**Announcements**”), in relation to, the issuance of new ordinary shares of the Company to a connected person under the Specific Mandate pursuant to the Incentive Agreement. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular.

BACKGROUND

On 27 October 2020, the Company and Zhu Associate entered into the Incentive Agreement pursuant to which Zhu Associate will be entitled to Incentive Shares depending and based on the NPA of the New Postpartum Care Centres during the Incentive Base Period (i.e. any six consecutive calendar months within the 18-month period commencing from the date of commencement of operation of such postpartum care centre).

ISSUANCE OF NEW SHARES UNDER SPECIFIC MANDATE

The Board announces that, based on the NPA generated by Shenzhen Longgang Centre, the New Postpartum Care Centre officially opened in June 2022, the Company will award to Zhu Associate a total of 30,000,000 Incentive Shares (the “**New Incentive Shares**”) in accordance with the Incentive Agreement. The NPA has been certified by a Hong Kong certified public accountant, mutually agreed by the Company and Zhu Associate. Upon the award of the New Incentive Shares, the Company has granted an aggregate of 150,000,000 Incentive Shares to Zhu Associate pursuant to the Incentive Agreement, of which 90,000,000 Incentive Shares have not been issued yet. The Company will issue the Incentive Shares in accordance with the statutory procedures which is expected to be completed no later than November 2023. When all the 90,000,000 Incentive Shares are issued, Ms. Zhu's direct and indirect shareholding will be increased to 605,155,755 shares, represents 13.6% of the total issued shares of the Company. She will become the single largest shareholder of the Company.

As disclosed in the Announcements and the Circular, Zhu Associate has undertaken on a voluntary basis to be subject to lock-up undertakings made in favor of the Company, that it will not directly or indirectly transfer, sell or otherwise dispose of the Incentive Shares within three years from the date of issuance of the relevant Incentive Shares.

By Order of the Board

Aidigong Maternal & Child Health Limited

Cheung Wai Kuen

Chairman

Hong Kong, 29 October 2023

As at the date of this announcement, the Board comprises Mr. Cheung Wai Kuen, Mr. Lin Jiang, Ms. Kai Xiang Mei, Mr. Li Runping and Ms. Meng Lijia as executive Directors; Ms. Liang Linmin as non-executive Director and Mr. Wong Yiu Kit, Ernest, Mr. Lam Chi Wing, Mr. Huang Wenhua and Mr. Wang Qingyu, as independent non-executive Directors.