



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 January 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Aidigong Maternal & Child Health Limited

Date Submitted: 02 February 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00286	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	80,000,000,000	HKD	0.01	HKD	800,000,000	
Increase / decrease (-)	0			HKD		
Balance at close of the month	80,000,000,000	HKD	0.01	HKD	800,000,000	

2. Class of shares	Preference shares	Type of shares	A	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Convertible Preference Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	400,000,000	HKD	0.01	HKD	4,000,000	
Increase / decrease (-)	0			HKD		
Balance at close of the month	400,000,000	HKD	0.01	HKD	4,000,000	

3. Class of shares	Preference shares	Type of shares	B	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Convertible Preference Shares			

	Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month	400,000,000	HKD	0.01	HKD	4,000,000
Increase / decrease (-)	0			HKD	
Balance at close of the month	400,000,000	HKD	0.01	HKD	4,000,000

Total authorised/registered share capital at the end of the month: HKD 808,000,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00286	Description				
Balance at close of preceding month			4,435,014,974			
Increase / decrease (-)			0			
Balance at close of the month			4,435,014,974			

2. Class of shares	Preference shares	Type of shares	A	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Convertible Preference Shares			
Balance at close of preceding month			187,265,918			
Increase / decrease (-)			0			
Balance at close of the month			187,265,918			

3. Class of shares	Preference shares	Type of shares	B	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	Convertible Preference Shares			
Balance at close of preceding month			187,265,918			
Increase / decrease (-)			0			
Balance at close of the month			187,265,918			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		00286					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). Share option scheme approved on 28 June 2022	0			0			431,501,497
General Meeting approval date (if applicable)	28 June 2022						

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: _____

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Class of shares issuable		Ordinary shares		Type of shares	Not applicable		Shares issuable to be listed on SEHK (Note 1)		Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00286								
Description of the Convertibles		Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)		No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	Class A Convertible Preference Shares	HKD	187,265,918	Issued	0	187,265,918	0	0	0	
Type of convertibles		Preference Shares								
Stock code of the Convertibles (if listed on SEHK) (Note 1)										
Subscription/Conversion price		HKD	0.5							
General Meeting approval date (if applicable)		30 December 2022								
2).	Class B Convertible Preference Shares	HKD	187,265,918	Issued	0	187,265,918	0	0	0	
Type of convertibles		Preference Shares								
Stock code of the Convertibles (if listed on SEHK) (Note 1)										
Subscription/Conversion price		HKD	0.7							
General Meeting approval date (if applicable)		30 December 2022								

Total C (Ordinary shares): 0

Remarks:

On 23 March 2023, a total of 187,265,918 Class A Convertible Preference Shares and 187,265,918 Class B Convertible Preference Shares have been allotted and issued by the Company to DYZH Holdings Limited in accordance with the terms and conditions of the Subscription Agreement. At any time during the 30-month period beginning on the first anniversary of Completion, each Convertible Preference Share may be converted into Conversion Shares as equal to the quotient of the Subscription Price divided by the then effective conversion price, resulting in an initial conversion ratio of 1:1 for each Convertible Preference Share. A maximum number of 374,531,836 Ordinary Shares shall be allotted and issued upon full conversion of all the Convertible Preference Shares, which is being calculated based on the assumption that (i) each Convertible Preference Share is being converted into one Conversion Share; and (ii) the Conversion Price for Class A Convertible Preference Shares and Class B Convertible Preference Shares is HK\$0.5 and HK\$0.7, respectively. For details, please refer to the announcements dated 9 September 2022, 8 December 2022, 30 December 2022, 8 March 2023 and 23 March 2023 and the circular dated 9 December 2022.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00286				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	The Company and Hongchang International Investment Limited entered into the incentive agreement dated 27 October 2020 in which the Company would issue up to 200,000,000 incentive shares of the Company at issue price of HK\$0.55 per incentive share. The incentive shares will be issued and allotted pursuant to the specific mandate approved by the shareholders at the special general meeting convened on 28 December 2020, subject to the terms of the relevant incentive agreement. For details, please refer to the announcement of the Company dated 27 October 2020 and the circular of the Company dated 8 December 2020.		28 December 2020	0	50,000,000	

2. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00286				
Description			General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (D)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1).	Grant of 63,500,000 award shares pursuant to the Share Award Scheme as approved on 30 August 2018. For details, please refer to the announcement of the Company dated 12 November 2021, the circular of the Company dated 15 August 2018 and the poll results announcement of the Company dated 30 August 2018.		30 August 2018	0	63,500,000	

Total D (Ordinary shares): _____ 0

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____ 0

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Wong Wing Cheung

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"